

ICGN Future Leaders Committee – Terms of Reference

Purpose

The Future Leaders Committee ('the Committee) aims to enhance the integration of early career professionals' perspectives into ICGN's policy work. It also aims to provide an opportunity for future leaders to expand their networks and connect with industry leaders and peers.

The Committee is a voluntary body compromised of ICGN members. It does not have decision-making power in the matters on which it advises.

Responsibilities and opportunities

The Committee should give due regard to the fact that, as an investor-led organisation of governance and stewardship professionals, the ICGN's mission is to advance the highest standards of corporate governance and investor stewardship worldwide.

Committee members will be offered the opportunity to drive one thought leadership project per year, aligned with ICGN' strategic priorities, under the oversight of ICGN's Secretariat. The Committee will decide whether to publish a paper, organise a webinar, or another output, to present their findings.

Committee members will also be offered the opportunity to:

- comment on ICGN key publications, on an ad hoc basis;
- attend ICGN Training courses and conferences at discounted rates;
- contribute to blogs;
- network with peers and leaders.

Appointment, composition and tenure

The Committee will be made up of 20 ICGN members. Each organisation is represented by an early career professional ("future leader") in corporate governance and/or stewardship, with knowledge in relevant fields and recognised leadership skills. The individual's professional experience should be less than ten years after graduating with a Bachelor's (BA/BSc) or Master's (MA), and less than five years after a Doctorate degree.

The ICGN Secretariat will solicit applications and select the Committee members. The composition should be investor-led, seeking to also be gender balanced, and

geographically diverse, to the extent possible. Committee members are drawn from the ICGN membership with due regard to ICGN's policy on diversity, equity, and inclusion.

The ICGN Secretariat will appoint a Chair, who, following the first introductory meeting of the Committee, supports ICGN Secretariat in agenda setting, running of meetings, and delegating tasks amongst Committee members to deliver the project. The Chair will report to the ICGN Board once per year on Committee achievements.

On joining the Committee members occupy their position for one year, with a possibility for renewal. Membership can be renewed up to three years. The ICGN Secretariat or Board may appoint new members at any time during the year.

A Committee member will be asked to retire from membership if their organisation ceases to be an ICGN member. Any Committee member who fails to attend two consecutive Committee meetings may be asked to step down so that their place can be given to someone who can make a more active contribution.

Proceedings

Committee meetings are held four times per year, for 1 hour, and are chaired by the ICGN Secretariat. They are called by the ICGN Secretariat. Such notice should be sent no later than 15 working days before the meeting and a calendar invitation and meeting agenda shall be sent to all Committee members. Meetings will be recorded by the Secretariat, and the recording will be made available to the Committee members. The ICGN Secretariat will send an agenda and write summary notes for each meeting and keep a record of attendance.

- **Meeting 1:** Introduction / Determine goal and project for the year
- **Meeting 2 and 3:** Workshop and contribute to project
- **Meeting 4:** Finalise project

The ICGN Secretariat will send an agenda and write summary notes for each meeting and keep a record of attendance.

Should the Committee wish to meet outside these times to further discuss matters related to the project or connect peer-to-peer, this will not be organised by ICGN Secretariat.

Communications should primarily be by virtual means and emails, complemented by an in-person meeting of the Committee around relevant ICGN conferences, if possible.

The quorum for Committee meetings is 10 members.

The ICGN Secretariat will report regularly to the ICGN Board Policy Oversight Committee on Committee discussions.

Conflicts of interest and conduct

Committee members should disclose all (including potential) conflicts of interest (such as exploitation of any property, information or opportunity), arising through business or other relationships, to the Secretariat as soon as they become aware of the conflict (or ought reasonably to have become aware of the conflict).

In circumstances where 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 commences 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.

Members must refrain from using signatory forums for explicit commercial purposes and should focus on furthering the goals and objectives as defined above.

Confidentiality and data sharing

Discussions of the Committee and material provided to the Committee by the ICGN Secretariat should be assumed to be confidential unless advised otherwise in writing by the ICGN Secretariat. Members commit to maintaining such confidentiality.

Identity of members will be published on the ICGN website, with a photo and biography provided by the member.

Antitrust disclaimer

The ICGN does not require or seek collective decision-making or action with respect to acquiring, holding, disposing and/or voting of securities from any of the ICGN members.

Other matters

The Committee will not knowingly incur expenditure or liability on behalf of ICGN except when authorised by the Secretariat.

Any statement made by the Committee members, unless approved in advance by the Secretariat, are the personal views of the individual and should not be attributed to ICGN or the Secretariat.