



Report of the Council of The Chartered Governance Institute

This report to the membership of The Chartered Governance Institute covers the period from 1 July 2019 to 30 June 2020.

There were 4 Council meetings held during the year. Due to the constraints from the Covid-19 pandemic the only face-to-face meeting was held in Auckland in October 2019 and a teleconference Council meeting was held in December 2019. In 2020, what was to be a face-to-face meeting in April 2020 in London, was held via Zoom as was the final Council meeting held in June 2020, also via Zoom.

Council meetings continue to be conducted in a spirit of goodwill and friendly cooperation and, as the Council composition is based on the number of members in each Division, there continues to be a good diversity of thought and experience.

The composition of Council for the period was as follows:

| | |
|-----------------|--|
| Australia | Mr Peter Turnbull AM (re-elected Vice-President from 1 July 2018 and elected International President from 1 July 2020) |
| | Mr Frank Bush AM |
| | Alan Evans (appointed from 1 January 2020) |
| Canada | Mr Jean Jeannot |
| Hong Kong/China | Ms Edith Shih (International President from 1 July 2018 to 30 June 2020 and Immediate Past-President from 1 July 2020) |
| | Mr Peter Greenwood |
| Malaysia | Dr Syed Abdul Hamid Aljunid (elected Vice-President from 1 July 2020) |
| New Zealand | Mr Chris Luoni (until 3 June 2020) |
| | Dr Denis Mowbray (appointed from 14 June 2020) |
| Singapore | Mr Nathaniel Vanniasingham |
| Southern Africa | Ms Jill Parratt (elected Vice-President from 1 July 2018 and re-elected Vice-President from 1 July 2020) |
| Zimbabwe | Ms Loice Kunyongana |
| UKRIAT | Mr Frank Curtiss |
| | Mr John Heaton (elected Vice-President from 1 July 2020) |
| | Mr Tom Lancaster-King |
| Past Presidents | Mr Frank Bush AM (International President until 30 June 2016 and Immediate Past-President from 1 July 2016) |

On behalf of the Council, I am pleased to report to you on the work undertaken during the year ended 30 June 2020. I would like to acknowledge the significant commitment Council members made to

attend Council meetings, in particular in ensuring the meetings that had to be held via Zoom were as effective and interactive as face-to-face meetings.

COUNCIL BUSINESS

2019 Annual General Meeting

The 2019 Annual General Meeting (AGM) was held in Auckland, New Zealand on 1 October 2019. The changes to the Institute's byelaws that were put to members were narrower in focus than in the previous 2 years. The vast majority of members who voted approved all the resolutions put forward, most notably in regard to the period in office for members of Council. The meeting was also a hybrid meeting with members present physically and online.

I would like to thank all members who took advantage of the live streaming of the AGM and I note a recording of the AGM is available on the [cgiglobal](#) website.

New name, brand and post-nominals

The Supplemental Charter that gives effect to the new name – *The Chartered Governance Institute* was sealed on 16 September 2019. At this point all of the new provisions of the Charter and byelaws agreed to by members at the 19 September 2018 Annual General Meeting came into effect.

The Institute went public with the new name on 5 November 2019 and revealed its new logo as well as a new visual identity. The new name represents much more than just a logo but also a broader remit for the Institute that not only includes company secretarial practice but also a greater emphasis on governance. At the same time the Institute launched a new website that you can [access here](#) to gain a better understanding of the Institute's activities.

Whilst the Institute's network of 9 local Divisions will decide for themselves what name is appropriate for them a number of Divisions already have governance in their name or have moved to adopt the global Institute's name. The Institute in Canada has now changed its name to *The Chartered Governance Institute of Canada* and the Institute in Southern Africa has changed its name to *The Chartered Governance Institute of Southern Africa*. In addition, the Institute in Malaysia is now known as *MAICSA: The Governance Institute*, the Institute in Australia is known as *Governance Institute of Australia* and the Institute in New Zealand is known as *Governance New Zealand*.

