
Terms of Reference of the Governance Committee (GC)

Approved by:	Council
Date Approved:	28 March 2026
Responsible Officer:	Institute Secretary
Version:	3.0
Effective Date:	28 March 2026
Review Period	Annually
Review Date:	2027

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

1. Purpose

1.1 The purpose of the Governance Committee (GC) is to ensure that the highest governance standards for a Chartered Body are applied to the Chartered Governance Institute thereby contributing to the leadership effectiveness and the organisation's long-term sustainability. In undertaking this purpose, the GC will:

- Consider and make recommendations to Council on any matter(s) of Governance that may be remitted to it, or which are brought to its attention from other sources.
- Consider appropriate standards of corporate governance.
- Consider appropriate examples of good practice both in the public and private sectors.

2. Duties

2.1 The duties of the GC includes to:

- Oversee the review, and proposed amendment of CGI Global's constitutional instruments, including the Charter, Byelaws, Regulations, Delegation Instruments, and constitutions of service companies.
- Review and recommend to Council any constitutional amendments and ensure appropriate alignment with governance best practice.
- Oversee the governance implications of Divisional constitutions and advise Council accordingly.
- Assume all responsibilities previously undertaken by the Constitutional Agreements Committee (CAC), ensuring clear accountability for constitutional coherence.
- Develop and maintain CGI Global governance policies and procedures, in alignment with the Royal Charter and Byelaws. Develop and define the process for appointing Councillors to Council and Committees and other working groups, in consultation with the Council President.
- Develop a process for the review of the effectiveness of the Council, Committees, and Individual Council Members to be conducted once every two years, including periodic external review.
- Establish and annually review succession plans for the President, VPs, Committee Chairs and Senior Executives.
- Develop and maintain CGI's Diversity and Inclusion Policy, aligned with the organisation's purpose, values and long-term strategy.
- Perform other duties as are necessary to further the GC's purpose, or as the Council may from time to time assign to it.

3. Membership

3.1 Membership of the (GC) shall consist of five members.

3.2 Members of Council and or Divisions may nominate members for this committee. Taking into account the nominees' ability to add value, expertise, and diversity of representation.

3.3 The nominees will be approved by Council.

3.4 Where there are more nominees than positions available a vote of Council will be taken.

3.5 The Committee will appoint one of its members to the role of Chairperson of the GC. The Chairperson will chair all meetings of the GC except where a conflict of interest may occur. In such cases, an alternate member of the GC will be elected to chair that meeting.

3.6 At no time, shall membership of the GC comprise more than two (2) elected members from one division. Where this occurs, one of that division's members must withdraw from the GC. The Council will then appoint a replacement from amongst its members to ensure the composition of the GC is maintained in accordance with these Terms of Reference.

3.7 The Director-General and the Institute Secretary are entitled to attend meetings of the GC (in accordance with Byelaw 71.3) without voting rights.

4. Term of Office

4.1 Appointments to the GC shall be for a period of up to three years, which may be extended for one additional three-year period provided the member still meets the criteria for membership of the GC including that they are a member of Council

5. Secretary

5.1 Secretariat services will be provided by the Institute.

6. Quorum

6.1 The quorum of the GC at any meeting shall comprise not less than half of the membership of the GC: Provided always that there shall only be a quorum if members from not less than three divisions of the Institute are participating in the meeting. If the total number of members of the GC is not an even number, then the quorum is the number nearest to but above one half of the members.

6.2 A duly convened meeting of the GC at which the quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the GC.

7. Frequency of meetings

7.1 The GC shall meet at least once between meetings of the Council. Meetings may either be in-person, hybrid or by electronic means.

8. Notice of meetings

8.1 Meetings of the GC shall be called by or on behalf of the Chair at the request of its members and, unless otherwise agreed, the notice, agenda and papers shall be forwarded no later than five working days before the meeting.

9. Minutes of meetings

9.1 The Institute Secretary will minute the proceedings and resolutions of all meetings of the GC, including recording the names of those present and in attendance.

9.2 Chair approved draft minutes of GC meetings shall be circulated to GC members within 10 business days following the meeting date.

10. Circular Resolutions (Written Resolution)

10.1 A resolution proposed to be passed by circulation should be sent together with the necessary papers, to all the members of the Committee, at the same time via email or other electronic means. The resolution is considered passed, when it is approved by a majority of directors entitled to vote on the resolution.

10.2 Resolutions passed by circulation must be noted at the next meeting of the Committee, and the decision recorded in the minutes of such meeting.

11. Reporting responsibilities

11.1 The GC shall regularly provide a full report, including details of financial and business performance against the strategy, annual business plan and budget to the Council including:

- Report on constitutional assurance, dependencies, and required consequential updates.
- Preparation and adoption of an annual report on its activities for incorporation in the Annual Report.
- Ensuring Council as a whole has an insight into the key issues discussed by, and decisions of, the GC.
- Recommendations on any specific decisions or actions the Council should consider .

11.2 GC records, including terms of reference, policies, meeting agendas, and minutes and papers, and emails pertaining to circular resolutions are kept in a centralised online portal accessible by GC and Council members.

11.3 Where required by judicial and or regulatory requirements some papers may only be accessible to GC members.

12. Conflicts of interest

12.1 The Institute Secretary shall ensure a Conflicts of Interest register is maintained and updated at every meeting.

12.2 The GC will adhere to the requirements of the CGI Global “Conflict of Interests Policy”.

12.3 Notwithstanding this, all GC members must disclose all potential conflicts of interest arising through business or other relationships and notify the Chair of the GC and the Institute Secretary as soon as they become aware of the interest or ought reasonably to have become aware of the interest.

13. Confidentiality

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

14. Other matters

- 14.1 The GC shall have access to sufficient resources to carry out its duties, including access to staff as reasonably required. Resources shall include an agreed provision to facilitate at least once a year a review of its own performance, constitution, and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Council for approval.

15. Authority

- 15.1 The GC acts under delegated authority (detailed above) from the Council and may:

- Establish working groups to support constitutional and governance functions
- Seek any information it reasonably requires from any division of the Institute to perform its duties.
- Obtain, at the Institute's expense, outside legal or other professional advice on any matter within its terms of reference, subject to the available budgetary provision.
- Invite other people to attend as it sees fit and consult with other people to help it to fulfil its responsibilities.