



Corporate Governance

TERMS OF REFERENCE: NOVEMBER 2022

Accountability

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

Composition

2. The Committee will have up to 22 members.
3. Membership is normally for a term of three years, renewable once (ie, up to a maximum of six years), unless a business case can be made for longer service.
4. Its membership may include non-ICAEW members as well as ICAEW members
5. Appointments to the Committee require approval of ICAEW’s Nominating Committee.
6. The chair or other member of the Committee will normally also be co-opted as a member of the Technical Strategy Board (unless already on that Board).

Quorum

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

Role

8. The Committee acts in support of ICAEW’s Corporate Governance Department (the “Department”) providing guidance, advice and consultative support in connection with its work relating to corporate governance.
9. In particular, the Committee will assist the Department in:
 - Identifying relevant areas of work that are of importance to ICAEW members or to the ICAEW’s public interest role;
 - Providing input in relation to the development of ICAEW’s strategy, major project proposals and policy positions on relevant matters;
 - Acting as a source of input to, and review of, ICAEW responses and representations to government departments, official bodies, professional and trade associations and other external organisations on relevant matters;
 - Developing thought leadership projects which the Department might lead or participate in and contributing to any such projects;
 - Contributing to the development of guidance or information to members and other stakeholders, including in relation to any events; and
 - Keeping TSB and other areas in ICAEW, informed of issues of significant interest to members or ICAEW’s public interest role.
10. To facilitate a wider pool of expert support for the Department, particularly in specialist areas known to be of ongoing relevance to the work of the Department, the Committee may establish

and maintain one or more specialist groups. The Committee will, with the Department, determine what governance applies to these groups.

11. Nothing in these terms of reference is intended to restrict the Department from seeking support or guidance from outside of the Committee and any groups established by it.

Operation

12. ICAEW's governance handbook applies to operation of the Committee.
13. The Committee will usually meet four times a year.