



ICGN

International Corporate Governance Network
Inspiring good governance & stewardship

ICGN Annual General Meeting
2nd September 2021, 1400 – 1700 hrs (BST)
Held at

https://us02web.zoom.us/webinar/register/WN_xao1XNkwQ3qDYEh7lg_e-g

From: Dan Konigsburg Chair, ICGN Governance Committee

Re: Item 6: Appointment of ICGN Nomination Committee Members

Status: ORDINARY RESOLUTION for approval by ICGN Members requiring 50% + 1 vote affirmation

Main Considerations

- Each year, the ICGN Governance Committee of the ICGN Board proposes a Nomination Committee for approval and individual election by ICGN Members for the purpose of identifying candidates who are willing and able to serve on the ICGN Board of Governors.
- The Nomination Committee consists of no less than five and no more than seven members in good standing. This includes two governors (Chair and Vice Chair) from the incumbent ICGN Board of Governors to serve on the nomination committee as non-voting members.
- Members of the nomination committee shall hold office for a term commencing at the end of the annual general meeting which they are elected and terminating at the end of the following annual general meeting.
- Nomination committee members are ICGN Members who are elected by Members at the Annual General Meeting by an Ordinary Resolution.
- ICGN is grateful to the serving members of the ICGN Governance Committee this year for their commitment and dedication being Dan Konigsburg, Ian Burger Henry Jones, Susanne Stormer and Robert Walker.

ICGN Member Action

To consider approval of the recommendation to individually appoint the members of the ICGN Nomination Committee to serve for the year ahead as described in the letter and Ordinary Resolution attached as Annex 1.

Annex 1

Letter from the Chair of the ICGN Governance Committee, Dan Konigsburg

The ICGN Nomination Committee (“the Committee”) is instrumental in helping to ensure that the ICGN Board is comprised of Governors with the requisite skills, experience and knowledge to properly oversee the long-term strategic direction of the ICGN.

This year, the Committee was briefed to seek candidates with experience from the asset management and asset owner community and specifically from Asia where possible. This brief was determined following the board’s annual evaluation and refinement of the skills and experience matrix to reflect strategy and the evolving organizational needs of the organisation.

Given this remit, it is important that the Nomination Committee itself is appropriately comprised of individuals who fully comprehend the strategic needs of the ICGN. Taking this into account and in alignment with ICGN’s mission and diversity policy, the ICGN Board respectfully submits the following Members for individual election at the forthcoming Annual General Meeting to serve on the Committee for the year ahead:

Name	Residence	Tenure	Affiliation
Richard Bennett	USA	2 years	Value Edge
Deborah Gilshan	UK	New	The 100% Club
Anne Molyneux	Australia	1 year	CS International
Geof Stapledon	UK	2 years	BHP Billiton
Carola van Lamoen	Netherlands	2 years	Robeco

In line with the ICGN Articles, the ICGN Board Chair and Vice-Chair are non-voting members of the Nomination Committee, appointed by the board; they participate in Nomination Committee discussions to help inform on ICGN strategy and any other relevant matters.

In conclusion, on behalf of the ICGN Board of Governors we wish to thank Geof Stapledon for his leadership of the Committee and for the significant time spent chairing its activities this year. Geof maintained close liaison with the Board chair and vice-chair, as well as with the Chair of the Governance Committee, to find the best candidates for the Board. and the Committee members themselves for their continued support and commitment to ICGN.

Biographies of Nomination Committee candidates

Richard Bennett, Value Edge Advisors LLC, USA

Richard A. Bennett is President and CEO of ValueEdge Advisors, a firm he founded in summer 2014 to help institutional investors engage with their portfolio companies. From 2006 he was CEO and then Chairman of GMI Ratings and its predecessor, The Corporate Library, a globally recognized investment research firm specializing in corporate governance and ESG with offices in London, New York, San Diego and Portland, Maine. In August 2014 GMI Ratings was sold to MSCI.