At the December 2019 Council meeting, a decision was made to reduce the transition period for members to move to the approved new post-nominals. The Council considered feedback that had been received that the length of the transition period to 31 December 2023 has the potential to cause confusion in the marketplace. Accordingly, the Council agreed to ask that all members move to the new post-nominals by 31 December 2020 as follows:

| Level | Post-nominals to 31 December 2020 | Post-nominals from 1 January 2021 |
|--------------------------|--|--|
| Fellow | FCIS | FCG |
| Associate | ACIS | ACG |
| Affiliated Member | CIS (Affiliated) | CG (Affiliated) |
| Graduate | GradICSA | GradCG |

In addition, members are welcome to add CS in brackets after their post-nominal if they are a Chartered Secretary or CGP if they are a Chartered Governance Professional or CS and CGP if they are both.

External engagement

The Institute continues to be an active member of the International Integrated Reporting Council (IIRC). There is an important role that the Institute can play to contribute to the work of the IIRC.

As integrated reporting becomes more accepted into the governance framework of organisations, the role of the Chartered Secretary and Chartered Governance Professional can include championing improved reporting. The Council of the IIRC is mindful that there are a great many reporting frameworks in existence today and so an important focus going forward is how to best position integrated reporting in the context of other reporting frameworks in part, by making the many benefits for stakeholders very clear.

The Institute has also continued its successful association with the Institute of Company Secretaries of India (ICSI) with representatives from both Institutes having participated in various webinars staged by the other Institute with one ICSI webinar attracting over 45,000 participants.

eCommunity

The Institute's new eCommunity went live on 2 December 2019 and has been steadily growing in size and participation ever since. The eCommunity is an online platform through which members and followers of The Chartered Governance Institute can join forum discussions, share ideas and debate issues and topics at the forefront of the profession. The eCommunity encourages a network of professionals to connect, collaborate, develop skill sets, enhance career pathways through conversation as well as accessibility to online resources. The digital eCommunity is available to you whenever you want it.

At the time of writing there were over 3,200 members registered in the eCommunity, with discussion threads covering topics such as ESG reporting, crisis management, Covid-19 and AGMs as well as opportunities for governance professionals around the world to network.

This is a key benefit to members that brings the global nature of the Institute to members in a convenient way. You can access the [eCommunity here](#) and if you have not registered I urge you to do so as I'm sure you'll see value in participation.

The Governance exchange

An interview series branded as *The governance exchange* has been developed with the first set in the series revolving around the impact of Covid-19. The interviews were aired in April and May and were focused on providing viewers with practical takeaways on how their colleagues around the world dealt with the crisis and how they assisted their organisation.

A second set of interviews is in production and will be aired in from September 2020. Under the banner of *The governance exchange* the Institute can highlight its global reach, its global thought leadership and the breadth of topics important to governance professionals.

THOUGHT LEADERSHIP COMMITTEE

The international Institute's Thought Leadership Committee (TLC) has been operating for a number of years and, as a result, continues to develop discussion papers and reports that speak to a broad range of governance issues. The TLC membership is drawn from a number of the Institute's Divisions and so has the ability to compare and contrast governance practices globally across a range of jurisdictions.

There have been 3 thought leadership papers published this year with a fourth in the pipeline which will be ready for publication shortly. All TLC papers are also posted to the Institute's website, [accessible here](#), as well as the eCommunity and form the basis of a discussion thread so that members and non-members can enter into a dialogue with the author(s) as well as hear the views of others.

- **Corporate governance: beyond the listed company**

This paper was written by the committee Chair Peter Greenwood, reviewed by the full TLC and released on Tuesday 28 January 2020. The author agreed to film a short (50 second) video clip that was distributed on social media and appeared on the dedicated landing page as well as leading a discussion in the eCommunity and hosting a webinar produced by the Institute's Hong Kong/China Division.

- **Implementing integrated reporting**

This paper was a joint publication by the Institute and the IIRC Council and was released on 13 March 2020 in much the same way as the Corporate Governance paper. Distribution by the IIRC to their stakeholders via their social media channels and in their newsletter also had the added benefit of introducing the Institute to a new range of professionals.

