

# Report of the Council of The Institute of Chartered Secretaries and Administrators

This report to the membership of The Institute of Chartered Secretaries and Administrators covers the period from 1 July 2018 to 30 June 2019.

For the third year in a row the complexity of the proposed changes to the Charter & byelaws saw four Council meetings held during the year. Face to face meetings were held in Toronto in September 2018 and Taipei in March 2019. Teleconference meetings were held in December 2018 as well as June 2019.

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 is a good cross-section of views and skills.

The composition of Council for the period was as follows:

Australia	Mr Peter Turnbull (re-elected Vice-President from 1 July 2018)
	Mr Frank Bush
Canada	Mr Gerry Boose (resigned with effect from 12 May 2019)
	Mr Jean Jeannot (appointed with effect from 15 June 2019)
Hong Kong/China	Ms Edith Shih (elected international President with effect from 1 July 2018)
	Mr Peter Greenwood (appointed with effect from 1 January 2019)
Malaysia	Dr Syed Abdul Hamid Aljunid
New Zealand	Mr Chris Luoni
Singapore	Mr Loh How Yee (resigned with effect from 28 March 2019)
	Mr Nathaniel Vanniasingham (appointed with effect from 29 March 2019)
Southern Africa	Ms Jill Parratt (elected Vice-President with effect from 1 July 2018)
Zimbabwe	Ms Loice Kunyongana
UKRIAT	Mr David Venus (resigned with effect from 30 June 2019)
	Mr Frank Curtiss
	Mr John Heaton
	Mr Tom Lancaster-King (elected with effect from 1 January 2019)
Past Presidents	Mr Frank Bush (international President until 30 June 2016 and Immediate Past-President with effect 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 2019. I would like to acknowledge the significant commitment and achievements Council members made to attend Council meetings (two face to face and two by teleconference) to finalise details of changes for the September 2018 Annual General Meeting ("AGM") as well as further changes for the October 2019 AGM which I will elaborate on below.

## **COUNCIL BUSINESS**

### **2018 Annual General Meeting**

As advised previously, at the Annual General Meeting (AGM) held in Toronto on 19 September 2018, the vast majority of members who voted approved all the resolutions put forward, most notably to change the name of the Institute to *The Chartered Governance Institute*. The result was a positive outcome as the name change now launches the Council's strategy to establish a brand around the wider remit of governance that will set the Institute on a path for future growth.

The changes have been approved by Privy Council but as these changes require the printing and sealing of a Supplemental Charter, we have been advised by the Privy Council that the new name is expected to be formally launched around September/October this year.

The proposal to change the Institute's name will only apply to the international Institute, and it will be up to divisions as to whether they change their local title or the name of their local service company.

I would like to thank all members that took advantage of the live streaming of the AGM. A recording of the AGM is available on the [icsaglobal](http://icsaglobal.com) website.

I would also like to thank members that voted and those who engaged with the Institute in face to face meetings, directly in writing or on social media. My colleagues on Council and myself very much appreciated your comments and feedback and we will be reviewing various ideas and issues arising from this engagement.

### **New name, brand and post-nominals**

The current intention is to formally 'launch' the new name and brand of the international Institute sometime in September/October along with a broad marketing programme. Our **vision** is to be the leader in the practice of governance around the world. Our **mission** is to become the beacon in governance. We will be the best advocates, the best educators and the most active organisation in the promotion of good governance internationally.

The launch of the new brand recognises that the scope of our profession has changed. The Institute will look beyond the role of company secretary and recognise fully the changing roles and responsibilities in the wider world of governance.

The new name positions the Institute as the membership organisation for anyone involved in governance...and the only one that is Chartered. It is self-explanatory, says who we are, but retains the historical reference and status of 'Institute'. Most importantly, the new name continues the mark of quality and high standards that have defined us for over 125 years... the word 'Chartered'.

The Council is also pleased to advise that new post-nominals to accompany the name change have been agreed. Fellows will be able to use FCG, Associates ACG and Affiliated members CG(Affiliated). 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. Members will be advised of the date later this year when these new post-nominals come into effect. There will also be a transition period so that members can continue to use the current post-nominals up to 31 December 2023.

### **New qualifying programme**

From 1 January 2019 a number of divisions of the Institute began offering the newly revised qualifying programme for individuals that wish to become members. As previously advised the new programme is the result of an 18-month international review of what the Institute believes a person needs to know to be a Chartered Secretary and or a Chartered Governance Professional.

The new programme includes a greater emphasis on risk management; a revised focus on finance and decision-making; introduction of a module on development of strategy and boardroom dynamics as well as an updating of applied governance, corporate law and company secretarial practice.

We need to thank the Professional Standards Committee, chaired by Past President Frank Bush, for their hard work and professional leadership in spearheading the new qualifying programme.

### **External engagement**

In October of 2018 the Institute attended, for the first time as a member, a meeting of the International Integrated Reporting Council (IIRC). The Institute has been a supporter of <IR> and now as a member of the Council has an opportunity to provide input into the future direction of this important reporting framework.

A further meeting was held in April this year at which time significant discussion took place on how to further raise awareness of <IR> and encourage more organisations to embrace the framework.

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 an organisation, the role of the Chartered Secretary and Chartered Governance Professional can become a champion for this improved reporting framework.

The refreshed Memorandum of Understanding (MOU) with the Institute of Company Secretaries of India (ICSI) is now in operation across the Institute. There have been a number of enquiries from ICSI members to most of the Institute's divisions. Whilst in an early stage the new ability for ICSI members to study with any division of the ICSA appears to be working well.

