



Corporate Governance Committee

TERMS OF REFERENCE: 12 SEPTEMBER 2016

Accountability

1. The Corporate Governance Committee (the “Committee”) is accountable to the Technical Strategy Board.

Composition

2. The Committee comprises up to 22 members. Its membership will be drawn from investors, non-executive directors, executive directors, auditors (internal and external), company secretaries, and relevant others including academics.
3. While the Committee will include people who are not-members of ICAEW they will not be eligible for the positions of Chairman or Vice-Chairman.
4. Committee members, the Chairman and, applicable, the Vice-Chairman, will be appointed by Council on the recommendation of the Nominating Committee. The members of the Committee will be recommended for appointment by the ICAEW Council through the Nominating Committee. A member of the Committee will normally also be a member of the Technical Strategy Board.

Quorum

5. A quorum at a meeting of the Committee will be one third of the number of members of the Committee (rounded upwards where appropriate).

Powers and authorities

6. The Committee is responsible for ICAEW’s technical and policy work on corporate governance matters.
7. The Committee has the following specific responsibilities:
 - 7.1. inputting to, assisting in, advising or commenting on corporate governance developments (originating from government, regulators, standard setters or other bodies) in the UK, the EU and elsewhere;
 - 7.2. preparing, on behalf of the ICAEW, thought leadership or other publications or statements for the guidance, assistance or information of members and the general public on the topics covered in paragraph 7.1;
 - 7.3. providing a source of experience about corporate governance matters and assisting the ICAEWs representation activities within the UK, the EU and elsewhere; and
 - 7.4. identifying matters to which, in the public interest, attention should be drawn.

Operation

8. The Committee will carry out its responsibilities within the framework of duties contained within the governance handbook
9. The Committee will usually meet four times a year.

10. The Committee will take account of inclusion and diversity in relation to its activities and membership.