



Report of the Council of The Chartered Governance Institute

This report to the membership of The Chartered Governance Institute (the global Institute) covers the period from 1 July 2021 to 30 June 2022.

There were three Council meetings held during the year. The meetings on 21 and 22 October 2021 and 5 and 6 May 2022 were the Council's regular meetings. A special meeting was also held on 29 March 2022 to consider byelaw changes. The October 2021 and March 2022 meetings were held virtually due to the constraints of Covid-19. The May 2022 meeting was held face-to-face in London with some Council members on-line due to their domestic travel restrictions. I can say with confidence that the Council meetings are always very effective but it was particularly satisfying to hold a face-to-face meeting after such a long hiatus.

Notwithstanding that attendee time zones ranged from Toronto, Canada to Auckland, New Zealand, all Council members and Chief Executives attended the October 2021 meeting and almost all members of Council and Chief Executives attended the March and May 2022 meetings, either in person or on-line. The Council maintained momentum throughout the year and agreed numerous important strategic steps.

The composition of Council for the period was as follows:

Australia	Mr Peter Turnbull AM (elected International President from 1 July 2020)
	Mr Alan Evans
Canada	Mr Jean Jeannot
Hong Kong/China	Ms Edith Shih (Immediate Past-President from 1 July 2020)
	Mr Peter Greenwood
Malaysia	Dr Syed Abdul Hamid Al Junid (elected Vice-President from 1 July 2020)
New Zealand	Dr Denis Mowbray
Singapore	Mr Nathaniel Vanniasingham
Southern Africa	Ms Jill Parratt (re-elected Vice-President from 1 July 2020)
Zimbabwe	Ms Loice Kunyongana
CGIUKI	Mr Tom Lancaster-King (until 12 December 2021)
	Mr Charlie Brown (appointed from 8 February 2022)
	Mr John Heaton (elected Vice-President from 1 July 2020)
	Ms Victoria Penrice
Chair: PSC	Mr Frank Bush AM (Chair until 31 December 2021)
	Mr Alan Au (appointed from 1 January 2022)

On behalf of the Council, I am pleased to report to you on the work undertaken during the year ended 30 June 2022.

Council business

2021 Annual General Meeting

The 2021 Annual General Meeting (AGM) was held on 21 October 2021. Due to Covid-19 restrictions the meeting was held virtually as well as live-streamed. Members were able to submit questions either before or during the meeting.

I would like to thank all members who took advantage of the live streaming of the AGM and I advise that a recording is available [here](#) on the Institute's website.

2020+ Strategic Plan

The 2020+ Strategic Plan put in place in 2020 is structured around six key elements:

- Financial stability and sustainability (including our Covid-19 response)
- Business growth in relation to students and members
- Brand enhancement
- Qualifications
- Thought leadership, and
- Organisational governance

At the October 2021 and May 2022 meetings the Council was provided with a detailed update on progress that included, amongst other things:

- The role of Policy Adviser to the global Institute was filled to support the work of the Thought Leadership Committee (TLC). The TLC's output is a key part of the global Institute working toward its mission of promoting the practice of good governance. The role has been filled since June 2021. See below for further detail on this matter.
- The Council formally agreed to the recommendations from the Professional Standards Committee (PSC) stemming from its review of how the global Institute assesses a person's suitability to qualify as a Chartered Secretary or Chartered Governance Professional. See below for further detail on this issue.
- The Council's own composition has been reviewed, aided by the completion of a skills matrix to help identify gaps and future priority skills. The Council and the Executive Committee evaluated the rules around the composition of Council that have resulted in several proposed changes to the Charter and byelaws to be put to members at the 2022 AGM.
- Promotion of the global Institute's brand globally continues to grow via its digital presence from global webinars, the eCommunity and interviews with thought leaders promoted via our social media platforms.
- CGI Global Passport - Council agreed to create a programme that will provide members with the ability to access the events, services and intellectual property from all nine Divisions. When the programme rolls out in early 2023 members will be able to enjoy the benefits of being part of a truly global organisation along with the support they receive from their home Division.
- Business growth - a working-group to evaluate opportunities to enhance growth in Southeast Asia was established during the year. Whilst the Institute has strong representation in Hong Kong/China, Malaysia and Singapore there are opportunities in other Southeast Asian countries. As governance is global in nature so too is the need for practitioners everywhere to be professionally qualified. The Institute's International Qualifying Scheme is attractive to many so we are exploring a range of new opportunities.
- Organisational governance - Council agreed to a set of guidelines for Divisional Committees to consider when they are appointing their representatives to Council. During the year a Matrix and stocktake of Council Members' skills and experience was undertaken.....leading to the guidelines to help guide future appointments and therefore Council composition. This is a high priority project.