- **Enhancing individual director accountability**

This paper was authored by John Dinner, reviewed by the full TLC and released in April 2020. The author also convened a discussion on the eCommunity that has been the most active discussion thread for all of 2020.

On 2 June 2020 the international Institute also hosted its first global webinar – *Do we really need to meet: learning from a Pandemic?* The webinar was attended by over 2,800 people and focused on issues surrounding the holding of AGMs and included Amanda Mellor (Standard Chartered Bank), Edith Shih (CK Hutchinson Holdings Ltd), Peter Turnbull (Non-Executive Director) and Chaired by Peter Greenwood.

The Council is grateful to Peter Greenwood from the Hong Kong/China Division who Chairs the TLC and to all of the members of the TLC. As demonstrated by the work outlined above the Institute is fortunate to have members willing to chair as well as participate as members of our committees and give of their very considerable time and expertise.

PROFESSIONAL STANDARDS COMMITTEE

As was reported last year, the Professional Standards Committee (PSC) has fundamentally altered the way it assesses a Division's capacity to deliver the qualifying programmes. The PSC has implemented a Quality Assurance (QA) framework approach that gives greater guidance to Divisions, with commensurate compliance expectations.

Following recent teleconference meetings of the PSC, it can be reported that all 9 Divisions are now fully accredited under the new QA framework and review (re-accreditation) dates have been set to provide PSC with a staggered workload to handle 2 Divisions per year. The completion of the transition to the QA framework approach will allow the PSC to complete a review of its method of operating, to allow some long-standing members to retire from the PSC and to enable new members to join.

The International Council has appointed Leslie Millikan as the incoming Chair of PSC effective from 1 July 2020. Leslie has been on PSC for a number of years and with his extensive background as a legal practitioner, governance professional and academic the Council was very pleased to have a person of his calibre to chair the PSC.

Administration

General administrative support continues to be provided by our external service provider MCI. The range of skills and experience that MCI can bring to the Institute is extensive and has facilitated 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 two key senior individuals to help guide the Institute's progress, the Director General, Tim Sheehy and the Institute Secretary, Cynthia Mora Spencer and their support has been invaluable.

Finally, the Executive Committee structure continues to be a critical and successful component of our governance structure. The Executive Committee meets by Zoom on the first Monday of each month and has been instrumental in maintaining a momentum and focus on key goals between Council meetings. As initiatives within the strategic plan have been progressing at pace the need for a decision-making body to meet regularly has been imperative. The Executive Committee has also been supported by the contribution of the Constitutional Agreements Committee given the extensive changes being undertaken to the Charter & Byelaws.

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: Edith Shih as President (2018 – 2020) (Hong Kong/China), Jill Parratt (Southern Africa), John Heaton (UKRIAT), and Frank Bush (Australia) in his capacity as Chair of the Professional Standards Committee. In addition, I would like to thank all members of Council for their support, commitment and hard work.

Finally, on behalf of all of the Council I would like to thank Edith Shih and Frank Bush for their substantial contribution to the Institute as both are retiring from their positions this year. Edith has been a President of the Institute for the last 2 years but will remain on Council as Immediate Past-President. Edith's guidance and commitment to inclusiveness have been invaluable and left a lasting impression on the Council. Frank Bush has been on Council for a number of years and twice as President as well as Past-President. In addition, Frank has been the Chair of PSC for a number of years, in particular guiding the review of the International Qualifying Scheme and the move to the Quality Assurance framework in place now. The service provided by both Edith and Frank has been invaluable and very much appreciated.

I was elected as President to serve for the 2 years from 1 July 2020. It is an honour for me to work with the talented and experienced professionals that make up our Council and the Executive Committee and, in particular, to serve as your international President.

Annual General Meeting

A date for the 2020 AGM will be determined shortly. As we work through the effects of the pandemic we envisage that the meeting will be a hybrid meeting with the face-to-face component held in Australia. Members will be notified in the usual way as soon as the date and format has been set.

On behalf of the Council



Peter Turnbull AM FCG
International President
14 September 2020