

**ICGN**

International Corporate Governance Network

Inspiring good governance & stewardship

ICGN Global Policy Committee – Terms of Reference

Purpose

The Global Policy Committee ('the Committee') enables ICGN members to contribute their perspectives on ICGN's policy work, which includes thought leadership and advocacy activities. The Committee supports the ICGN Secretariat in identifying and promoting high standards of governance and stewardship practices.

The Committee is a voluntary body comprised of ICGN members. It acts as an advisory body and 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 help shape ICGN's policy priorities, get updates from ICGN Secretariat on global regulatory developments related to corporate governance and stewardship, and exchange views on emerging trends.

Should they wish to, committee members will also be offered the opportunity to:

- participate in policy advocacy working groups and thought leadership working groups;
- advise on ICGN's thought leadership publications and responses to public consultations;
- participate in meetings with policymakers, standard-setters and/or experts;
- provide input and ideas for conference planning.

Appointment, composition and tenure

The Committee will be made up of ICGN members. Each organisation is represented by a senior individual with recognised expertise on stewardship and corporate governance.

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.

On joining the committee, an organisation occupies their position for two years. Their participation can be renewed. 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 three consecutive Committee meetings, or does not send a delegate, 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 at least twice a year, for 1.5 hours, and are chaired by the ICGN Secretariat. The same meeting will take place three times, to accommodate different time zones. Members can decide which meeting they attend, depending on their schedule. 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.

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

Video calls will be recorded by the Secretariat, and the recording will be made available to the Committee members.

The quorum for Committee meetings is 10 members.

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

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

Working Groups

The ICGN Secretariat will invite Committee members to join specific/ad hoc Working Groups focusing on either advocacy or thought leadership activities. Committee members can also nominate a colleague to participate in such Working Groups. Working Groups require participants to play an engaged and active role. They will be convened for a limited period of time, to achieve certain objectives (e.g. a thought leadership Working Group preparing an ICGN Viewpoint, or an advocacy Working Group to engage with regulators in a specific market).

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.

Committee members' names and organisations will not appear on consultation responses, letters, or other publications without explicit approval of 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.