
Terms of Reference of the Professional Standards Committee (PSC)

Approved by:	Council
Date Approved:	10 September 2025
Responsible Officer:	Institute Secretary
Version:	1.0
Effective Date:	10 September 2025
Review Period	2 yrs
Review Date:	2027

1. Authority

1.1 These Terms of Reference are prepared in accordance with Part 6 of the CGI Charter and Byelaws.

1.2 The Professional Standards Committee (PSC) acts under delegated authority (detailed herein) from the Council and may:

- seek any information it reasonably requires from any Division of the Institute to perform its duties.
- obtain, at the Institute's expense and in consultation with the Director General (DG), outside legal or other professional advice on any matter within its terms of reference, subject to the available provision in the approved budget.

2. Purpose

2.1 The purpose of the PSC is to ensure the quality, relevance and rigour of the CGI qualification standards. This includes (but is not limited to) the qualification syllabus and assessment at a level appropriate for practitioners of the profession of Chartered Secretary and Chartered Governance Professional.

3. Membership

3.1 The PSC membership comprises:

- a Chair who will be a Fellow appointed by the Council, and
- between five and eleven other members ratified by the Council, who collectively comprise an appropriate balance of individuals with an academic background and those with professional experience, while taking account of appropriate geographical spread and regional representation and general diversity characteristics.

3.2 The preceding clause does not entitle every Division, country, or territory with Institute members to have a representative residing in its territory on the PSC. PSC members must continue to uphold the established practice of owing their duties and allegiance solely to the PSC and the Council, rather than to the territory from which they originate. Members are expected to perform their roles impartially, without bias, and without fear or favour.

4. Non-voting attendees

4.1 The Director-General and Council President are entitled to attend meetings of the PSC.

5. Terms of office

5.1 Where the chair of the PSC is a member of the Council, they must be appointed to serve for a term of up to five years, irrespective of their subsequent retirement from the Council.

5.2 Where, in exceptional circumstances, a member of the PSC who is not a member of the Council is appointed as chair of the PSC, the appointment can be for such a term as the Council decides, but the term cannot exceed five years.

5.3 Other members of the PSC are appointed to serve for an initial term of three years. However, a member can be invited by the PSC to serve for one further term of three years or, in exceptional circumstances, for a longer term, subject to the Council's approval.

6. Process of selection and appointment of PSC members

6.1 Candidates for membership of the PSC to replace a member who is leaving or where an additional member is required because of an expansion of the PSC's mandated activities, can be nominated by members of the PSC, and or a Divisional Committee, and or Council.

6.2 Each member of the PSC (other than the Chair) is nominated by the PSC for ratification by the Council, and the appointment takes effect upon such ratification.

6.3 In the event that the Council does not ratify an appointment to PSC, PSC and or a Divisional Committee, and or Council can put forward another nominee for ratification by the Council.

6.4 Non-members of the Institute can be considered for membership of PSC but cannot make up more than one-third of the PSC's membership. Additionally, no more than one-third of the members of the PSC can be members of the same Division.

6.5 The PSC is responsible for preparing and maintaining on an ongoing basis a skills matrix that will identify any skills gaps in the membership of the PSC.

7. Secretary

7.1 Secretariat services will be provided by the Institute.

8. Frequency of meetings

8.1 The PSC can meet in person or by electronic means but must meet in person at least once a year and more often if requested by the Council.

9. Committee Work Plan

9.1 The PSC will develop and maintain an annual Work Plan that outlines its key goals, priorities, and areas of focus for the year. The Work Plan will align with the Institute's strategic objectives and be reviewed regularly by the Council to ensure the PSC remains on track and responsive to emerging issues.

10. Quorum

- 10.1 The quorum for a meeting of the PSC is half its membership at the time of the meeting. If the total number of members of the PSC is not an even number, then the quorum is the number nearest to but above one half of the members.
- 10.2 A duly convened meeting of the PSC 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 PSC.
- 10.3 In addition, the PSC may invite any member of the Institute or other person to attend part or all of a particular meeting of the PSC for discussion of specific items of business.

11. Notice of meetings

- 11.1 Meetings of the PSC shall be called by the Committee Secretary at the request of the Chair, its members and, unless otherwise agreed, the notice, agenda and papers shall be forwarded no later than five (5) working days before the meeting.

12. Minutes of meetings

- 12.1 The Committee Secretary will minute the proceedings and resolutions of all meetings of the PSC e, including recording the names of those present and in attendance.
- 12.2 Chair-approved draft minutes of committee meetings shall be circulated to PSC members within 10 business days following the meeting date.
- 12.3 Following the approval of the draft minutes at the next meeting, the minutes will be placed into the Council Portal for Council members to read.

