# ICAB Governance Pack 2026–2028 (Lean Committees Model)

## Committee Architecture Summary

To align with the ICAB Strategy 2026–2028 and global governance best practice, ICAB will operate a lean set of standing committees focused on governance, oversight, and specialist judgement; operational execution will be handled by the Secretariat. Time-bound priorities will be delivered through Task Forces with clear deliverables and sunset clauses.

## Committee Terms of Reference (Standard Template)

Each committee ToR should use a consistent structure to strengthen clarity and effectiveness:
1) Purpose and strategic alignment
2) Authority and delegation (Council-delegated decisions vs recommendations)
3) Scope of responsibilities
4) Annual outputs and KPIs
5) Composition (Chair/Deputy, co-option, D&I targets, independence requirements where relevant)
6) Meetings, quorum [1]and decision-making
7) Reporting and documentation
8) Conduct (conflicts of interest, confidentiality)
9) Annual self-assessment and ToR refresh

## Governance & Performance Committee (GNP)

**Purpose**

Strengthen governance and organisational capacity through committee effectiveness, governance framework stewardship and oversight of nominations and succession arrangements (via the NOM sub-committee) aligned to the ICAB Strategy 2026–2028.

[1] "Reference is made to the proposed amendment to the ICAB By-Laws, By-Law 37. (6) The quorum requirement therein, namely that sixty per centum (60%) of the members of a Committee be present at a meeting, will apply to this document."

**Key responsibilities**

- Maintain ICAB governance framework, committee architecture and annual governance calendar.
- Oversee annual committee effectiveness reviews and the ToR refresh cycle; recommend improvements to Council.
- Oversee By-Law reform programme (via time-limited By-Law Review Task Force) and recommend amendment packages to Council.
- Provide oversight of Nominations & Succession through the NOM sub-committee; receive and consider NOM outputs (skills matrix, succession plan, appointments recommendations).
- Submit consolidated governance and nominations recommendations to Council as required; monitor Secretariat support for implementation.

**Minimum annual outputs**

- Governance calendar and committee architecture review (annual).
- Committee effectiveness scorecard and improvement actions (annual).
- By-Law reform programme status report and recommendations (as required; at least annually).
- NOM outputs endorsed (skills matrix; succession plan; appointments recommendations package) (annual cycle).

**Composition**

Minimum 5 members (including governance capability). Council members may serve. Co-option permitted. May co-opt non-members with governance/HR expertise. The Nominations & Succession sub-committee (NOM) is established under GNP; membership may be drawn from GNP with additional co-options as needed.

**Meetings**

Minimum quarterly; additional meetings as required.

**Reporting**

Quarterly report to Council (including NOM matters); annual report to members as applicable.