



Company	IDP Education
Code	IEL
Meeting	AGM
Date	20 October 2020
Venue	Virtual; https://agmlive.link/IEL2020
Monitor	Mike Robey assisted by Mary Curran

Number attendees at meeting	Unknown
Number of holdings represented by ASA	5
Value of proxies	\$145k
Number of shares represented by ASA	7.3K
Market capitalisation	\$5.37b
Were proxies voted?	Yes, on a poll
Pre AGM Meeting?	Yes, with chair Peter Polson

A cosy chat with the ASA

Presentation and speeches by the chair Mr Peter Polson and the CEO Mr Andrew Barkla can be found [here](#) and [here](#).

IDP presented an optimistic view of the future of their business model, stating that 70% of their enrolled student base was continuing with their study plans.

They were also grateful that the opening in Nov 2019 of their global online campus at Chennai in southern India occurred just in time to deal with the sudden closure of country borders and the global shutdown of physical service delivery, cause by COVID-19. Mr Barkla gave a brief update on business which in summary was that it was picking up again and year-on-year revenue was down only 22%.

Only three resolutions were put to the meeting, two for re-election of directors and one for the remuneration report. We voted against the major shareholder non-independent candidate since he was already nearly 10 years in the job and this same shareholder (40% owner) had nominated all male directors. The vote against this particular director was 12.4%, or roughly 21% of the available shares, but a question we had about this was not presented online.

We also voted against the remuneration report, in part because the setting of the price for the performance rights uses the fair value method (using Monte Carlo).

The only questions asked were from your monitor and his buddy, in effect this turned out to be a discussion between the ASA representatives and the board.

The chair resolved to review the company policy and procedures raised by all four of our questions, namely gender diversity, use of fair value in determining performance rights, publishing a table of take-home remuneration and including a non-binding resolution on the issue of performance rights for the current year CEO plan. The ASX listing rules do not require a shareholder resolution if the shares are purchased on market, but increasingly companies are putting such a resolution to their AGMs in the context of open communication.

Voting was 87.6% in favour of re-election of the majority shareholder candidate Prof Battersby, 96.1% in favour of Ms Barker and 81.4% for the remuneration report which was close to a first strike. This last result may have been connected to the extensive press surrounding Mr Barkla's record breaking \$37.7m take from IDP last year, mainly arising from the exercise and sale of 3.4m options given at IPO.

The share price was down 5.5% at lunch.

The Link platform has some drawbacks which were evident at this AGM. One is the fact that in reality there is no possibility of an interactive dialogue between shareholders and the company. Once a question on a particular resolution is asked and answered, particularly if there are few or no other questions, then the meeting moves off that topic and the gateway to questions on that resolution closes, even if there is ample time left in the meeting. The second issue arose when the ASA member chose to vote towards the end of the proceedings, but still well within the voting deadline, but was already locked out and unable to register her vote. There was a minute left on the clock when the meeting formally closed but this was clearly inadequate. The platform in our opinion needs to remain open to votes for at least 5 minutes beyond the end of the formal meeting in order to avoid this problem.