

## Letter from the President

Dear Member

On behalf of the international Council, I would like to explain why the Council has decided to recommend a series of amendments to the Charter and byelaws. The proposed substantive changes have been driven by three factors – a review by Council over the last two years of eligibility requirements for membership, changes in technology accelerated by the pandemic that have fundamentally altered the way member’s meetings can be conducted and the desire for the Institute to be more inclusive and bring a wider range of skills and talents into the Council and Divisional Committees.

The changes proposed are designed to see that the Institute’s governance of membership eligibility and communication with members stays contemporary and that the Council’s and Divisional Committee’s membership is fit for purpose.

I would like to take this opportunity to explain why these changes are being proposed and to outline why the changes to the Charter and byelaws have been structured in the way they have been.

### **Eligibility for membership**

The Council has comprehensively reviewed eligibility requirements for membership, in particular the assessment framework for the qualifying programme that prospective members must pass. The Council has agreed to allow a wider range of assessment tools that will better assess the knowledge of prospective members. Accordingly, use of the term ‘examination’ has been replaced with ‘qualifying requirements’ as well as other related language changes. Council has also expanded the definition of relevant in regard to work experience to consider the impact of introducing the Chartered Governance Professional designation.

### **Electronic meetings and associated documentation**

The onset of Covid-19 created a need to conduct annual and general meetings of members virtually. Whilst the byelaws did allow such meetings this is an opportunity to better clarify what is permissible and to deal with some consequential matters that emerged during the last two years. Changes are proposed to better accommodate hybrid and virtual meetings as well as what is defined as being ‘present’ at meetings. Additional associated changes are proposed regarding distribution of notices of meetings, electronic appointment of proxies and voting intentions.

### **Composition of Council and Divisional Committees**

The Council has determined that it would benefit from a wider range of skills and experience in its membership. Council membership is currently limited to only Fellows. This potentially excludes the voice of earlier career professionals who may have different and complementary skills to those of more experienced governance professionals. Accordingly, it is proposed that the Institute’s byelaws be amended to permit the appointment of Associates as well as Fellows

to the Council. To ensure that there is always a majority of Fellows on Council, Divisions with one representative must appoint a Fellow. In addition, only Fellows can be elected as Honorary Officers.

Council has determined that Divisional Committees would also benefit from a wider range of skills and experience. It is proposed that the membership of a Divisional Committee can consist of Fellows, Associates, Affiliated Members and non-members. In addition, up to a quarter of the Committee can be co-opted and can be from any class of member or a non-member. At least 75% of people sitting on a Divisional Committee must nevertheless be Fellows or Associates and there must be a minimum of seven elected members.

Finally, a provision for the President to serve an additional year on Council in exceptional circumstances, and with the majority agreement of Council, is proposed as well as the number of Past Presidents that can serve on a Divisional Committee being limited to no more than two.

In addition to the substantive changes described above there are also some very minor amendments, in particular numerous amendments to definitions, changes that involve the handling of membership certificates and giving Divisions greater discretion over operational matters.

You will now have been provided with the Notice of Meeting for the Annual General Meeting (AGM) to be held as a hybrid meeting in Cape Town, South Africa on Tuesday 4 October 2022 at 17:30 hours (local time). Members are invited to attend or to participate electronically via the platform provided by Lumi. On the platform, you will be able to submit questions, appoint a proxy and submit your voting instructions in advance of the meeting. Additionally, during the meeting, you will be able to ask questions and vote on the day whether attending in person or on-line.

I encourage all members to log-in, participate, and to vote online or lodge a proxy, if they cannot attend. Further information on live streaming accompanies the Notice of Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read 'J Parratt', written in a cursive style.

**Jill Parratt FCG**  
International President  
5 September 2022