Finally, immediately following the Council meeting in Taipei in March, the Hong Kong/China division hosted a conference for the emerging company secretaries of Taiwan, with members from the Hong Kong/China division as well as Council participating as speakers and panellists collaborating with local experts in governance issues common to Taiwan and international jurisdictions. The one-day conference, which was the first major international corporate governance conference in Taiwan, was attended by over 150 professionals and well received.

## **THOUGHT LEADERSHIP COMMITTEE**

Along with the strategic changes referred to above it is important for the Institute to support these changes with substance, in particular in developing leading thinking on a broad range of governance issues. To address this the Thought Leadership Committee (TLC), has stepped up to the task.

First, the survey undertaken with the assistance of the OCED was released in early July 2018. The final report: [\*Shareholder engagement: The state of play\*](#) provides for the first time the views of investors and issuers across ten jurisdictions on the critical topic of shareholder engagement. The company secretary is becoming increasingly involved in the engagement process with both retail and institutional shareholders and this report underscores that trend.

Next, a ground-breaking paper on the [\*21st century AGM\*](#) and an accompanying video was released in late-July 2018. As in any other industry or profession, advances in technology have created disruption but also created opportunities. How well our profession takes advantage of these opportunities will shape the community's perception of us and so work such as this is important to raise the profile of the Institute and position it in the minds of stakeholders as a leading thinker in governance practice.

In August 2018 a discussion paper on [Futureproofing: Technological Innovation, the Company Secretary and Implications for Corporate Governance](#) was released. The rapid pace of change in artificial intelligence, blockchain technology and RegTech will have a dramatic impact on the boardroom and the work of all members. This discussion paper is a must read for all if they wish to stay abreast of how technology impacts on our profession.

Finally, late in 2018 the TLC released a new report – [Minute taking practice: a comparative study](#). The TLC agreed that because minute taking is such a fundamental aspect of members' work, it would be useful and interesting to conduct a comparative analysis of practice across ICSA divisions.

An initial survey was undertaken by our UKRIAT division and it was deemed important to identify to what degree other countries aligned with and – perhaps more interestingly – differed from practices set out in the initial UKRIAT division's survey report. Australia, Canada, Hong Kong/China, New Zealand, Southern Africa and Zimbabwe conducted their own surveys developed from the initial survey results.

A further enhancement to the Institute's thought leadership presence is an enhancement on our website that now provides policy and thought leadership reports from a range of our divisions. We currently provide important reports from Australia, Canada, Hong Kong/China, Southern Africa and UKRIAT. We will continue to add to this member benefit so I urge you to visit the Institute's website on a regular basis.

For much of the year the role of Chair was undertaken by How Yee Low from our Singapore division and in March of this year Peter Greenwood from our Hong Kong/China division took over as Chair 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 time and expertise.

## **PROFESSIONAL STANDARDS COMMITTEE**

The Professional Standards Committee (PSC) has now fundamentally altered the way it assesses a division's capacity to deliver the qualifying programmes. The PSC has now implemented a Quality Assurance (QA) framework that gives greater guidance to divisions, with commensurate expectations. This approach also involves a greater degree of knowledge sharing across the nine divisions on academic governance, assessment methodology as well as learning support.

Five of the nine divisions are now fully accredited under the new system and review dates had been set to provide PSC with a staggered workload to deal with two per year. It was hoped that the remaining four divisions would produce documentation ready for consideration in October 2019.

Further work has also been undertaken to encourage greater collaboration between divisions on student support services. It has been well recognised that improved pass rates can be achieved when students receive well-structured learning and study support.

### **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 table is extensive and has facilitated administrative support for our meetings, hosting the website, assisting with the communication strategy for this year's AGM and more. We are grateful to them. In addition, we are thankful for excellent support received from UKRIAT staff for the proposed changes to the Charter and byelaws and a range of other activities.

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, Simon Osborne.

Finally, the Executive Committee structure has proved to be a critical component of our governance structure. The Executive Committee meets by video conference the first Monday of each month and has been instrumental in maintaining a momentum 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 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: Peter Turnbull (Australia), Jill Parratt (Southern Africa), John Heaton (UKRIAT), David Venus (UKRIAT) and in his capacity as Past-President 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 David Venus and Simon Osborne for their substantial contribution to the Institute as both are leaving their positions this year. David has been a President of the Institute as well as President of UKRIAT and has been on the UK Committee and the Council for many years. His contribution and guidance have been invaluable. Simon Osborne has been the Chief Executive of the UKRIAT division as well as the Institute Secretary for the past eight years. Simon has been a steady hand during a period that has been both challenging, extremely busy but also rewarding and his counsel has been wise and appreciated.

I am pleased to advise that Cynthia Mora Spencer has been the new Institute Secretary since 1 July 2019.

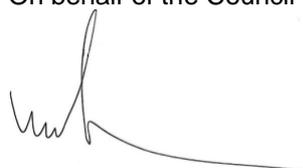
I was elected as President to serve for the two years from 1 July 2018. It is an honour for me to work with the talented and experienced professionals that make up our Council and, in particular, to serve as your international President.

### **Annual General Meeting and October Council meeting**

The AGM will be held in Auckland, New Zealand on Tuesday 1 October 2019 at 18:00 hours to coincide with the Council meeting on 2 and 3 October 2019. This year's AGM will be a hybrid AGM with live streaming provided on a complimentary basis by StreamGate as well as pre-meeting and online voting and participation on the day to be provided on a complimentary basis by Lumi. You can read more about the business of the AGM on the [Institute's website](#).

I encourage all members to log-in and participate, or to vote online or lodge a proxy, if they cannot attend. Further information on live streaming accompanies distribution of the Notice of Meeting.

On behalf of the Council



**Edith Shih FCIS FCS(PE)**  
International President  
22 August 2019