



ICGN

International Corporate Governance Network

Global Network of Investor Associations (GNIA)

Terms of Reference: Purpose, objectives and activities

Purpose

The GNIA is an international collaboration of investor-led membership organisations with a common interest in promoting shareholder rights and responsibilities and effective standards of governance practices world-wide.

GNIA will not present itself publicly as a body that is distinct from ICGN or individual GNIA members. GNIA members, including ICGN, will maintain their own publications, commentary letters and policies. The GNIA is intended as a collaboration between members of ICGN who manage investor-led bodies in sharing areas of mutual interest and concern that both promotes the ICGN's common position globally and supports one another's efforts in advancing good corporate governance practices in the respective GNIA members' markets locally.

Confidentiality

GNIA deliberations are confidential and members should at all times maintain the Committee's confidentiality and there is an obligation that such confidentiality be maintained.

Objectives

- **Exchange** information between GNIA members, facilitated via the ICGN. This will include periodic conference calls, group emails and updates where members can speak to new publications, consultations or other initiatives where sharing information and collaboration may be useful;
- **Enhance** the capacity of investor associations to disseminate governance-related materials beyond a local jurisdiction to an international audience, therefore contributing to global governance reform efforts and serving as a vehicle for dissemination of global standards in their local market as appropriate;
- **Collaborate** on issues of mutual concern relating to shareholder rights and responsibilities and to actively advocate for reform together, where appropriate, or via the ICGN to provide a global perspective on a local issue; and
- **Share** knowledge and experience, where appropriate, to provide a confidential peer network in managing and directing investor membership associations.

Activities

The activities of the GNIA, facilitated by ICGN who acts as the 'GNIA Convenor' include the following:

- Conduct conference calls allowing for updates and information exchanges to take place at least every three months or more frequently to address specific issues, as deemed relevant by the co-chairs.
- Create a common platform via the ICGN website to highlight GNIA member bodies and provide relevant contact details. The ICGN website may also expand to include a central repository space for GNIA members to post latest policy letters and other relevant information that may be of specific interest to GNIA members and more broadly to the ICGN membership.
- Provide a two-way conduit for information and feedback between GNIA members and ICGN's policy committees, particularly with regard to how particular issues on those committees' agendas are addressed in different jurisdictions and might be used to identify best practice examples and/or areas for concern within ICGN's broader policy agenda and its Global Governance Principles – for example, relating to corporate regulation, disclosure practices, etc.

Membership

The co-chairs of GNIA are responsible for proposing and vetting new GNIA members in consultation with the existing participants in the GNIA. Those invited to take part are expected to be active participants and contributors in GNIA activities. GNIA shall be comprised of employees of investor representative bodies as the GNIA's core membership and who should, at the same time, be fully paid up members of ICGN and in good standing, be an institution with an accomplished or recognized record of activity that is in common with the traditions and mission of the ICGN.

Chairmanship

The co-chairs shall be members of ICGN. One co-chair is recommended by the GNIA Members and one co-chair is recommended by the ICGN Board, which as the GNIA Convenor, has a permanent co-chair position. The Board will appoint one of it's number or delegate authority to the ICGN Executive Director. The GNIA Members themselves approve the recommendations to appoint the co-chairs. Co-chairs of the GNIA shall hold office for a two-year term commencing from the first meeting of the GNIA held after the Annual General Meeting, which is subject to consultation with the ICGN Secretariat and the ICGN Board.

Conflicts of interest

Members of the GNIA should disclose all (including potential) conflicts of interest, (such as exploitation of any property, information or opportunity), arising through business or other relationships to the Committee (Co-)Chair(s) and the ICGN Secretariat as soon as they become aware of the conflict or ought reasonably to have become aware of the conflict.

Contacts

For further information about GNIA please contact current co-chairs: Mauro Cunha (mcunha@amecbrasil.org.br).