He worked as Director of Corporate Governance for LENS, an institutional activist fund, from 1997 to 2002. He served from 2004 to 2016 as a non-executive director of Trucost,

Item 6: Appointment of ICGN Nomination Committee

Plc, a U.K.-based firm offering products and services that allow companies, governments and fund managers to better understand their environmental performance. From 2009 to 2014, he served on the Board of Governors of the International Corporate Governance Network (ICGN), and currently serves on the ICGN Nominating Committee. He is an independent director of Biddeford Internet Corporation d/b/a GWI (an ISP and telecom business), Atlantic Trust (Maine) (a fiduciary trust company), and Quoddy Inc. (a footwear brand enterprise).

Mr. Bennett has an extensive background in politics and government service as well as a wide range of private sector experience. A former president of the Maine State Senate, Mr. Bennett earlier served four terms in the Maine Senate and two terms in the state's House of Representatives. In 2020 he was elected anew to the Maine Senate. From 2013 to 2017, he was Chairman of the Maine Republican Party and a member of the Republican National Committee. In 2014 he volunteered as a member of the MainePERS ESG Integration Task Force.

Directorship magazine has recognized Mr. Bennett six times in its annual list of the 100 "most influential people in corporate governance and the boardroom." In December 2010, he was named by Global Proxy Watch as one of the "10 people around the world who had the most impact on corporate governance in the previous year".

Mr. Bennett was a member of the board of trustees of Hebron Academy from 2010 to 2019. He was a member of the President's Commission on White House Fellowships from 2005 to 2009. He graduated with honors from Harvard College in 1986 and received his M.B.A. from the University of Southern Maine in 2000.

Anne Molyneux, CS International, Switzerland

Anne Molyneux, is a Director of CS International, a global consulting firm in ESG practices. She is an experienced director, former trustee of pension funds and is a Chartered Accountant. She advises in corporate governance and corporate reporting, and in banking and securities regulations. She is the former Vice-Chair of the International Corporate Governance Network (ICGN) – the global investor community, with \$54 trillion under investment.

Mrs. Molyneux has developed public and private sector corporate governance and sustainability practices, including for companies, banks, regulators and stock exchanges. Her work includes the development of corporate governance codes, board policies and practices on governance and sustainability. She undertakes board evaluations, audit and risk committee advice and support, scorecards on ESG for national and company assessments, capacity building in sustainability and corporate governance and regulator monitoring and enforcement mechanisms. In addition to private company (large and small) and state-owned enterprise clients, her clients include the OECD, the World Bank, the International Finance Corporation (IFC), and the Asian Development Bank (ADB). She has wide experience in Asia, South Asia, Africa, Australia and Europe.

She is a business representative and contributor to the OECD Corporate Governance Steering Committee. She is an invited member of the OECD Asian Corporate Governance Roundtable. She represented the global investor community (ICGN) on the IFRS Advisory Council (IFRS), the International Auditing and Assurance Standards Board (IAASB) Consultative Advisory Group, the International Ethics Standards Board for Accountants (IESBA) Consultative Advisory Group and represents ICGN on the

International Integrated Reporting Council (IIRC). She is a fellow member of the Australian Institute of Company Directors and has a Master of Management.

Geof Stapledon, Group ESG Officer, BHP, UK

Geof Stapledon is Group ESG Officer for global resources company BHP, based in London, and has been with the company since 2008. He is a former company secretary of BHP Group Plc and secretary to BHP's Risk & Audit and Remuneration Committees. He is also an Executive Committee member of GC100, the association of General Counsel and Company Secretaries working in FTSE 100 companies and a former ICGN Board Governor.

