



INSTITUTE OF DIRECTORS  
IN IRELAND

**Institute of Directors in Ireland**

**Draft Minutes of Annual General Meeting**

**Date: Wednesday, 18<sup>th</sup> May 2022, at 18.00 hours**

**Venue: Thomas Prior Hall, Clayton Hotel, Ballsbridge, Dublin 4**

**Present:** Imelda Reynolds, President  
Thora Mackey, Company Secretary

**In Attendance:** Maura Quinn, CEO  
Stergios Binopoulos  
David W Duffy  
Dan Flinter  
Eileen Gleeson  
Robert Grier  
Stephen Groarke  
Gary Kennedy  
Caroline Spillane  
Kate Lawler  
Harry Lorton  
Brian McGann  
Derry O'Donovan  
Brian O'Sullivan  
Gervaise Slowey  
John Smyth

Imelda Reynolds, President, welcomed those in attendance to the twenty eighth AGM of The Institute of Directors in Ireland.

Attendees were invited to sign the attendance list if they had not already done so.

The President then invited the Company Secretary, Thora Mackey, to read the following apologies received.

**Apologies:** Gareth Dempsey  
Ginny Hanrahan  
Des Lamont  
Paul Murray  
Helen Nolan  
John Reynolds

The President sought approval for the notice of the AGM:

**Proposed:** Brian O’Sullivan  
**Seconded:** Gary Kennedy

This was approved unanimously.

**1. To seek approval for the Minutes of the AGM of 27<sup>th</sup> May 2021, having been previously circulated and not having received any comments thereon.**

**Proposed:** Harry Lorton  
**Seconded:** Dan Flinter

This was agreed unanimously.

The President subsequently signed the Minutes of the meeting.

**2. The Report of Council and Financial Statements for the year ended 31<sup>st</sup> December 2021 and the Auditors’ Report.**

- i. Report of Council, having been previously circulated electronically was taken as read. All agreed.
- ii. Auditors’ Report of BDO, auditors to the Institute of Directors in Ireland, having been received was agreed to be taken as read. All agreed.
- iii. The President opened the Reports and Financial Statements for discussion. There were no comments.

As no one wished to say anything further, the President proposed the motion:

**“That the Report of the Council and Financial Statements for the year ended 31<sup>st</sup> December 2021, as submitted to the meeting, be, and are, hereby adopted.”**

**Proposed:** Kate Lawler  
**Seconded:** David W Duffy

This was unanimously agreed.

**3. To re-elect the following Council Member: Dan Flinter**

**Proposed:** Eileen Gleeson  
**Seconded:** Gervaise Slowey

This was unanimously agreed.

**4. “That the Council be authorised to fix the auditors’ remuneration.”**

**Proposed:** David W Duffy  
**Seconded:** Caroline Spillane

This was unanimously agreed.

**5. President’s Address**

The President reiterated her remarks which appear in the Annual Report 2021. She noted that, despite continuing uncertainty caused by the pandemic, income had increased by over 23% from 2020. She added that membership numbers were recovering well; demand for the Chartered Director Programme and other training activities was strong; the Boardroom Centre and Board Evaluation Service were performing well; and, due to prudent financial management, the IoD was able to re-invest funds into the business while building reserves. She thanked the Executive and congratulated Eileen Gleeson on navigating the Chartered Director Programme through the past two challenging years.

She also acknowledged with thanks the support of the IoD’s sponsors.

The President said that the introduction of a hybrid model of virtual and in-person would be explored for future AGMs.

She noted that the IoD is in the process of a Strategic Planning review.

The President paid tribute on behalf of Council to retiring Council Member, Harry Lorton, and thanked him for his service as Council Member since 2016 and as President from 2019 to 2021. He responded with gratitude and commended the President, wishing her success in the second year of her term of office.

The President announced that John Reynolds had been elected Deputy President and welcomed his appointment.

She welcomed the incoming Chief Executive, Caroline Spillane, who will assume the position in July 2022, and said how pleased she is to have a person of Ms Spillane's calibre join the IoD as CEO.

The President concluded by paying tribute to the outgoing Chief Executive, Maura Quinn, and thanked her on behalf of Council for her leadership and achievements since she joined the IoD in 2008.

### **Any Other Business**

There being no other business, the AGM was formally closed at 18:22.

The President invited members in attendance to join her for refreshments.