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Company Number: 197643

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| **THE INSTITUTE OF DIRECTORS IN IRELAND**  (the **IoD**)  Minutes of the Annual General Meeting of the Company  held at Radisson Blu Royal Hotel, Golden Lane, Dublin  on 28 May 2024 at 6 p.m. |

Present: John Reynolds *Chairperson / President*

The persons listed in the Annex A hereto

Caroline Spillane *CEO*

Jamie Woodcock *(on behalf of the Company Secretary)*

Apologies: The persons listed in Annex B hereto

1. Chairperson

John Reynolds was appointed Chairperson of the meeting and chaired the meeting throughout.

1. Notice and Quorum

The Chairperson noted that notice of the meeting and of the nature of the business to be conducted had been given to all directors entitled to attend the meeting and that a quorum was present in accordance with IoD’s Constitution.

1. Resolutions
   1. **IT WAS RESOLVED** to receive and consider the minutes of the Annual General Meeting held on 6th June 2023.
   2. **IT WAS RESOLVED** to receive the following:
   3. the Financial Statements for the year ended 31st December 2023;
   4. the report of the Directors; and
   5. the report of the statutory auditors on the Financial Statements and on the report of the directors.
   6. **IT WAS RESOLVED**, following consideration of the Financial Statements and the report of the directors,to confirm satisfaction with the performance and management of the affairs of the Company.
   7. **AS A SPECIAL RESOLUTION IT WAS RESOLVED** that the name of the Council/Company be changed to INSTITUTE OF DIRECTORS IRELAND.
   8. **IT WAS RESOLVED** that the Company's auditors, BDO, be re-appointed as statutory auditors of the Company and hold office until the conclusion of the next annual general meeting.
   9. **IT WAS RESOLVED** to authorise the directors / Council members to fix the remuneration of the statutory auditors.
2. Presidents Address

The President delivered an address to the members wherein he:

* + 1. Thanked the IoD's members for their contribution and insight in helping drive forward the IoDs ambition and vision for Ireland in becoming an exemplar of corporate governance;
    2. Expressed appreciation of the work and commitment of each of the Council members;
    3. Noted some of the highlights of the work from the Annual Report;
    4. Noted that the launch of the new IoD in Ireland strategy emphasises building stakeholder trust and confidence through educating, informing, and supporting directors and business leaders to lead successfully and sustainably;
    5. Acknowledged that this new strategy recognised IoD Ireland as the leading brand for directors and business leaders, offering an exceptional member experience that fosters a strong sense of value, connection, and community;
    6. Noted the opening of the first IoD Ireland Conference "Leading in Governance" which provided invaluable governance and leadership insights to over 400 members and directors, aiding their professional development;
    7. Noted that former Minister Coveney acknowledged IoD Ireland’s significant contribution over the past 30 years in fostering strong business leaders and driving economic success;
    8. Noted the unveiling of the IoD Ireland Continuing Professional Development Framework for Directors, which is designed to equip directors with the tools to navigate the dynamic policy, regulatory, macro-economic, and governance landscapes;
    9. Advised that this new strategy reinforces IoD Ireland's position as the voice of directors which is backed by excellent communications, research, and policy expertise;
    10. Noted that this was put into effect during the year with submissions to the CBI on the Individual Accountability Framework, and to the FRC on the UK Code of Practice;
    11. Noted that in looking ahead the business is a rapidly changing environment where advancements in technology — such as artificial intelligence and the digital economy — pose both opportunities and challenges; and
    12. Finally noted that as directors and business leaders, IoD Ireland must continually update its knowledge and networks to navigate the complex regulatory and governance landscapes and further noted that ongoing learning and adaptability is essential.

1. Questions from the floor

The President invited questions from those present on the 2023 Annual Report. No questions were raised.

1. Close of Business

There being no further business, the meeting then closed.

Chairperson

Date:

**Annex A**

**List of Attendees**

John Reynolds

Margaret Cullen

Sean Sweeney

Gearoid Brennan CDir

John Holland

Brendan Palmer

Tony Condon

Maurice Power

Tony Musiol

Mark Elmore

Darren Clarke

Stergios Binopoulos

John Gethin

Brian McGann

Wenchi Lin

Guillaume Hernoux

Colin Hernon

Carmel McLoughlin

Ralph MacDarby FInstD

Roger Duffy

Eduardo Cervantes

Gerry Egan CDir

Andrew Shannon

David Devine

Eilish Hardiman CDir

Richa Pathak

Martina Byrne

Nicola Kearney

Noreen Fahy

Bivin Varghese

Gearoid O'Riain CDir

Helen Nolan

Terry McWade CDir

Martin Shanahan

Imelda Reynolds CDir

Fiona Tierney CDir

Brian O’Sullivan CDir

**Annex B**

**List of Apologies**

Derek Collins

Robert Grier

Claire Nash

Gina Quin

Kathryn Meghan

Jackie Campbell

Richard Hayes

Dolores Geaney

Tristan Aitken

Mairead Butler

Éanna McHugh

Tony Golden

Helene Graham

Paula Kelleher

William Brennan

Tony Peacham