
Terms of Reference of the Global Policy & Advocacy Committee (GPAC)

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Subject to byelaw 60, the following terms of reference shall apply to the committee:

1. Purpose

The **Global Policy & Advocacy Committee (GPAC)** supports the Director General (DG) in creating an environment that promotes inquiry and debate through facilitating and disseminating relevant information that addresses emerging trends, real-world regulatory or market-led developments of interest to Chartered Company Secretaries and Governance Professionals in their roles as leaders in driving long-term organisational success.

Support the DG in raising the profile of CGI Global with international stakeholders particularly regulators and standard-setters through direct engagement and public representation.

Comment upon materials produced by CGI Global including submissions to international public policy consultations, or the development of internationally relevant guidance.

Share insightful, relevant and timely information addressing emerging trends, preferably linked to real-world regulatory or market-led developments on a regular basis to be shared internationally via the CGI Global website.

Ensure that the work of the GPAC considers the need to protect and enhance the reputation of CGI in relation to its policy activities.

2. Membership

Each division may nominate a member to join the GPAC who has the required knowledge and skills to contribute. The DG and the GPAC Chair will propose the appointment of such members for Council approval.

If a division does not nominate anyone the Chair and DG may recommend a non-CGI associated individual from that region to fill the role.

The Chair and DG may fill ad-hoc vacancies to the GPAC, such appointments to be reviewed and approved by Council at its next regular meeting.

The DG or the Chair may invite any person to attend all or part of any meeting of the GPAC.

3. Term of office

The term of office is two years, which can be extended if nominated by the Chair and DG and approved by Council and the incumbent agrees.

Members may step down at any time by informing the Chair and DG.

4. Chair

A member of Council shall act as Chair of the GPAC. In their absence, the committee will nominate one of its own to Chair the meeting.

5. Secretary

Secretariat services will be provided by CGI Global.

6. Quorum

The quorum of the GPAC at any meeting shall comprise not less than half of its membership. If the total number of members of the GPAC is not an even number, then the quorum is the number nearest to but above one half of the members.

7. Frequency of meetings

GPAC shall meet quarterly or as required and at least once ahead of meetings of the CGI Council. Meetings can be by electronic means. Decisions can be made by the GPAC by unanimous circular resolution.

8. Notice of meetings

Meetings of the GPAC shall be called by the Chair or DG.

GPAC members may request a meeting be called. The request must be supported by a minimum of three (3) other members.

The notice, agenda and papers shall be forwarded no later than five working days before the meeting.

9. Minutes of meetings

CGI Global will minute the proceedings and resolutions of all GPAC meetings, including recording the names of those present and in attendance.

Draft minutes of GPAC meetings shall be circulated to members within 10 business days following the meeting date.

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

10. Reporting Responsibilities

The GPAC is an advisory committee, under the direction of the DG, and reports to Council via the Chair or the DG.

The DG or Chair shall report formally to Council, at each Council meeting, on the proceedings of the GPAC since the previous Council meeting.

11. Conflicts of interest

CGI Global shall ensure a Conflicts of Interest register is maintained and updated at every meeting.

In line with the Conflict-of-Interest Policy, GPAC members must disclose all potential conflicts of interest arising through business or other relationships and notify the DG as soon as they become aware of the interest or ought reasonably to have become aware of the interest.

Whenever a GPAC member has a business or other relationship relating to a matter to be discussed at a meeting, they must:

- declare an interest before discussion begins on the matter.
- withdraw from that part of the meeting unless expressly invited to remain.
- at the discretion of the Chair, the member may:
 - be asked to leave that part of the meeting
 - stay with no speaking right
 - stay with a right to answer questions if needed.
 - not be counted in the quorum for that part of the meeting; and
 - withdraw during the vote and have no vote on the matter.

12. Confidentiality

GPAC deliberations are confidential, and members should maintain the group's confidentiality. It is the expectation of the GPAC, and an obligation of each member, that such confidentiality be maintained.

13. Other matters

The GPAC shall be subject to periodic review of its performance and at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to Council for approval.