Minutes of the ISACA London Chapter Extraordinary General Meeting

1. **Date**: The EGM took place on Thursday 13th March 2025

2. **Venue**: Wallacespace, 15 Artillery Lane, London, Greater London, E1 7HA, United Kingdom

3. **Attendance**: 78 persons made up of chapter members and guests were in attendance.

4. **Directors attendance**:

Name	Role	Attendance
Ameet Jugnauth (AJ)	Vice President / External Relations Director	Present
Yetunde Adesiyan (YA)	Treasurer	Present
Kayode Falana (KF)	Membership Director	Present
Sukh Paul (SP)	Communications Director	Present
Vivek Jain (VJ)	Academic Director	Present
Yuki Igbinosa (YI)	Company Secretary	Present
Mark Pearce (MP)	Government Relations Director	Absent

5. **EGM Agenda:**

1. Apologies
2. Purpose of the EGM
3. Introduction of Chair
4. Remarks by ISACA Global Representatives
5. Address by representative of Clarke Willmott
6. Address by the current Nomination Committee
7. Presentation of Motion 1 by petitioners
8. Response to Motion 1 by ILC Board
9. Vote on Motion 1
10. Results of Motion 1
11. Presentation of Motion 2 by proposers
12. Vote on Motion 2
14. Results of Motion 2 voting
15. Closing Remark

6. **Motions:**

Motion 1 – Vote of No Confidence in the Current Board of Directors

(1) Subject to paragraph (2) below, each and every person who, at the time of the commencement of the extraordinary general meeting of the Company on 13 March 2025, held office as a director of the Company, shall be removed from office as a director of the Company.

(2) If sufficient votes are cast for the passing of the resolution for the removal of the directors of the Company under paragraph (1) above, that resolution will only take effect once the said directors of the Company have exercised the power under Article 16(1)(b) of the Company's Articles of Association to appoint the following individuals as directors to fill each of the vacancies that will arise pursuant to that resolution, which should take place as soon as practicable:

- Ellice Birnie
- Hayriye Cinar
- Deepinder Chhabra
- Olivia Bosch
- Kamal Khan
- Archie Scott

Motion 2 – Board Appointments via the Nomination Committee

(1) the members, having no power of appointment at an EGM under the Articles, hereby

express their non-binding wish that the Board follow the proposals of the Nomination Committee and, subject to the Board being satisfied that each individual meets the eligibility requirements set out in the Articles of Association, shall appoint as directors of the Company until the next AGM the following individuals in the roles specified:

• President – Ameet Jugnauth

• Vice President & Treasurer – Yetunde Adesiyan

• Company Secretary – Yuki Igbinosa

• Academic Relations & Research – Vivek Jain

• Membership, Certification & Training – Kayode Falana

• Communications – Sukh Paul

• Events – Aarti Ajay

• External Relations – Bharat Thakrar

• Government & Regulatory Affairs – Mark Pearce• Marketing – Abigael Bada

(2) This resolution shall only be considered if the resolution under Motion (1) fails to pass. If the resolution under Motion (1) is passed, this resolution shall be withdrawn.

7. **Proceedings**

The meeting started at 18:30hrs

The Company Secretary commenced proceedings by welcoming everyone to the EGM and reminding members of the purpose of the EGM. He then introduced the Independent Chair of the EGM, **John Jones (JJ),** a past president of ISACA Northern England chapter and other guests:

- **John De Santis** (JDS) ISACA Global Chair
- **Erik Prusch** (EP) ISACA CEO
- **Ed Davies** (ED) KC of Erskine Chambers
- **John Flint** (JF) of Clarke Willmott Solicitors
- **Gary Brailsford-Hart** (GBH) Volunteer DPO

The chair outlined the EGM process and agenda before introducing John De Santis (JDS).

Remarks by ISACA Global Representatives

JDS explained ISACA Global's supportive but neutral stance, noting the independence of ISACA chapters and their lack of legal governance over chapter decisions. He mentioned declined offers of arbitration by one of the parties and confirmed legal support for the EGM. JDS stated that a full audit of the voting process is recommended to ensure integrity and refuted claims of bias toward the current board. He highlighted the excellent work the association is doing in the UK, particularly in advocacy, and emphasised that serving the members remains a priority. JDS then thanked John Jones (JJ) for chairing the EGM and concluded by stating that all parties must agree to respect the members' decision. JDS also took questions from members.

Address by representative of Clarke Willmott

JJ introduced JF. JF introduced himself as a solicitor from Clarke Willmott, with 30 years of legal experience and 25 years as a partner. He has worked with the Institute of Directors and emphasised his independence with no affiliations to any ILC member. JF was tasked with conducting a governance review and reviewed a bundle of documents, speaking to all directors and ex-Nomco members except one. He confirmed the report was evidence-based, with no requests for alterations. JF found the board acted within their powers, found no collusion or bad faith, and confirmed that each director used independent judgement. He noted the unsuccessful AGM could have been managed better but found no evidence of proxy process interference or AGM disruption. JF then offered to take questions from members.

Address by the current Nomination Committee

Representatives of the newly constituted Nomco presented the new team of six members and explained the process that brought them into existence. They were elected through an application process that was open to all members. They referenced the composition of the previous Nomco and its limited nature, being made up of three past presidents of the chapter. They then detailed the process of reaching the new board slate and emphasised the independence of the process, with no conflict of interest. They then offered to take questions from members.

Address by the Data Protection Officer (DPO) for ISACA London Chapter

JJ then introduced GBH, the Data Protection Officer (DPO) for ISACA London Chapter. GBH, with over 28 years in the City of London Police, explained his role in supporting the board, particularly with data breaches. He described the current situation as "data protection used as a weapon" and confirmed the board acted in legitimate interest while preparing for the EGM. GBH advised against using data protection regulation to express grievances and cautioned against threatening him or the board with regulators. He expressed confidence in the company selected by the board to deliver the e-voting for the EGM, confirming he supported the due diligence process and listed some of their clients. He then invited questions from members.

Presentation of Motions and Voting

The chair of the EGM introduced Motion 1 and invited the proposers to address the members. Allan Boardman, Hariye Cinar, Olivia Bosch, and Sarbjit Sembhi spoke in favour of the motion. Members had the chance to ask questions.

The board responded through YA, AJ and KF, and members also asked questions of the board.

The EGM chair proceeded to Motion 2, presented by the NomCo.

Voting was then opened on motions 1 and 2, noting that motion 2 would null and void in the event of motion 1 passing.

The e-voting process was handled by UK Engage, and manual voting options were available for members requiring/preferring that method. The chair announced the results to the members once the votes were tallied.

8. **Voting Outcome**

The outcome of the voting was announced by the chair noting that Motion 1 was defeated while Motion 2 was carried:

Motions	Total 'For' Vote	Percentage 'For' Vote	Total 'Against' Vote	Percentage 'Against' Vote	Total Abstained Voters
Motion 1	94	28.4%	237	71.6%	23

Motion 2	275	82.1%	60	17.9%	17

Total vote cast: 354

9. Closing Remarks Following the announcement of the results, the chair commended all parties for their professionalism in conduct and urged everyone to come together to advance the chapter.

He reminded everyone of the upcoming ISACA Global Conference, scheduled to take place in London in October 2025.

During his closing remarks, EP called for reconciliation and encouraged all concerned to foster unity by collaborating across the aisles. He pledged the support of ISACA Global in advancing the chapter and meeting the needs of its members.

The chair closed by thanking JDS, EP, ED, JF, GBH and chapter members for successful EGM.

The meeting ended at 21:25hrs