



# ICGN

International Corporate Governance Network

## ICGN Bylaws and Procedures Committee Terms of Reference (updated August 2010)

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### Committee purpose

The ICGN Bylaws and Procedures Committee ('Committee') is constituted by the ICGN Board of Governors ('Board') according to Article 6.7 of the ICGN Articles of Association. The Committee's purpose is to advise on the ICGN's Bylaws, AGM procedures (including voting procedures), Board procedures, Committee procedures, and any other procedural matter that is referred to it. This includes the review as needed of statutory documents and their interpretation, including matters relating to the statutory incorporation of the ICGN and of its subsidiaries.

### Composition and quorum

The Chair of the Committee is Léo Goldschmidt of the European Corporate Governance Institute, Belgium.

The Committee consists of a minimum of three members including one Board member. The quorum for meetings of the Committee is two members in addition to any ex-officio member present. Members of the Committee are drawn from among the ICGN membership with relevant expertise, regional representation, and perspectives. The current members of the Committee are as follows:

Léo Goldschmidt (Chair)	European Corporate Governance Institute	Belgium
Michelle Edkins (Board Liaison)	BlackRock	UK
Mike Lubrano	Cartica Capital	USA
Jon Lukomnik	Sinclair Capital	USA
Peter Montagnon	Financial Reporting Council	UK
Taiji Okusu	Credit Suisse First Boston Securities	Japan
Nicolas Véron	Bruegel	France
Peter Anderson	S J Berwin	UK
Simon Osborne	ICSA	UK
Christy Wood	ICGN Chairman	USA
Carl Rosén (Ex-officio)	ICGN	Sweden

Kerrie Waring (Ex-officio)	ICGN	UK
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Committee membership is reviewed annually by the ICGN Board and those members who have not been able to participate actively during the year in the work undertaken will be asked to step down.

Meetings and reports

The Committee meets by teleconference at intervals as needed and communicates by email. A report of the Committee's activities is submitted for approval by the Board for inclusion in the documents sent to members for presentation at the Annual General Meeting. This is complemented by a meeting of the Committee with ICGN members at the time of the Annual Conference to report back on the work programme and to consider ideas for future developments.

### **Conflicts of interest**

Members of the Committee must disclose all potential conflicts of interest arising through business or other relationships to the Committee Chair and the ICGN Secretariat as soon as he or she becomes aware of the interest or ought reasonably to have become aware of the interest. Any disclosed conflicts of interest are reported to the Committee which decides whether the member is considered to be conflicted and in exceptional circumstance to the ICGN Board, which will decide if any action is needed.

Whenever a Committee member has a business or other relationship relating to a matter to be discussed at a meeting he or she must:

- A) declare an interest before discussion begins on the matter;
- B) withdraw from that part of the meeting unless expressly invited to remain;
- C) not be counted in the quorum for that part of the meeting; and
- D) withdraw during the vote and have no vote on the matter.

### **Confidentiality**

Members of the Committee should be aware that committee deliberations may involve sensitive issues. In virtually all cases, such discussions should remain confidential. It is the expectation of the board, and an obligation of each member, that such confidentiality be maintained.

### **Contact**

For more information about the ICGN Bylaws and Procedures Committee please contact Léo Goldschmidt by email on [leo.goldschmidt@degroof.be](mailto:leo.goldschmidt@degroof.be)