



Institute of Directors  
116 Pall Mall  
London  
SW1Y 5ED

09 June 2025

**Re: Notice of the Annual General Meeting**

Dear Voting Member,

You are hereby invited to the Annual General Meeting of the Institute of Directors which will be convened at 116 Pall Mall, London SW1Y 5ED and virtually on Tuesday 01 July 2025 at 16:00.

The meeting will open with a welcome from the Chair of the Institute, John Browett, followed by a strategic update from the Director General Jonathan Geldart, and a Council Report from the Senior Independent Council Member and Chair of Council, David Langworth, CDir.

Members are asked to support a number of resolutions at this year's AGM.

**Standard AGM Business**

The standard IoD AGM business follows the well-recognised procedures of:

- Resolution 1** - receiving the Annual Report and Accounts for the year ended 31 December 2024.
- Resolution 2** - approving the reappointment of RSM UK LLP as external auditors of the Institute until the conclusion of the 2026 Annual General Meeting of the Institute.
- Resolution 3** - ratifying the appointment of the Chair of the Board, John Browett, from 03 July 2024.
- Resolution 4** - approving the reappointed of Robert Stansbury as a Council member for a term of three years until 01 July 2028.
- Resolution 5** - approving the reappointed of Derek McIntyre as a Council member for a term of three years until 01 July 2028.
- Resolution 6** - approving the term in office extension of David Langworth by six months until 31 December 2025.
- Resolution 7** - approving the term in office extension of Marie McHugh by six months until 31 December 2025.
- Resolution 8** - approving the appointment of Alexandra Renison for a term of three years until 21 April 2028.
- Resolution 9** - approving the appointment of Menai Owen-Jones for a term of three years until 02 June 2028.
- Resolution 10** - approving the appointment of Philippe Vogelleer for a term of three years until 21 April 2028.

The Annual Report and Accounts 2024 can be found at [Annual Report and Accounts 2024](#).

At the conclusion of the normal business, there will be an opportunity for questions from Members concerning Institute business. Should you wish to submit questions beforehand please email [institute.secretary@iod.com](mailto:institute.secretary@iod.com).

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### RECOMMENDATION

The Board considers that all of the resolutions set out in the Notice are in the best interests of the IoD and its Members as a whole and are therefore likely to promote the success of the organisation. The Board recommends that you vote in favour of each of the resolutions being put to the AGM in the same way as the Directors intend to do in respect of their membership rights (other than in respect of those matters in which they are interested).

Sincerely,

A handwritten signature in blue ink, appearing to read 'K. Lewis', is positioned below the word 'Sincerely,'.

Kristina Lewis  
Institute Secretary on behalf of the Board



## EXPLANATORY NOTES

The following pages provide further details of resolutions being proposed at the AGM.

### **Resolution 1** – Receipt of the Annual Report and Accounts 2024

For each financial year, the Directors must present the Annual Report and Accounts to Members.

### **Resolutions 2**– Re-appointment of auditor

The IoD is required to appoint an auditor at each general meeting at which accounts are laid before Members. The auditor holds office from the conclusion of the AGM until the conclusion of the following year's meeting. On the recommendation of the Audit and Risk Committee, the Board proposes that RSM UK LLP be reappointed as the IoD's auditor.

### **Resolutions 3 -10**

Relate to the ratification of the appointment of the Chair of the Institute John Browett from 03 July 2024 and the appointment and re-appointment of members of the Council by the Members.

Biographical details for the officers standing for appointment and re-appointment are set out below. The Nomination Committee considers that each of the office holders standing for appointment and re-appointment continues to make an effective and valuable contribution to the organisation and demonstrates commitment to their role.

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#### **John Browett**

Chair of the Institute of Directors

##### Skills and Experience

John was appointed as Chair of the Institute of Directors in July 2024.

During his extensive executive career, working with both large and smaller companies, he was chief executive of Dunelm, Dixons and Monsoon Accessorize, and Senior Vice President of Retail at Apple and Group Operations Development Director at Tesco.

In addition to his role as Chair of the Institute, John is the Chair of Octopus Group and fraud prevention organisation Cifas, as well as Eurooffice, Northern Business Plastics, Just Move In, Yoti and Wehkamp BV. He is also a Senior Advisor to the Boston Consulting Group.

John has a degree in Natural Sciences from Cambridge University and an MBA degree from Wharton Business School (Palmer Scholar).

#### **Robert Stansbury CDir**

Council Member

##### Skills and Experience

Rob is currently retired. He has had a number of independent non executive positions.

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He was (until September 2021) the Independent Chair of State Street Trustees Limited, and was (until June 2020) Independent Director (and Chair of Audit Committee) at State Street Europe Limited.

He was the Independent Chair of the PSO Delivery Group from October 2016 – September 2017, and was then (until December 2020) the Senior Independent Director on the board of Pay.uk, the company formed to consolidate the UK's retail payment schemes.

He was (until April 2022) Chair of the Board of Amtrust Europe Limited, a London market insurance company.

He is currently Chair of the Board of Trustees of Waverley Hoppa Limited, a local Community Transport charity. He was the Senior Adviser at the Banking Standards Board from September 2015 to December 2017.

