

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 6 June 2023 at 6 p.m.

Present:	Imelda Reynolds	<i>Chairperson</i>
	Dr Terry McWade	<i>TMcW</i>
	John Reynolds	<i>JR</i>
	Fiona Tierney	<i>FT</i>
	Dan Flinter	<i>DF</i>
	Brian O'Sullivan	<i>BoS</i>
	Helen Nolan	<i>HN</i>
	Stergios Binopoulos	<i>SB</i>
	Dr Brian O'Boyce	<i>BoB</i>
	Eileen Gleeson	<i>EG</i>
	P.J Timmins	<i>PT</i>
	Ralph MacDarby	<i>RMcD</i>
	Yvonne Harris	<i>YH</i>
	Robert Grier	<i>RG</i>
	Caroline Spillane	<i>CEO</i>
	Jamie Woodcock	<i>(on behalf of the Company Secretary)</i>

Apologies:	Thora Mackey
	Gervaise Slowey
	Ann-Marie O'Sullivan

1. Chairperson

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

2. 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.

3. Resolutions

- 3.1 **IT WAS RESOLVED** to receive and consider the minutes of the Annual General Meeting held on 18th May 2022.

- 3.2 **IT WAS RESOLVED** to receive the following:
- a. the Financial Statements for the year ended 31st December 2022;
 - b. the report of the Directors; and
 - c. the report of the statutory auditors on the Financial Statements and on the report of the directors.
- 3.3 **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.
- 3.4 **IT WAS RESOLVED** that Fiona Tierney, who was appointed as a directors / Council member of the Company since the last AGM, be elected as directors of the Company.
- 3.5 **IT WAS RESOLVED** that Dr. Terri McWade, who was appointed as a directors / Council member of the Company since the last AGM, be elected as directors of the Company.
- 3.6 **IT WAS RESOLVED** that Martin Shanahan, who was appointed as a directors / Council member of the Company since the last AGM, be elected as directors of the Company.
- 3.7 **IT WAS RESOLVED** that Imelda Reynolds, who is an existing board director / Council be re-elected as director / Council member of the Company.
- 3.8 **IT WAS RESOLVED** that John Reynolds, who is an existing board director / Council be re-elected as director / Council member of the Company.
- 3.9 **IT WAS RESOLVED** that Helen Nolan, who is an existing board director / Council be re-elected as director / Council member of the Company.
- 3.10 **IT WAS RESOLVED** that Brian O’Sullivan, who is an existing board director / Council be re-elected as director / Council member of the Company.
- 3.11 **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.
- 3.12 **IT WAS RESOLVED** to authorise the directors / Council members to fix the remuneration of the statutory auditors.

4. Presidents Address

The President delivered an address to the members wherein she:

- (a) 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;
- (b) Expressed appreciation of the work and commitment of each of the Council members and specifically thanked Gervaise Slowey and Dan Flinter for their commitment and dedication to the IoD over the last number of years;
- (c) Acknowledged the sad passing of Council colleague Gary Kennedy, who had been a member of the IoD Council since 2019 and was an invaluable colleague. The President extended heartfelt condolences to his family and

friends and noted that the IoD is determined to honour Gary's contribution to the IoD;

- (d) Acknowledged the work and commitment of the IoD team, led by Caroline Spillane. The President noted some of the highlights of the teams work from the Annual Report, including but not limited to:
 - (i) membership growth (which is at its highest level);
 - (ii) the continued success of the Chartered Director Programme (which include over 400 people who hold the internationally recognised professional designation of Chartered Director);
 - (iii) the IoDs hybrid training model (which included over 20 workshops and training courses in 2022);
 - (iv) the c. 6,700 registrations for IoD events throughout 2022 with many notable speakers; and
 - (v) the IoDs commitment to ESG strategy, raising c. €8,000 for St. Vincent de Paul.
- (e) Noted that 2023 is a significant year for the IoD in circumstances where it is the IoDs 30th anniversary since incorporation. The President noted that the commitment of being a director and business leader has evolved during this time and that she was delighted to have had the opportunity to lead the development and launch of the new IoD in Ireland strategy, which builds on the history and stature of the IoD;
- (f) Acknowledged that this new strategy comes at a time where the governance landscape continuously evolves, including the rise in key issues such as ESG, cyber security and the Individual Accountability Framework.

5. Appointment of New President

IT WAS NOTED that this is the President's final general meeting of the IoD in her capacity as President and that John Reynolds would be, from the conclusion of the meeting, appointed as the next IoD President.

6. Close of Business

There being no further business, the meeting then closed.

Chairperson

Date: