

CGI Global Governance Mandate

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About CGI and CGI Global

CGI's vision is to inspire good governance for a sustainable world. In doing so our purpose is to develop the knowledge, skills and attributes of company secretaries and governance professionals to effectively support leadership in promoting long-term organisational success and resilience.

Established over 130 years ago with around 28,000 members associated CGI has nine individual divisions based in Australia, Canada, Hong-Kong / China, Malaysia, New Zealand, Singapore, Southern Africa, the UK & Ireland (UKI) and Zimbabwe. These divisions participate in CGI Global which serves to facilitate international opportunities, build multi-stakeholder relationships and harness the collective strength of the divisions in pursuance of CGI's purpose.

Previously, CGI was known as the Institute of Chartered Secretaries and Administrators (ICSA). The Institute's Royal Charter was granted in 1902 and was amended in 2014 to better reflect the international nature of the Institute and to realign the relationship of the United Kingdom, Republic of Ireland and Associated Territories (UKRIAT now known as UKI) with the divisions.

During this period, the role of the main governing body, known as the Council, was strengthened, and soon after, a Director General (DG) of CGI Global was appointed. The role of CGI Global is to enhance CGI membership value by operating on an international scale to:

- Establish and implement CGI global strategy.
- Oversee the quality of the Chartered Governance Qualifying Programme.
- Drive global advocacy to raise awareness of CGI and the value of the profession.
- Seek new market opportunities and foster divisional collaboration.

In 2019, ICSA changed its name and brand to the Chartered Governance Institute (CGI) to reflect the multi-disciplinary nature of the roles of its members working to enable organisations to unlock the value of good governance for long-term success and resilience, including Company Secretaries, Board of Directors, Chief Executives, Governance Officers, Risk Officers, and others. This name and brand change was also adopted by many of the divisions to help harmonise the CGI's identity.

The most recent revision of the Royal Charter was in 2019, and the Byelaws were revised in 2023, following approval by His Majesty's Privy Council. A Royal Charter is reserved for organisations that serve in the public interest and who can then bestow "chartered" status for individuals who have completed their qualifications, signifying the highest standards of professional competence and excellence.

Council

The management of CGI Global and pursuance of its strategic objectives is vested in the Council as prescribed in the Royal Charter and Byelaws. The responsibilities of the Council are summarised as follows:

- Approving the global strategy and business plan, taking account of material risks and opportunities to promote the organisation's long-term success, resilience, and sustainability.
- Overseeing the integrity of financial accounting and reporting, and approving and monitoring the Annual Budget, including approval of any single contractual commitment over 10% of the approved budget.
- Demonstrating and instilling a member-led culture based on our values of professionalism, respect, inclusivity and integrity embedded across divisions through collaborative initiatives and partnerships, aligned with CGI's purpose.
- Establishing a system for identifying, disclosing, and managing conflicts of interest. This includes monitoring compliance with a Conflicts of Interests Policy to be reviewed periodically to ensure it is operating effectively.
- Identifying and annually reviewing material risks to the organisation's sustainability and how such risks are being managed or mitigated. This extends to annually assessing and monitoring the effectiveness of the risk management and internal control framework.
- Setting, monitoring, and maintaining the qualification standard for CGI members ensuring the quality of the CGI's qualifying programmes, competency framework and assessment approach leading to the Chartered designation and CGI membership. .
- Overseeing and approving Global international advocacy, as recommended by the DG in consultation with the Global Policy and Advocacy Committee's Chair.
- Ensuring the governance of all matters pertaining to membership and the proper application of disciplinary procedures.
- Protecting intellectual property and other assets.
- Appointing the DG, Institute Secretary (IS) and Chair of the Professional Standards Committee (PSC) and determining salary and employment terms, including oversight of performance against strategic objectives and the annual budget and annual approval of Succession Plans
- Designating (or revoking) and overseeing CGI Divisions (including Delegation Instruments with Divisional Committees) and determining levies to sustain CGI Global.
- Appointing Council members to Council committees and delegating appropriate powers, authorities, and discretions to them, notwithstanding that the Council itself takes ultimate responsibility for decision-making.
- Appointment and removal of members of disciplinary bodies constituted to investigate complaints, for example against a member of a Committee of the Council, a member of the CGI Global Council.

- Ensuring that the Council has the policies, procedures, information, time, and resources required to function effectively and efficiently.
- Periodically conducting a review of the performance, composition and effectiveness of the Council, its committees and individual members, in accordance with a Skills Matrix, including external review undertaken by an independent provider once every three years.

Meetings of the Council are regularly convened, including two in-person meetings and are chaired by the President, who is elected by Council Members for a two-year term. The DG and the IS attend Council Meetings, other than those sessions and or meetings where the President and or Council determine otherwise.

Council records, including constitutional documents, terms of reference, policies, meeting minutes, papers, and agendas are kept in a centralised on-line portal and are accessible by Council Members and Divisional CEOs (the latter as appropriate).

Council Members

Council Members are appointed by, and are accountable to, the Members of their respective Divisions (or by a Divisional Committee) on a proportionally representative basis depending on the number of members in the Division. The most recent past Global CGI President, if willing, may also serve as a member of the Council.

While recognising that Council Members are elected by a division, they must act in the interests of CGI Members as a whole, rather than on behalf of any Division, constituency, or group. They should promote the long-term best interest of CGI Global by acting on an informed basis, with good faith, care, and loyalty. In doing so, Council Members should commit sufficient time to their responsibilities and use their skills, knowledge, and experience in contributing to the effective functioning of the Council.

More specifically, Council Members should:

- Ensure they are fully prepared to effectively contribute to Council meetings by being appraised of their respective divisional strategy (including constraints on global initiatives) and liaising as appropriate with Divisional CEOs.
- Ensure that their respective division fulfils CGI's disclosure requirements, including annual affirmation of Declaration of Interests, Certification of Compliance and Bi-annual Statistical Membership Reports.
- Provide regular reports to their respective Divisional Committees and Divisional CEOs on CGI Global developments and actions arising from Council Meetings to facilitate alignment between global and divisional strategies and projects.
- Be willing to represent CGI Global locally (or regionally) at external events and with the media, in liaison with their Divisional CEOs and the CGI Global DG.

- Assist in the development and implementation of local initiatives, in liaison with their Divisional CEOs and the CGI Global DG.
- Support, and occasionally host, in-person Council Meetings in liaison with their Divisional CEO, Council President, and CGI Global DG.
- Actively participate in Council committees, undertaking any necessary tasks, as appropriate.
- Declare any conflicts of interest and act with the highest standards of ethics and integrity, in accordance with the Institute's policies and procedures.

Council President

The Council President is elected by the Members of Council from their number for a period of two years. Any Council Member can stand for election provided that they have been proposed by one and seconded by two other members of the Council. The President is entitled to be a member of every committee of the Council.

The Council President's responsibilities include to:

- Lead the Council and ensure its overall effectiveness in strategically directing the affairs of the organisation in the interests of CGI members.
- Lead the Council's relationship with the DG, ensuring the proper delegation of organisational management and strategy implementation.
- Encourage the effective contribution of all Council Members in fulfilling their fiduciary responsibilities to promote the long-term sustainability of the organisation.
- Foster a culture of transparency and openness to allow a range of views to be expressed.
- Facilitate the efficient conduct of Council meetings, allowing adequate time for discussion of all agenda items.
- Set the meeting agenda suitably in advance and in consultation with the DG, IS and Council Members.
- Ensure the timely scheduling of Council meetings and distribution of meeting papers to allow for adequate meeting preparation and informed decision-making.
- Ensure regular reporting by committees to the Council regarding the performance of committee mandates and any resultant recommendations subject for Council approval.
- Preside as Chair of the Annual Meeting of Members and, more generally, lead ongoing engagement with Members and stakeholders.

- Ensure conflicts of interests are identified, mitigated, managed and recorded.
- Lead the conduct of Council Effectiveness Reviews, organised periodically, and arrange for the engagement of an independent outside consultant to conduct an external evaluation once every three years.
- Lead the annual evaluation of the performance of the DG and IS assessed against clear Key Performance Indicators.
- Serve in an ambassadorial role, representing CGI Global with external stakeholders.

Council Vice Presidents

There can be up to three Council Vice Presidents as decided by Council. Council Vice-Presidents are elected by the Members of Council from their number for a period of two years and can be re-elected for one further term of two years. Any Council Member can stand for election provided they have been proposed by one and seconded by two other members of the Council.

The Council Vice President's responsibilities include to:

- Support the Council President in exercising his / her role.
- Lead the annual evaluation of the President's performance.
- In the absence of the President, perform their duties and responsibilities.

Past President

The most recent Past President who is eligible and willing to serve, will also be a member of the Council.

Executive Oversight Committee

The Executive Oversight Committee (EOC) is appointed by, and reports to, the Council. Meetings of the EOC are regularly convened and chaired by the Council President. The DG and the IS may also attend meetings of the EOC. The EOC's responsibilities are defined in its Terms of Reference and include:

- Support the DG in the development of CGI Global's long-term strategy and business plan for Council approval.
- Advise on and work with the DG to implement the strategy at a practical level between Council meetings.
- Monitor the CGI-Global risk management and internal control frameworks and periodically reviewing their appropriateness and effectiveness. This includes to:
 - Review, at least annually, the risk register, and report on any material changes to the risk profile.
 - Make recommendations to Council for risk mitigation.

- Maintain and monitor a Risk Register
 - Provide a report at all Council meetings.
- Ensure the integrity of financial accounting and reporting, including annual budgets, quarterly reports, financial reserves, and related policies for Council approval.
- Make recommendations to the Council for the appointment of the DG, IS and PSC Chair, including any remuneration and terms of reference.
- Monitor the performance of the DG and IS with key performance measures against the agreed strategy, annual business plan and budget.
- Establish and annually review a Succession Plan for the DG and IS.
- Develop a process for the review of the effectiveness of the Council, Committees, and Individual Council Members to be conducted periodically, including external review conducted once every three years.
- Perform other duties as are necessary to further the Committee's purpose, or as the Council may from time to time assign to it.

EOC records, including terms of reference, policies, meeting agendas, minutes and papers, are kept in a centralised online portal, accessible by EOC Members.

EOC Minutes are accessible by Council Members.

Divisional CEO Group

The Divisional CEO Group (DCG) comprises the Chief Executives (or other leadership term) of each of the CGI Divisions and the CGI Global Director General. The meetings of the DCG are facilitated by the CGI Global DG and convened periodically to discuss an agenda mutually agreed by the DG and Divisional CEOs.

The role of the DCG is to:

- Contribute to the development of CGI Global strategy and implement where relevant at a divisional level.
- Effectively market, promote and deliver the International Qualifying Scheme to encourage student demand.
- Raise the visibility of CGI with relevant media and stakeholders.
- Contribute, where appropriate, to internationally relevant public policy and advocacy activities.
- Collaborate and participate in globally relevant ad-hoc projects.

- Share (non-confidential) information to support the harmonisation of CGI policies, procedures and outputs.
- Appraise Council Members of divisional strategy (including constraints on global initiatives) to enable their effective contribution to Council meetings.
- Provide feedback from Divisional Members (where relevant) to the CGI Global DG and Council.

DCG records, including terms of reference, policies, meeting agendas, minutes, and papers, are kept in a centralised online portal and are accessible by Divisional CEOs.

A summary of the outcomes of DCG meetings are reported by the DG to the EOC and Council as appropriate.

Director General

The appointment of the Director General (DG) is approved by Council, following a recommendation and reports to the President. The DG may attend all meetings of the Council, the EOC, and other relevant committees in an ex-officio capacity, other than those sessions and or meetings where the President, Council, EOC or Committees determine otherwise.

The DG's delegated authority is defined in the "Delegation of Authority" (DoA) which is approved by Council. The DoA is reviewed biannually or as determined by the EOC. In cases where a conflict arises between the DoA and the overarching responsibilities listed below. The DoA will prevail. The arbiter, in all cases, is the EOC. The DG's responsibilities include the following:

- Provide leadership in the development and execution of CGI Global's purpose, values and strategy in conjunction with EOC, the Council and Divisional CEOs.
- Regularly communicate with Divisional CEOs and Council committees to seek input into Council agenda setting and relevant paper preparation to ensure the cohesive implementation of strategic objectives.
- Develop, in conjunction with the EOC and Council, an Annual Budget to achieve the strategic objectives and manage CGI Global's financial and administrative affairs including management accounts, expense controls, risk management and internal control frameworks.
- Lead and oversee the CGI Global's public policy activities and advocacy approach, in consultation with the Global Policy & Advocacy Committee.
- Act as a custodian of CGI Global's brand and represent CGI Global externally with the media and key stakeholders.
- Work collaboratively with the EOC and Council to ensure the quality of the IQS and its oversight, and assessment approach.

- Manage the day-to-day operations of CGI Global including the employment and management of its workforce.
- Develop and lead, in collaboration with Council, a new markets strategy and coordinate the implementation of globally relevant activities and capacity building projects in territories outside the jurisdiction of existing divisions.
- Collaborate with the IS and the Constitutional Agreements Committee in managing changes to the CGI Royal Charter and Byelaws.
- Ensure the quality, accuracy, and timeliness of CGI Global's communications, including website content, social media posts and materials for the Annual General Meeting.
- Ensure the protection of CGI Global's intellectual property and other assets.
- Regularly report to the EOC and Council on progress towards achieving strategic plans and objectives.

Institute Secretary

The appointment of the Institute Secretary (IS) is approved by the Council, and they report to the President. The IS may attend meetings of the Council and other relevant committees, particularly the Constitutional Agreements Committee (CAC), in an ex-officio capacity, and may attend meetings of EOC, other than those sessions and or meetings where the President, Council, EOC or Committees determine otherwise.

The responsibilities of the IS include to:

- Provide governance support to the Council and advise the President, the Council, and the Divisional CEOs on the application of the Charter & byelaws and governance obligations in general. This includes disciplinary proceedings and Delegation Agreements. Collaborate with the President, DG, and CAC on any changes to the Charter & byelaws and liaise with legal counsel and Privy Council when required. Work with the Divisional CEOs/Company Secretaries regarding any proposed changes to local constitutions ensuring alignment with Charter and byelaws.
- Advise on Council Member eligibility and maintain a Register of Members. Manage all aspects for elections of Honorary Officers to Council and its sub-committees, including calling for nominations, issuing of nomination forms, and voting processes.
- Undertake an induction programme for new members of Council, in liaison with the President and DG
- Be the Secretary for Council and ensure it has the policies, procedures, information, time, and resources required to function effectively and efficiently.

- In collaboration with the President and DG, draft and issue the Notice of Meeting for all Council meetings. Attend meetings of Council and oversee the production of accurate minutes for distribution and collate divisional responses to action points.
- Maintain custody of the Institute's seal, archives, and memorabilia. Manage all aspects of the protection of the Institute's intellectual property, providing advice on the registration of trademarks and maintain a register of all trademarks held. Maintain a Register of Interests, Contracts, Terms of Appointments of members of Council and Committees.
- Prepare and issue the Notice of Meeting for CGI Global Members, related appendices, explanatory notes, and proxy forms. Coordinate the organisation of all General Meetings of members to take place in one of the nine divisions, managing all aspects of the in person and virtual attendance, appointment of proxies and voting process including liaison with external voting platform providers.
- Advise members of Council on the adequacy of D&O insurance and maintain currency of agreed cover.
- Maintain CGI risk register.
- Coordinate Council Performance Reviews, to be conducted once every two years, and periodically arrange for the engagement of an independent outside consultant to conduct a performance review.
- Enter into contractual arrangements with CGI Global service providers (e.g. website hosting) as appropriate and following approval of the DG and ensure the appropriate management of agreements.

ENDS.