

Statement on Governance Concerns at ISACA London Chapter

Dated 3rd March 2025

To the Members of ISACA London Chapter,

With regard to the forthcoming EGM requested by more than 30 concerned ISACA London Chapter members, it is crucial for the wider ISACA membership to understand several governance and ethical issues that have significantly impacted the integrity of the Chapter and the trust of its members. Below are primary concerns to be raised at the forthcoming EGM as permitted by the London Chapter's Articles of Association (26 Sep 2018). Several of these concerns were raised at the ILC's Annual General Meeting on 31st July 2024, and others emerged subsequently, deemed to rationalise retroactively inappropriate actions of the Board.

1. **Disregard for Established Governance Processes:** The board's decision to dissolve the Nomination Committee (NomCo) at an Extraordinary Board Meeting on 31st May 2024 because it did not agree with the NomCo's recommendation for the next ILC president, and without any opportunity for open discussion with the NomCo, represents a clear disregard for governance processes and good practice. This action of the Board's dismissal of NomCo without sufficient reason bypassed democratic principles and prevented meaningful discourse on decisions that significantly affect our governance.
2. **Conduct at the Annual General Meeting (AGM):** The behaviour of some board members at the AGM on 31st July 2024 was highly inappropriate, including interruptions and disrespectful responses to member contributions. This conduct is not only contrary to the expected decorum at such gatherings but also undermines the mutual respect that should underpin our interactions. The summary of a "Governance Review" (investigation report) circulated to Members by email on 31st January 2025 indicates that no inappropriate behaviour was found. However, the law firm conducting the review was not present at the July 2024 AGM to make that determination firsthand.
3. **Manipulation of the Nomination Committee Process:** The restructuring of the Nomination Committee and the subsequent nomination process after the July 2024 AGM have raised significant concerns regarding its independence and impartiality. Members of the current Board selected persons to be on a new post-AGM Nominations Committee which in turn was in the position to re-select those Board members. Changes to the Terms of Reference and eligibility criteria were seemingly tailored to favour the current board, resulting in a slate nearly identical to the one overwhelmingly rejected at the July 2024 AGM. Additionally, there was a notable lack of transparency regarding the composition of the Nomination Committee, as the identities of its members were only disclosed on the Chapter website in late January 2025.
4. **Misuse of Members' Funds:** The engagement of a law firm to conduct a "Governance Review" for over £10,000, was initiated without full NomCo involvement. It represents a wasteful and irresponsible use of member funds. This review, largely reiterating already known facts, seemed more a defence of the board's actions regarding the NomCo process and actions at the AGM, than a genuine effort to enhance governance. Interview questions

asked for the investigation were one-sided as most NomCo members were not involved in the scoping process.

5. **Confidentiality and Data Privacy Concerns:** The inappropriate distribution of confidential documents, including detailed responses to an Ethics Committee complaint, to unauthorized individuals is deeply concerning. This breach of confidentiality calls into question the diligence in the engagement of external consultants and highlights a serious disregard for privacy and ethical standards.

Need for Articles of Association Review: It was recognised by the Board and ISACA Global shortly after the July 2024 AGM that the ISACA London Chapter's Articles of Association (26 Sep 2018) do not adequately address the management of disputes or the governance of critical subcommittees like the Nomination and Audit and Risk Committees. This shortfall has allowed the board to claim a strict adherence to the articles, despite actions that are ethically questionable. A comprehensive review and update of the Articles of Association will be a priority for the new board to ensure the Chapter's governance framework fully supports transparent and accountable management.

These issues collectively demonstrate a pattern of behaviour that undermines the principles of fairness, transparency, and accountability essential to the chapter. It is imperative that these concerns be addressed comprehensively to restore trust and confidence in the chapter's governance.

In light of these significant governance failures, we support and:

- call for the current directors to stand down, as formally requested in the calling of the Extraordinary General Meeting (EGM) permitted by the Articles of Association. We urge the board to commit to transparent actions that involve open consultation with members, adhering to duties of directors under the UK Companies Act 2006, ILC Articles of Association and ethical standards expected of the leadership.
- call for the necessary leadership changes at this critical juncture toward ensuring these issues are resolved in a manner that reinforces the integrity and unity of the ISACA London Chapter

Thank you for your attention to these pressing matters, and for your prospective attendance at the EGM for further information.

Sincerely,

Allan Boardman (ISACA London Chapter President 2004-2006)

Sarb Sembhi (ISACA London Chapter President 2008-2010)

Deepinder Chhabra (ISACA London Chapter President 2019-2021)

Members of the ISACA London Chapter 2024 Nomination Committee (pre July AGM) dissolved by the ILC Board 31st May 2024.