Geof previously led Asia-Pacific research for ISS, having joined ISS when it acquired Proxy Australia, a Melbourne-based governance research firm he co-founded. His roles at ISS and Proxy Australia involved advising institutional investors on ESG issues at S&P/ASX 300 companies, managing analyst teams conducting ESG research on Asia Pacific, ex Japan stocks, and management of the Australian office. Before moving into the governance industry full-time, Geof was a professor of corporate law and corporate governance at the University of Melbourne, prior to which he worked as a lawyer specialising in corporate advisory and transactions. His book Institutional Shareholders and Corporate Governance was published by Oxford University Press in 1996. He has degrees in Economics and Law from the University of Adelaide, and a doctorate from the University of Oxford.

Carola van Lamoen, Head of Active Ownership, Robeco Institutional Asset Management, Netherlands

As Head of Sustainable Investing Carola van Lamoen is responsible for Robeco's overall Sustainable Investing approach.

She leads Robeco's Sustainable Investing Center of Expertise focused on Active Ownership, Sustainable Investing (SI) Research, SI Thought Leadership and SI Client Portfolio Management. She also chairs Robeco's Sustainability and Impact Strategy committee, and she is member of Robeco's Management Team Investments.

Furthermore, Carola is co-chair of the Board Governance Committee of the International Corporate Governance Network (ICGN) and board member of the Dutch governance platform Eumedion.

Carola has a long-term experience in Sustainability Investing and Active Ownership; she joined Robeco in 2007 and she has been active in the field of sustainability and governance since 2001.

She holds a Master's degree in Business Administration from the Erasmus University of Rotterdam.

Deborah Gilshan, FCG Advisor, Investment Stewardship & ESG/Founder, The 100% Club, UK

Deborah Gilshan provides strategic, independent advice on investment stewardship, sustainable finance and diversity to clients across the investment chain. She has extensive global experience in engaging with board directors, senior leaders, regulators and investors on environmental, social and governance (ESG) issues. Previously, Deborah was an Investment Director in the ESG team at Aberdeen Standard Investments and, prior to that, Head of Sustainable Ownership at RPMI Railpen, the investment arm of the UK Railways Pension Scheme. She started her career in corporate governance at the UK's Co-operative Insurance Society in December 2000. Deborah initially worked in corporate tax at EY and read Mathematics & English at the University of Manchester.

Deborah chairs the Ethics & Systemic Risk Committee of the International Corporate Governance Network, having joined the Committee in June 2014. In May 2021, she was appointed to the Advisory Panel of the UK's Financial Reporting Council. Deborah is a Fellow of ICSA: The Governance Institute and holds the ICSA's Professional Award in corporate governance.

Deborah is an Ambassador for the 30% Club, having previously co-chaired their UK Investor Group. In October 2011, Deborah founded The 100% Club, a multi-sector alliance dedicated to gender equality. She advises the Women Societies Alliance, which seeks to create equal opportunities in the finance industry for female graduates. Deborah has been recognised for her work on empowering the female talent pipeline and promoting gender diversity.

Deborah is a regular commentator and writer on corporate governance, sustainable finance, investment stewardship and diversity and her work and opinion have featured in the Financial Times, the New York Times, the Harvard Law School Forum on Corporate Governance, Sky News and other mainstream financial media. She is the lead author of two publications: (i) *The Ethics of Diversity* for the UK's Institute of Business Ethics (2020) and (ii) *Say on Pay: Six Years On – Lessons from the UK Experience* for Railpen Investments with Pensions & Investment Research Consultants (2009).

ORDINARY RESOLUTION to elect Members of the ICGN Nomination Committee

Company number: 6467372
The Companies Acts 1985 to 2006
Company limited by guarantee and not having a share capital
CERTIFICATE OF PASSING OF AN ORDINARY RESOLUTION OF THE MEMBERS
OF
INTERNATIONAL CORPORATE GOVERNANCE NETWORK
("the Company")

RESOLVED THAT,

"The following persons be individually appointed to the ICGN Nomination Committee by approval of ICGN Members to serve until the next annual general meeting: Richard Bennett, Deborah Gilshan, Anne Molyneux, Geof Stapledon and Carola van Lamoen."

Dan Konigsburg, Chair
ICGN Governance Committee
2nd September 2021