

International Corporate Governance Network Bylaws

Committee Procedures

Preamble

The ICGN Board of Governors has updated the following regulation for committees in order to set out the role and responsibilities of their chairmen and members, expectations regarding the work programme, and arrangements for reporting and approval of recommendations.

The purpose of the ICGN committees is to assist the Board in the administration of the ICGN (Organisation Committees) and more particularly to draw upon the organisation's unique membership, which includes leaders in corporate governance worldwide, in order to exchange information internationally and raise standards (Policy-related Committees); such committees serve to develop work on topical issues which are relevant to ICGN's mission, through consultation, debate, research, and development of policy positions and best practice guidelines.

Those invited to chair ICGN committees will have acknowledged expertise in their subject matter, with an ability to convene, consult and build consensus. The Chairman is expected to invite a broad discussion of all relevant issues.

The Chairman is responsible for proposing members to serve on the committee with due regard to relevant expertise, regional balance and broad experience from different sides of the corporate governance community. It is expected that those invited to join the committee be drawn from among the ICGN membership. In exceptional circumstances, where the work of the committee will benefit, non-members may be invited to join.

The Chairman will be supported by the ICGN Secretariat in the administration of meetings and by the Executive Director in development of the work programme and drafting of reports for approval by the Board and ICGN membership.

1. Constitution

1.1 ICGN Committees are constituted by the Board of Governors (Board). Using the relevant procedures laid down in the Bylaws, the ICGN members in general meeting may also resolve that the Board of Governors creates or terminates a committee.

1.2 The Board designates the committee's chairman and approves its composition and terms of reference. For that purpose, the Board identifies a person who would serve as chairman in conjunction with whom the terms of reference and a list of potential committee members are drawn up.

1.3 Every committee should include a member of the ICGN Board to be responsible for liaison between the Board and the committee. Alternatively, if there is no member of the Board serving on a committee, a member of the Board must be given the specific task of speaking on behalf of that committee at Board meetings.

1.4 The Executive Director shall be invited to all meetings of ICGN Organisation Committees (currently the Nominations, Bylaws and Procedures, Finance and General Purposes, and Awards Committees) and be an ex-officio member of all other committees.

1.5 The Board in its conference call in September reviews and decides on which committees should be invited to continue in operation. Each committee is therefore formally constituted either until it has completed its tasks or until the Board conference call in the next following September, whichever is the earlier, unless a different term has been specified by a vote of the membership.

1.6 In exceptional circumstances, the Board may at its discretion remove a chairman or member of a committee before the expiration of its normal term.

1.7 The committee's terms of reference identify the specific tasks of each committee as follows:

- The required outcomes
- When the outcomes are expected to be complete
- The level of authority of the committee chairman to act on behalf of ICGN in representations to the outside world, either in written form to such as regulators, or in communicating with the press.

2. Working of the committee

In addressing its tasks, the committee will need to:

2.1 Be aware of the need to maintain ICGN's high international reputation in all its dealings.

2.2 Determine how it will operate (usually by conference call/e-mail because of logistics and budgetary issues).

2.3 Ensure that the committee members and the Executive Director and any other staff that attend meetings are fully aware of their responsibilities to:

- hold information learned in committee meetings confidential as appropriate.
- disclose to the committee any circumstance that could be considered as presenting a conflicting interest, so that the committee can make an informed decision about whether to ask that person to recuse him or herself from the discussion of the issue.

2.4 Follow the financial requirements of:

- Preparing a budget for approval by the Board, initially for all the tasks, or all those that can be foreseen, showing the amount likely to be spent in the current financial year (ending on December 31st). Thereafter, if the committee's activities are to continue after the end of the first financial year, a budget for the next financial year, to be prepared by the end of September for approval by the Board
- Only committing ICGN to any item of expenditure which is within the approved budget and under £5,000, otherwise seeking Board approval to such expenditure
- Forwarding invoices for payment to the ICGN Secretariat

2.5 Request Board approval to the membership and terms of reference of any sub-committee, unless the sub-committee is wholly drawn from the committee members.

2.6 Report its findings back to the Board for notification and, if necessary, approval.

2.7 Provide a report of the committee's activities by mid May, for approval by the Board, for inclusion in the documents sent in June for presentation to the Annual General Meeting in July.

In the event that the Board does not approve the committee report, the report may be put to the Annual General Meeting if:

- a) two-thirds vote of the committee requests that the report be brought to the floor; such vote to be taken after each committee member has been informed of the Board's non-approval and the reasons therefor; and
- b) that the Board's non-approval and the subsequent two-thirds vote be noted on the report submitted to the Annual General Meeting.

2.8 Ensure that all committee output includes a list of the current members of the committee.

3. The committee chairman

The committee chairman has overall responsibility for the operation of the committee including:

3.1 Selecting potential committee members for approval by the Board, and their subsequent appointment, taking account of:

- The range of knowledge, experience and skills required to carry out the committee's remit
- The desirability of ensuring representation from a reasonable spread of geographic areas.

3.2. Ensuring that ICGN members have a way of expressing an interest in serving on the committee e.g. by the secretariat emailing, or using any other means to communicate with all, or selected groups of, ICGN members.

3.3 Ensuring the Committee understands and acts to achieve the tasks set by the Board and in accordance with the ICGN committee procedures.

3.4 Identifying and managing any contractors or volunteers.

3.5 Ensuring that the committee operates within its agreed budget.

3.6 Ensuring the Board is kept informed of the Committee's activities and securing Board approval as necessary.

3.7 Ensuring the committee holds a portion of a meeting in executive session on a regular basis and as they deem necessary, at which the Executive Director and other ICGN staff or contractors shall be excluded, to allow for discussion of issues they may find appropriate.

3.8 Designating a secretary to assist in satisfying the administrative and reporting duties of the committee.