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The Governance
Institute

The Competency Framework for Governance Professionals

Contents

Comments, questions and observations

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Introducing The Competency Framework for Governance Professionals

The Competency Framework for Governance Professionals supports the development of company secretaries and governance professionals by identifying the behaviours required for high performance in a company secretarial or governance role.

These behaviours are grouped into three areas in the framework: Understanding, Practice and Values. In each area a collection of the key attributes or core competencies that sit at the heart of good governance are identified.

The framework describes how these core competencies are exemplified through professional behaviours. Together, they define what an effective company secretary or governance professional knows, does and believes. This provides a clear picture of the role for governance professionals and those who work with them.

By describing how each competency can be demonstrated in practice at different levels, the framework helps individuals at all career stages to review and plan their professional development. It also offers a benchmark for those who are recruiting and developing others, and assessing the governance capability of their organisation.

The model has been created in consultation with a wide community of practising company secretaries and governance professionals. Those who took part in its development included ICSA members and practitioners from outside the professional body who together represented different roles, sectors and levels of experience. Experienced recruitment and HR specialists also shared insights into how employers' expectations of governance professionals are evolving.

The framework is a versatile tool that can be applied in many ways. A template for use in self-assessment or the appraisal of others is provided at the end of this paper.

The evolution of good governance

Over the last decade, the role of the company secretary has grown in scope from technical expert to strategic enabler. Increased regulation and emphasis on governance across all sectors and organisations suggest that this trend will continue and that demand for skilled professionals who can balance regulatory compliance with their organisation's commercial interests and social purpose will remain high.

This increased demand has also stimulated growth in governance roles outside the traditional secretariat team in larger organisations. ICSA's new designation of Chartered Governance Professional, alongside the time-honoured designation of Chartered Secretary, recognises this. The revised syllabus for the ICSA qualifying programme, which comes into full effect from autumn 2019, redefines the knowledge base of company secretaries and governance professionals. Those who achieve chartered status are qualified by education and experience to use either designation or both and have the flexibility to present their understanding, practice and values according to their professional context.

Being an effective company secretary and/or governance professional means enabling the board to set and achieve the strategic goals of the organisation. This requires mastery of specialist knowledge combined with strong values, emotional intelligence and the ability to apply understanding in the particular context of the organisation and its wider environment.

The Competency Framework model

The Competency Framework for Governance Professionals comprises 12 competencies divided into three areas. These three areas are:

Understanding
What I know. Knowledge of the essential practical and theoretical information required for good governance and how to apply it.

Practice
What I do. The skills and expertise that company secretaries and governance professionals bring to their roles.

Values
What I believe in. The values that inform and sustain an effective governance professional.

Proficiency levels

The Competency Framework for Governance Professionals recognises four levels of proficiency, which may broadly but not exclusively map to different career stages.

Entry	Emerging	Established	Excelling
Those at the entry level work on process and research-led activities, often including administrative and organisational tasks that support the work of the team. Their activities are largely supervised by others.	Those at the emerging level are trusted to work independently on a portfolio of activities. They may take the lead on specific initiatives and may have some responsibility for the activities of others.	Those at the established level show mastery in their work. They are trusted advisers and leaders, who exercise good judgement across planned and unplanned situations.	Those at the excelling level play a valued part in strategic leadership. They influence the governance agenda, are frequently consulted and actively support the development of other governance professionals.

The framework can help practitioners to define which levels they have achieved in different areas of competency, and work to fill gaps in their development or to plan their move from one level of proficiency to the next.

If someone's activities and achievements are all at the excelling level, they are likely to be recognised and rewarded as a consummate company secretary or governance professional. However, it is important to recognise that some people could be working at an emerging level in one area of competency and at entry level in another as a reflection of their particular role, experience and what their career has required of them to-date rather than their capability.

The can-do nature of company secretaries means that they are often given additional responsibilities, especially within medium and smaller sized organisations. This can include responsibility for data protection, the HR or facilities functions, health and safety as well as the oversight of strategic projects. These additional responsibilities are not included in the framework.

Some company secretaries will work in in-house or professional service teams, whereas others may be the sole governance professional in their workplace and need to draw on networks and other external resources for support. The framework is sufficiently broad to apply to these different contexts as well as across all sectors.

