

**THE INSTITUTE OF CORPORATE DIRECTORS  
L'INSTITUT DES ADMINISTRATEURS DE SOCIÉTÉS**

**MINUTES OF  
THE ANNUAL MEETING OF MEMBERS  
Held NOVEMBER 22, 2023 at 4:30 PM ET  
Virtual/Online  
TORONTO, ONTARIO**

**1. Call to Order**

Ms. Hohol, Chair of The Institute of Corporate Directors (ICD), welcomed everyone to the Annual General Meeting of Members. She introduced Mr. Rahul Bhardwaj, President and CEO of the ICD, and Ms. Crystal Keast, Corporate Secretary of the ICD who will act as Secretary of the meeting.

Ms. Hohol provided introductory remarks, acknowledging the Indigenous lands which we stand.

Ms. Hohol congratulated Andrea Rosen, Robert Pare and Robert Phillips on their retirements and thanked them for their contributions to the ICD Board of Directors. She also welcomed Bob Armstrong, Mary-Ann Bell and Tom Woods to the list of nominated directors to the ICD Board.

Ms. Hohol reviewed the instructions for voting and participating through the online platform. Members were instructed to use the voting feature of the online platform for the items of business at any time during the meeting until the last item of business was considered. Ms. Hohol called upon the Secretary to deliver the Scrutineers' report on attendance. Ms. Keast stated the Scrutineers' interim report indicated quorum with at least 10 Members present during the virtual meeting and 622 Members represented by proxy. It was declared that the Annual Meeting of Members of the ICD was therefore properly constituted for the transaction of business, and the meeting was called to order.

The Chair appointed Mr. Bryce Docherty and Mr. Frank Kalik of Odyssey Trust Company to act as Scrutineers.

**Adoption of Minutes**

The Minutes of the November 23, 2022 meeting of Members were adopted.

**2. Election of Directors**

Ms. Hohol asked for nominations.

It was **MOVED** by Mr. Robert Phillips **and** **SECONDED** by Ms. Pat Youzwa:

That the following persons be nominated to serve as Directors of the ICD:

Bob Armstrong  
Mary-Ann Bell  
Maryse Bertrand  
Rahul Bhardwaj  
Nora Duke  
Jean Paul (JP) Gladu  
Linda Hohol  
Anne McLellan  
Robert Sobey  
Tom D. Woods  
Patricia Youzwa

There were no further nominations.

### **3. Appointment of Auditor**

It was **MOVED** by Mr. Robert Phillips:

That Deloitte LLP be appointed as the auditor for ICD until the next Annual General Meeting of Members and that the Board of Directors be authorized to fix the remuneration of Deloitte LLP.

The motion was **SECONDED** by Ms. Pat Youzwa.

### **4. Presentation of the Audited Financial Statements**

The Chair reported that the Board of Directors approved the audited consolidated financial statements of ICD for the year ended June 30, 2023 at its September 21, 2023 Board meeting. They were placed before the meeting for consideration. There were no questions raised.

### **5. Scrutineers Report**

The Chair called upon the Secretary to report the results of the ballots provided by the Scrutineers. The Secretary reported that each of the Nominees for Director was elected by the requisite majority of votes cast. On the appointment of Deloitte LLP as auditor, at a remuneration to be fixed by the Board of Directors, the Secretary reported the motion was passed by the requisite majority of the votes cast. The Secretary stated that full results for both votes would be available after the meeting.

The Chair adopted the report of the Scrutineer and declared Messrs. Armstrong, Bhardwaj, Gladu, Sobey and Woods, and Mesdames Bell, Bertrand, Duke, Hohol, McLellan and Youzwa to be duly elected as Directors of the ICD to hold office until the

earlier of next Annual General Meeting of Members, or until the Director resigns, becomes ineligible, or unable to serve.

The Chair also declared Deloitte LLP to be reappointed as auditor of the ICD at remuneration to be fixed by the Board of Directors.

**6. Termination of the Formal Meeting**

Ms. Hohol provided remarks and declared the formal meeting terminated.

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Chair

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Secretary