The INTERNATIONAL COUNCIL OF MANAGEMENT CONSULTING INSTITUTES

CMC - GLOBAL

ICMCI

Annual Meeting

2025-2026

ICMCI Board Charter Update

Proposed Purpose- and Scopedefinition from GNC

AI Note: In accordance with the highest standards of professional ethics, the ICMCI guidelines on the "Responsible Use of AI in Management Consulting" are strictly adhered to.
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ICMCI Board Resolution to assign GNC updating the charter

Board Charta (Board Meeting November, 18th 2025)

> ***Directors' responsibilities and Board charter***
> *The Board Charter dates back to 2014 and requires a full update. While the bylaws are current, the charter no longer reflects present responsibilities. The Chair formally assigned the update to the GNC, requesting Robert (GNC Chair) to lead the task*

Following an initial review, GNC decided to draft a new charter from scratch, using the original version solely as a reference to review the final draft.

Board Charter: Draft outline

The high-level outline

To be presented and discussed with the delegate in AMD 2026

- **The purpose of the board charter**
- **The scope of the board charter**
- The reference / interface to other governing documents specifically the bylaws.

Board Charter: Purpose

- Explains the ultimate aim.
- Answers the question: “What is it for?”
- Describes the expected outcome.

Board Charter: Scope

- Defines the operational boundaries.
- Answers the question: “Where does it apply?”
- Lists exclusions and interconnections with other documents/rules.

Board Charter: Purpose
As discussed by GNC

The purpose of this Charter (BC) is to define the contextual principles, roles, responsibilities, and decision-making processes that guides the conduct of the ICMCI board in a manner that advances its community through a clear and up-to-date reading of the global context in which it operates and in allignment with the ICMCI vision and mission, while being consistent with the ICMCI bylaws, standards, values and Code of Conduct.

The document aims to ensure ethical behaviour, integrity, transparency, accountability, inclusion, responsible awareness in the use of advanced technology, and high-quality contribution.

Further to that the board is expected to facilitate effective oversight, risk management, and continuous improvement across the organization.

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Board Charter: Scope

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Board Charter: In-Scope Elements 1/4

Board Role, Authority & Reserved Matters

- Primary role of the Board: long-term stewardship, sustainability, and global impact.

Defining and Managing ICMCI strategic pathways to include:

- The description of the initiative including the purpose, definition of the outcome and expected impact.
- Planning of the implementation including timeline , required resources, responsibilities, risks , and interfaces to other initiatives.
- Oversight and evaluation to include KPIs and a documented progress report.

- **Governance Architecture & Positioning**
  - Hierarchy: Bylaws prevail in cases of inconsistency.
  - Recognition of Member Institutes (IMCs) through their Delegates as the ultimate "owners" to whom the Board is accountable.
  - Explicit links to ICMCI's vision, mission, strategic plan, and core values.
  - The systematic promotion of listening initiatives and support for young CMC members, by activating a healthy and equitable growth pathway for ICMCI's future.

Board Charter: In-Scope Elements 2/4

- **Reserved Matters for Delegates/Annual Meeting:**
  - Constitutional amendments, dissolution, and core elections.
- **Reserved Matters for the Board:**
  - ED appointment/evaluation, strategic plan and budget approval, risk appetite, and major institutional decisions.
- **Composition, Skills & Diversity**
  - Principles-level rules on target Board size and role-based seats.
  - High-level competency matrix expectations (e.g., finance, strategy, digital, global membership, professional standards).
  - Formal commitment to geographical, gender, and background diversity.
  - High-level overview of nomination, rotation, and re-appointment limits completing the bylaws

Board Charter: In-Scope Elements 3/4

- **Officer Roles & Responsibilities**
  - **Chair:** Focus on governance leadership, agenda-setting, Board–ED relationship, and high-level representation (avoiding operational intervention).
  - **Treasurer:** Financial strategy, oversight, risk leadership, and chancing the Finance & Audit/Risk Committee.
  - **Secretary:** Compliance, governance administration, legal filings, and official records.
  - **Ex-Officio:** Executive Director is the head of the Executive Management.
  - Other positions to cover specific requirements. **Delegation to Executive Management**
  - Explicit framework delegating day-to-day management to the Executive Director.
  - Principle of "collective Board authority" (individual directors cannot issue instructions to staff or interfere in operations).

Board Charter: In-Scope Elements 4/4

- **Conduct, Ethics & Working Methods**
  - High-level commitments to the Code of Ethics, CMC standards, confidentiality, collective responsibility, and public communication limits.
  - Meeting mechanics: provisions for virtual/hybrid meetings, consent agendas, governance calendars, paper distribution timelines (e.g., 7 days in advance), and urgent decision procedures.
- **Committees & Continuous Improvement**
  - Principles governing standing committees (Governance & Nominations, Finance & Audit/Risk, Professional Standards/Certification) and time-bound working groups.
  - Framework for structured director induction, ongoing Board development, biennial self-assessments, and annual ED performance reviews.

Board Charter: Out-of-Scope

- Detailed operational mechanics are extracted and maintained in standalone, easily updatable governance policies

Thank you, members of GNC

- Nick Warn
- Andre Vaccaro
- Gurdeep Talwar
- Antonella Lorenzini
- Gulsum Akhtamberdiyeva
- Reema Nasser