To: ISACA London Members
From: Board of Directors, ISACA London Chapter
Date: 5th March 2025
Subject: Response to Concerns Raised Ahead of the EGM

Dear ISACA London Chapter Members,

Transparency, accountability, and adherence to best governance practices remain our highest priorities. As a result, the Board has continued to serve the interest of members through regular professional development events, such as our presentations at the International Cyber Expo in September, and two days of insights at the UK Sec Conference, training (including collaboration with other chapters), advocacy for government in shaping industry regulations, giving back to the community (Community Day & Black History month), participation in industry exhibitions, support for student members including provision of scholarships, etc.

In light of the forthcoming Extraordinary General Meeting (EGM), it is important to clarify and provide context to the concerns recently circulated regarding the governance and integrity of the ISACA London Chapter.

Below are the critical takeaways, which are supported by the timeline of events also shared:

- **Three independent reviews, only one commissioned by the board, all confirmed that the board acted within governance and the law.** None of these reviews found any ethical breaches by the board.
- The **ethics review did not recommend any corrective actions against board members**, reinforcing that accusations of unethical behaviour are unfounded.
- **ISACA Global was involved throughout the process** and made **no material interventions in the board's governance**, further confirming that the board are acting appropriately.
- **ISACA Global offered professional arbitration** to help resolve concerns, but **members of the former Nominations Committee (NomCo) declined**.
- The former NomCo **only conducted 2 interviews in 12 weeks**, when around 20 were required in 17 weeks to establish the July AGM board slate. Despite multiple board requests, **they failed to engage transparently, did not provide selection criteria or documentation for key decisions, and rejected governance oversight**. As deadlines passed, the board had to step in to mandate governance expectations, which the former NomCo resisted.
- The former NomCo's **process for selecting the next President raised governance concerns**, which the board had a fiduciary duty to review.
- While the board has formally acknowledged areas for improvement, **no similar acknowledgment has come from the former NomCo** regarding their failure to perform.

Below, we directly address the key points raised by a group of members against the board, in support of the motions being put forward:

1. Decision to Dissolve the Nomination Committee (NomCo):

The decision to reconstitute the Nomination Committee (NomCo) was taken in line with the Chapter's governing framework. The previous NomCo's approach in delivery of their responsibilities was inconsistent with established practices, and its actions raised concerns about the role of NomCo in the overall governance process. The Board had the responsibility to ensure that the nominations process remained fair and transparent. The newly formed NomCo thereafter was structured to uphold these principles, allowing for a more inclusive and balanced selection process. The appointment of the new NomCo was opened to qualifying persons from the entire member base for application. Hence the argument of a purported disregard for governance process is unfounded.

2. Conduct at the Annual General Meeting (AGM):

The AGM held on 31st July 2024, followed due process. While discussions were at times passionate, all members had the opportunity to express their views. The independent governance review, conducted by a reputable law firm, found no evidence of inappropriate behaviour. The assertion that the law firm was unable to make a determination due to non-attendance at the AGM overlooks the fact that their conclusions were based on extensive interviews of all Directors and these ex-NomCo members as well as a thorough review of meeting records and numerous supporting accounts of the AGM.

3. Nomination Committee Process and Transparency:

The restructuring of the NomCo was necessary to ensure a fair and independent nominations process. The updated Terms of Reference were designed to prevent conflicts of interest, in line with governance best practices, and to ensure that all eligible members had a fair chance to participate. This was updated during the oversight period by ISACA Global. Transparency remains a key focus, and while the identities of NomCo members were published in January 2025, this timing does not indicate any impropriety but rather reflects the process of finalising appointments, ensuring compliance with governance standards and prioritising getting to the EGM.

4. Governance Review and Financial Responsibility:

The decision to commission an independent governance review was taken in consultation with ISACA Global to provide clarity and address concerns raised by these members. The expenditure was approved within the Board's financial oversight responsibilities, ensuring an impartial and expert assessment of governance matters. The review reaffirmed the integrity of the Board's actions and was a necessary investment to enhance chapter governance and promote trust.

5. Confidentiality and Data Privacy:

The Board takes data privacy and confidentiality extremely seriously and has the support of an appointed Data Privacy Officer (DPO). All individuals who raised any privacy related concerns received detailed and robust responses from the Board and the DPO as deemed appropriate. Our DPO will endeavour to be at the EGM to answer any further questions.

6. Review of the Articles of Association:

All independent reviews conducted by ISACA Global and an independent law firm confirmed that the Board of Directors acted in accordance with the applicable governing documents. However, they deemed the premature disclosure of information and lack of transparency by the previous NomCo to be inappropriate.

The Board recognises the importance of ongoing governance improvements. A review of the Articles of Association has already been identified as a priority, with a structured approach planned to ensure alignment with best practices and the needs of our members. Following discussion and Parliamentarian advice, the Board agreed to tackle changes to the Articles, after the EGM. Nonetheless, adherence to the existing Articles remains essential for maintaining governance stability and should not be interpreted as evidence of unethical or questionable conduct.

The ISACA London Chapter remains committed to transparency, accountability, and fair representation of all members. We encourage all members to participate in constructive discussions and uphold the integrity of the Chapter as we move forward.

Best regards,

ISACA London Chapter Board