13. Responsibilities of the PSC

- 13.1 The PSC must:
- advise the Council on all policy and procedural matters relating to the setting and maintenance of the professional standards to be applicable to members of the Institute.
 - act on policy as set by the Council in accordance with the byelaws.
 - define qualification standards for membership, including but not limited to admission, assessment and exit standards for Divisions' qualifying schemes as well as other schemes for accreditation or exemption.
 - make sure that all assessed routes to professional qualification and any related curricula and syllabuses are regularly reviewed for acceptability.
 - undertake or otherwise arrange the continuing audit of the professional standards as applied in the Divisions or other jurisdictions and report to the Council on the findings of such audits.
 - make sure that collaborative agreements operate in accordance with the professional standards.

- make recommendations for new approaches or measures or changes to the professional standards deemed necessary for the achievement of the objectives of the Institute.
- review its own performance, and terms of reference and access to appropriate resources at least once every two years to ensure effective operation and recommend to the Council any changes it considers necessary; and has such other powers, authorities and responsibilities or duties as the Council may decide to ensure the committee can fulfil its purpose and responsibilities.

14. Design and development of qualifications

- 14.1 The PSC must consider and assess any proposals made by a Division regarding the design or development of qualifying requirements leading to a qualification of the Institute.
- 14.2 No such proposals or changes to them can be implemented without the prior written approval of the Council.

15. Provision of qualifications

- 15.1 The PSC must keep under review the ability of each Division to continue to provide qualifications.
- 15.2 If, in the case of any Division, the PSC is not satisfied that it has the capability and capacity to continue to provide qualifications, the PSC can recommend to the Council that the right of the Division to qualify Chartered Secretaries and/or Chartered Governance Professionals (as the case may be) should be suspended or removed until the recommended remedial actions have been put in place and assessed as robust.

16. Assessments for qualifying requirements

- 16.1 The PSC must keep under continuous review whether the appropriate professional qualification standard is being maintained by each Division through its assessment schemes.
- 16.2 Where a material failure on the part of a Division to meet the required standard is identified, the PSC must report to the Council outlining the issues, remedial steps needed and any other recommendations as are seen appropriate by the PSC.
- 16.3 Where a division fails to act on the recommendations or remedial actions of the PSC to correct any material issues. The PSC may recommend to the Council that the Divisions' right to qualify Chartered Secretaries and/or Chartered Governance Professionals (as the case may be) be suspended or removed until such time as remedial actions have been put in place and are assessed as robust.

17. Cost of rectification or remediation

- 17.1 Where it becomes necessary for Council to direct any action against a Division in respect of any failure, whether in respect of the Charter and Bye-laws, or specifically in

relation to the International Standard, the full costs of rectification or remediation, both direct and indirect, (including loss of time and out-of-pocket expenses) will be borne by the Division

18. Qualifying requirements (Matter reserved for the Council)

18.1 The Council must determine the form of the Institute's qualifying requirements used to test the competencies (knowledge, skills, behaviour) for persons wishing to enter the profession.

18.2 The Council must determine, where applicable, its assessment framework for any qualification required for membership.

18.3 Determinations made by the Council can include:

- Determinations for exempting persons from part of the qualifying requirements because of their education or experience or,
- in the case of persons with exceptionally relevant professional experience, exempting them from all qualifying requirements subject to their passing an oral examination or other form of assessment.

18.4 The Council can only exempt persons from all assessments for Chartered Membership in exceptional circumstances. To do this, the Council must pass a resolution at a meeting called with notice of the proposal to be voted on by a majority of at least two-thirds of the members who are present and who vote.

18.5 The Council cannot delegate its power to exempt people from all qualifying requirements.

18.6 The Council can use any of the Institute's funds for prizes, medals, and scholarships to promote the Institute's object.

19. Reporting responsibilities

19.1 The PSC Chair shall provide a full report to the Council following all PSC meetings.

19.2 If the chair of the PSC is unable to attend a Council meeting when requested, the PSC can nominate another of its members to attend instead and provide its report.

19.3 The Chair of the PSC shall attend the Annual General Meeting and be prepared to respond to any questions from members of the Institute on any issue within the PSC's areas of responsibility.

19.4 The PSC should draw to the attention of the Council any issues it believes need the Council's attention and or action.

20. Conflicts of interest

- 20.1 The Committee Secretary shall make sure a Conflicts of Interest register is maintained and updated at every meeting.
- 20.2 Committee members must disclose all potential conflicts of interest arising through business or other relationships and notify the Chair of the Committee and the Institute Secretary as soon as they become aware of the interest or ought reasonably to have become aware of the interest.
- 20.3 Whenever a Committee Member has a business or other relationship relating to a matter to be discussed at a meeting, he or she must:
- declare an interest before discussion begins on the matter.
 - withdraw from that part of the meeting unless expressly invited to remain.
 - at the Chair's discretion, the member may:
 - be asked to leave that part of the meeting.
 - stay with no speaking rights.
 - 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.
- 20.4 The Committee Secretary shall cause these to be minuted accordingly.

21. Confidentiality

- 21.1 Committee deliberations are confidential, and committee members should at all times maintain the Committee's confidentiality. It is the expectation of the committee, and an obligation of each member, that such confidentiality be maintained.