Strategic policy agenda

The global Institute's Policy Adviser provided the Council with an update on the broad policy areas that would underpin its thought leadership agenda. The Council's role in shaping the topics the global Institute chooses to progress is important as the Institute's diversity is best illustrated by Council's own membership. Whilst we are all Chartered Secretaries or Chartered Governance Professionals, or both, the global Institute nevertheless represents a broad church and the policy topics adopted must also reflect this.

External engagement

The global Institute continues to be an active member of the *Value Reporting Foundation* (VRF) that grew out of a merger of the *International Integrated Reporting Council* (IIRC) and the *Sustainability Accounting Standards Board* (SASB).

It is important that the global Institute provides leadership for both Chartered Secretaries and Chartered Governance Professionals by continuing to support the work of the VRF as it did with the IIRC.

The global Institute has also continued its successful association with the Institute of Company Secretaries of India with representatives from both Institutes having participated in various webinars staged by the other Institute, by sharing learning materials and by providing support to their members in various jurisdictions.

Professional Standards Committee (PSC)

The PSC completed its review of eligibility pathways to membership and the assessment framework of the International Qualifying Scheme. Council agreed to the final remaining work that involved a decision on the appropriate tools used to assess a student's understanding of the curriculum. As many members go on to become the designated company secretary in their organisation, and hence an officer of the corporation or organisation, the Institute has a particular responsibility to qualify people as "Chartered" in a rigorous and responsible manner.

Council also agreed to a recommendation from the PSC to the development of a set of competency standards for Chartered Secretaries and Chartered Governance Professionals. This project is consistent with the Quality Assurance framework that PSC adopted a few years ago. A competency framework, along with an assessment framework, will allow Divisions to structure the qualifying programme for both designations in a manner that suits their market. Furthermore, by developing a set of competencies for each of the Institute's two professional designations, the resulting qualifying programme can be more targeted to each. The project will involve the input of all Divisions and will extend into the end of 2022 or early 2023.

During the year the Council agreed to appoint Professor Alan Au as the incoming Chair of the PSC. Professor Au is Dean of the Lee Shau Kee School of Business and Administration as well as being a Director of the Institute of International Business and Governance at the Open University of Hong Kong (OUHK). Professor Au has been a member of PSC for several years and the Institute is fortunate to have a person of his calibre agree to take on the role of Chair.

At the same time the Council paid tribute to the departing Chair, Frank Bush, who has been a member of Council since 2004, President of the Institute in 2009/10 and 2015/16 and Chair of PSC since 2016. Given Frank's sustained and substantial contribution to the Institute, he was awarded the President's Medal.

Thought Leadership Committee

The global Institute's TLC continues to develop discussion papers and reports that speak to a broad audience on governance issues. Its membership is drawn from a number of the Institute's Divisions and therefore has the ability to compare and contrast governance practices globally across a range of diverse jurisdictions.

At the May 2022 meeting, the Council received a report on the work of the TLC and the work being undertaken by the global Institute's Policy Adviser – Gertrude Takawira.

The first paper for 2022, *Ethical governance of AI* was released at the end of February and was accompanied by a global virtual panel discussion. You can access the paper [here](#). Two other papers, one on the learnings of Covid 19 is in the pipeline and the other on the importance of the *Values of Belonging, Dignity and Justice* as part of any organisation's stewardship responsibilities was released in early July. You can access the paper [here](#).

The Council is very grateful to Peter Greenwood from the Hong Kong/China Division who chairs the TLC and to all the members of the TLC. As demonstrated by the work outlined above we are extremely fortunate to have very experienced Institute members on this important policy committee.

Global Institute promotion

eCommunity

A strategic decision was made some years ago that the global Institute would have a digital presence to complement the work of the Divisions, but not duplicate it. The international digital strategy, via an eCommunity, achieves a broad reach and is not resource intensive.

The eCommunity continues to be a valuable asset, now with over 4,300 registered users of the platform and discussion activity continues to grow. The eCommunity has become the home for member-driven blogs, thought leadership papers and follow-on discussions, as well as interviews with leading governance professionals.

A particular benefit is the ability to direct people to the platform for discussions following the release of thought leadership papers or webinars, demonstrating the global and cohesive nature of the Institute in an effective modern platform. This is a valuable benefit for our members. You can access the [eCommunity here](#) and if you have not registered, I encourage you to do so.

A new marketing campaign called 'Refresh' was launched to coincide with the Council meeting. The eCommunity is now over two-years old, has grown steadily each month and is a resource that connects members globally. A set of short "how-to" video clips has been developed to take new users through the platform as well. As the campaign says..."we are talking 24/7...why not join?"

While the eCommunity's 'open forum' has been a success it does not necessarily deal with the issues and needs of new professionals. Council therefore was brought up to date on plans to create a new global sub-community for graduates and new members, to commence in October 2022. Plans are therefore underway for content to be directed toward those at an earlier stage in their career with blogs, virtual workshops and relevant intellectual property.

