

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

**MINUTES OF
THE ANNUAL MEETING OF MEMBERS
Held NOVEMBER 21, 2024 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 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 758 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 Ms. Stacey Diocampo of Odyssey Trust Company to act as Scrutineers.

Adoption of Minutes

The Minutes of the November 22, 2023 meeting of Members were adopted.

2. Election of Directors

Ms. Hohol asked for nominations.

It was **MOVED** by Mr. Rob Sobey 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. Rob Sobey:

That MNP 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 MNP 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, 2024 at its September 25, 2024 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 MNP 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 MNP 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.

Chair

Secretary