Prior to that he was a Senior Adviser, first at the FSA from 2010 and then at the PRA from its formation in April 2013 until July 2015.

He is a Chartered Director and Fellow of the Institute of Directors and holds an MA from Cambridge University (Fitzwilliam College). Before his financial career, Rob spent a number of years with the Army (Intelligence Corps).

**Derek McIntyre**  
Council Member

Skills and Experience

Derek's career began after gaining an HND in Mechanical Engineering & Management and then a BSc [Hons] in Production Engineering & Management. Initially joining Motorola Semiconductor as the first Graduate in Operations. Whilst at Motorola he gained his MBA – attending evening and part-time.

Since then, Derek has worked in – Defence, EMS [various companies], Cellular, Medical, Fibre Cable and Automotive companies holding Senior roles – Operations Director, Global Operations Director, COO[Interim], Plant Director, Main Board Director. In this time Derek has worked in 6 different countries and been exposed to a range of Leadership and Cultural styles and approaches. This has also involved working with a range of Private equity investors.

Since 2017 Derek has held various roles with the Law Society of Scotland. In this time, he has been a Lay Council Member, a member of the Finance sub-committee and is currently a Trustee for the Law Societies Pension fund.

Derek is also qualified to ILM Level 7 in Executive Coaching & Mentoring and an accredited practitioner in Personal Profile Analysis [PPA – DISC], Trait Emotional Intelligence [TEQI] and PROPHET – Predictive Role Profiling for High-Performing Executive Teams.

Coaching & Mentoring currently the area of focus for Derek working with clients internationally and the UK across Pharmaceutical, Consumer Goods, Workforce Solutions, Integrated information and data management, technology recycling, and commercial relocation services, Broadcast & Utilities etc.



### **David Langworth CDir**

Council Member

#### Skills and Experience

David is a highly experienced director and entrepreneur. He was co-founder and chairman of NM Group, an international tech services business. After ten years of growth, David led a successful exit to a US multinational and then spent two years assisting with its integration.

An engineer by training, David previously spent many years in M&A; for National Grid plc, leading on developments in Europe, the Middle East and Africa and served on the board of companies in the Netherlands and an electricity company in Zambia.

David has a passion for strategy and governance; he is a Chartered Director and fellow of the Institute of Directors and is certified for the 'Directors Role for Health & Safety' (CITB). He holds an MBA with a focus on advanced international business, is a member of the Institute of Engineering and Technology, and most recently attained a diploma with distinction in quantum physics.

### **Marie McHugh OBE**

Council Member

#### Skills and Experience

Marie is Professor of Organisational Behaviour at Ulster University where she was previously Dean of the Ulster University Business School (2009-2016). Her main research interests are work stress, organisational health and organisational change, and she has published widely within these areas.

Marie is a member of the regional IoD Committee, and she has recently been appointed to the Strategic Advisory Network of the Economic and Social Research Council (ESRC). Marie has served on the CBI (NI) Council and she has been chair and president of the British Academy of Management (BAM).

In recognition of her academic leadership and contribution to business and economic development, Marie received a Special Achievement Award from the CIPD in 2014 and a Lifetime Achievement Award at the Flybe/UTV Business Awards in 2015. Marie is a fellow of BAM, she is a visiting professor at Hebei Geo University, China, and she has been a visiting distinguished scholar at the University of Nebraska (USA) and the University of Halmstad (Sweden). She has a PhD from Ulster University and an MSc in Occupational Psychology and a BA in Psychology from Queen's University.

### **Allie Renison**

Council Member

#### Skills and Experience

Allie is currently Director of Advocacy Practice at SEC Newgate, and was previously Head of EU and Trade Policy at the Institute of Directors.

She has 15 years of experience working with stakeholders across Westminster and Whitehall, having previously served as Head of Strategy, Trade Advocacy in the Department for International Trade and Policy Advisor to the Secretary of State in the Department for Business and Trade.

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### **Menai Owen-Jones CDir**

Council Member

#### Skills and Experience

Menai is a Chartered Director with a portfolio career as an award-winning Chief Executive, Non-Executive Director, and Independent Adviser.

She previously served as Chief Executive of The Pituitary Foundation and is now Chief Executive of LATCH Welsh Children's Cancer Charity, an Independent Adviser to the Welsh Parliament Senedd Cymru Commission, Co-Vice Chair of Wales Council for Voluntary Action, and Senior Independent Governor at Cardiff Metropolitan University. Menai is a Fellow of the Institute of Directors, the Royal Society of Arts, and the Institute of Welsh Affairs, and holds advisory appointments including Chair of Social Leaders Cymru Project Advisory Group.

### **Philippe Vogeleer CDir**

Council Member

#### Skills and Experience

Philippe is a Chartered Director with over 25 years of experience in the information and communication technology (ICT) sector.

Originally a tech lawyer, he has held senior positions in Legal & Regulatory, in Strategy, and in Business Development for Orange Group, Ooredoo Group, and Vodafone Group globally. He left his role as Global Head of Business Development at Vodafone Group in 2024 to support fintech, tech, and investment companies in Europe, Asia, and in the USA as a Non-Executive Director. He also teaches MBAs and supports two international non-profit organisations, Global Citizen and Women In Tech.

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