130-year CGI anniversary global promotion

The Chartered Governance Institute's 130-year anniversary was in 2021 and to mark the occasion we undertook a promotional campaign to highlight the Institute's long history, the significant changes to eligibility requirements for membership and the addition of the Chartered Governance Professional designation that underscores the brand re-position and the Institute's member-value proposition.

Global webinars

The eCommunity continues to be complemented by the global webinars that the Institute conducts. The global Institute uses the webinars to promote its footprint by always having speakers across a range of jurisdictions and reaching into over 20 countries each time. Participation ranges from between 1,250 to 1,500 for each webinar with many being non-members.

As planned, the first webinar for 2021/22 on cyber-risk went to air on 24 August 2021. As there were multiple questions generated from the webinar, but little time to address them in the session, the content has been used to follow-up with each participant (with responses) as well as to generate a new discussion thread on the eCommunity.

The on-demand version was posted on Friday 27 August and again provided a further trigger for promotion on social media and the eCommunity.

The second webinar on the *Ethical governance of AI*, went to air on 9 March 2022 and is available on-demand [here](#). Again, over 1,300 people participated, generating numerous questions and follow-up on the eCommunity.

eNewsletter

The eNewsletter commenced in September 2020 and has continued to be issued on a monthly basis. As planned, it has completely replaced ad hoc emails sent from the global Institute to members and non-members directly or via the Divisions and has a reach of over 40,000 people, making it a very valuable communication channel to highlight the global Institute's activities, brand and news updates from the nine Divisions.

CEO meetings

Because of the significant changes to membership pathways explored during the year, the review of the curriculum assessment framework, the 2020+ Strategic Plan and settling on a global member-value proposition, the Divisional Chief Executives have held several meetings during the year with the Director General.

As the Institute is globally spread, these CEO meetings have been a valuable forum to hear, and to take into account, the views of colleagues.

Financial position

The global Institute will finish 2021/22 with an operating deficit of (£2,286) and a cash balance of £111,094.

The international Council is acutely aware of the difficult trading conditions that several Divisions have experienced over the last two years. Accordingly, the annual capitation fee for 2021/22 was maintained at last year's 20% reduced level. Nonetheless, the Zimbabwe Division has experienced severe trading conditions and foreign exchange constraints resulting in an inability to meet its capitation fee commitments. The international Council will continue to monitor the situation in Zimbabwe and to provide support as required.

Administration

For a number of years, general administrative support has been provided by our external service provider MCI. The range of skills and experience that MCI can bring to the global Institute is extensive, including facilitating administrative support for our meetings, hosting the website, assisting with the communication strategy for this year's AGM, management of the eCommunity and more.

We also have had the benefit of three key senior individuals to help guide the global Institute's progress, the Director General, Tim Sheehy, the Institute Secretary, Cynthia Mora-Spencer and the Institute's

Policy Advisor, Gertrude Takawira. Their support has been invaluable and very much appreciated by both the international Council and myself.

Finally, the Executive Committee structure continues to be a critical and very valuable component of our governance structure. The Executive Committee meets virtually, normally on the first Monday of each month, and has been instrumental in maintaining a momentum for, and focus on, our key goals between Council meetings and in dealing with operational issues as and when they arise. Since initiatives within the Strategic Plan have been progressing at pace, the need for this decision-making body to meet regularly has been imperative.

Honorary Officers

As I close, I would like to take this opportunity to acknowledge the substantial contributions that have been made to the Institute by my colleagues on the Executive Committee: Peter Turnbull as President (2021 and 2022) (Australia), Edith Shih as Immediate Past-President (Hong Kong/China), John Heaton (CGIUKI), Dr Syed Abdul Hamid Al Junid (Malaysia), Frank Bush (in his capacity as Chair of the PSC to 31 December 2021) and Alan Au (in his capacity as Chair of the PSC from 1 January 2022). In addition, I would like to thank each member of the international Council for their support, commitment and valuable work in furthering the global Institute's strategic goals.

I was elected as President to serve for the two years from 1 July 2022 and it is an honour for me to work with the very experienced and committed professionals that make up our international Council and the Executive Committee and, in so doing, to advance the strategic goals, brand and interests of the Institute as a whole.

2022 Annual General Meeting

I can advise that the Annual General Meeting for The Chartered Governance will be held at 17:30hrs (local time) on Tuesday 4 October in Cape Town, South Africa. The meeting will be a hybrid meeting and will be live streamed, as was the case in 2021.

Members will be notified of the meeting arrangements in the usual way, and we will endeavour to ensure that the meeting is as accessible and interactive as possible.

On behalf of the Council



Jill Parratt FCG
International President
5 September 2022