Understanding

What I know – Knowledge of the essential practical and theoretical information required for good governance.
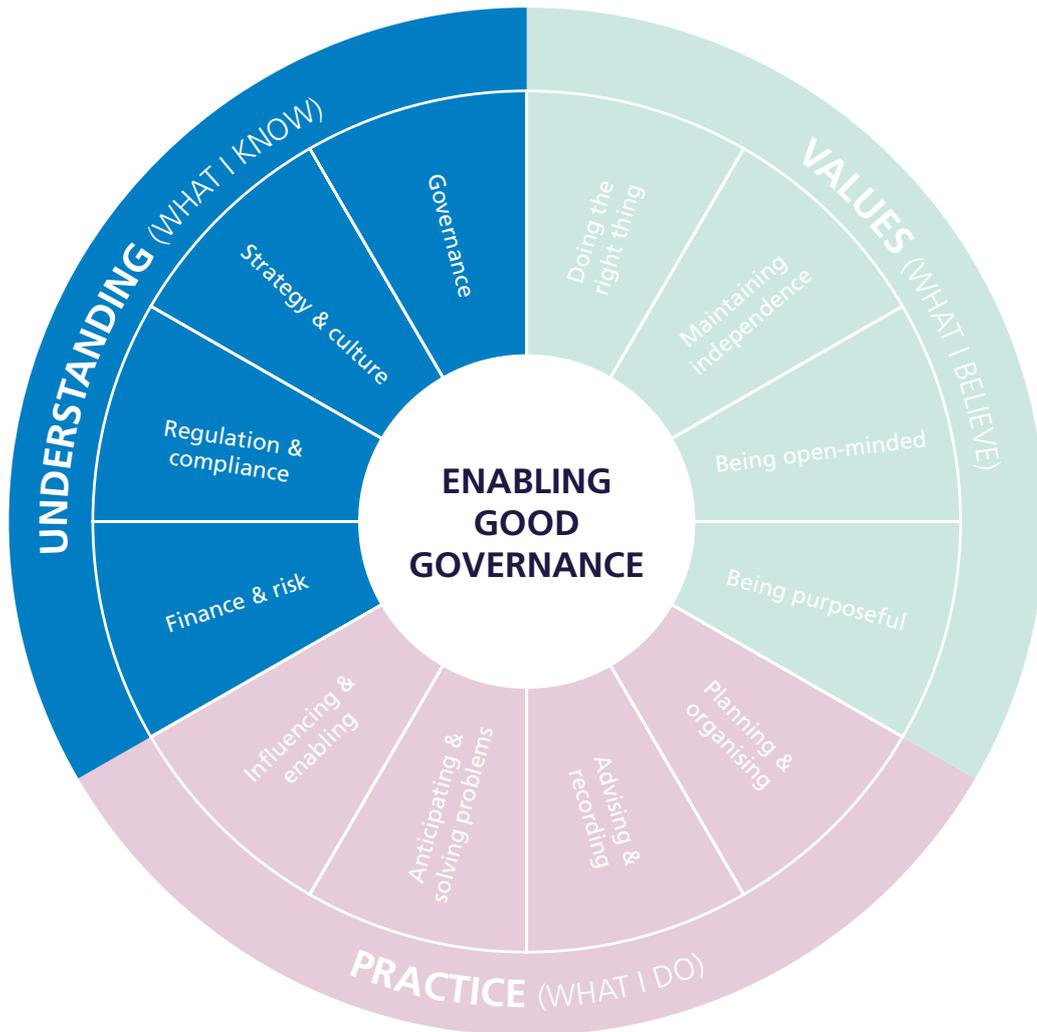
An overview of the 'understanding' competencies

The core understanding that a governance professional needs can be gained in three ways: by studying the ICSA qualifying programme; taking an accredited master's programme in corporate governance; or the study and practice of a range of different disciplines. These include law, finance, strategy, risk, compliance, company secretarial practice and organisational psychology.

The foundation that the qualification provides is, however, only the starting point. The technical and regulatory understanding that company secretaries and governance professionals need is maintained through continuous professional development. Lifelong learning is essential for keeping technical expertise up-to-date as law, regulation, technology and market practices continue to change.

Company secretarial and governance roles in all sectors, including charity and not-for-profit, also require commercial acumen to make the necessary connections between the organisation's business model and its governance framework.

The process of learning and reflection is not just to maintain technical understanding. It embraces the communication, judgement and interpersonal skills that are needed for the effective application of knowledge. These can include analytical skills, ability to structure a discussion, summarise an argument, propose a solution or simply to empathise and understand the position of others. These kind of competencies are learned through doing and observing, and develop with experience.

Behaviour statements for governance, regulation and compliance, and finance

Core understanding	Entry	Emerging	Established	Excelling
1. Where the governance principles, the sources of law and regulation relating to the organisation come from, what they require and what impact they have 2. Where authority and accountability lie in the organisation 3. The needs and requirements of stakeholders 4. The processes and practices that are critical to the smooth operation of the organisation 5. Financial concepts and regulation and how financial concepts relating to the organisation should inform board decision making 6. Financial controls and how to read and interpret financial statements and reports 7. The purpose and requirements of the reporting obligations of the organisation	Knows where to seek further guidance	Knows where to obtain further guidance if necessary and is able to explain these concepts to colleagues	Is a source of further guidance for others and able to explain these concepts to the board	Exercises authority over and accountability for the governance function
		Able to identify potential issues, escalating as appropriate, and contributes to internal discussions	Able to identify potential issues and resolve most problems, challenging colleagues and third parties where appropriate, escalating rarely	Be an authoritative voice on these issues, able to draft or commission internal communications and present to the board
			Able to contribute to technical discussions on these issues internally and amongst professional peers	Contributes to technical discussions on these issues with government and regulators where appropriate, and across the sector which may include speaking at events and/or contributing articles to professional magazines

Behaviour statements for strategy, risk and culture

Core understanding	Entry	Emerging	Established	Excelling
1. The concepts underlying strategy: what it is, how it works, how it is developed and some of the concepts used by strategic consultants	Knows where to seek further guidance	Knows where to obtain further guidance if necessary and is able to explain these concepts to colleagues	Is a source of further guidance for others and is able to explain these concepts to the board	Exercises authority over and accountability for the governance function
2. The issues surrounding the identification, management and reporting of risk 3. The psychology of the organisation, the types of behaviours that may be exhibited and the impact of these behaviours on others	Beginning to develop an understanding of the dynamics and behaviours within a business	Identifies potential issues, escalating as appropriate, and contributes to internal discussions	Identifies potential issues and resolves most cases, challenging colleagues and third parties where appropriate and escalating rarely	Is an authoritative voice on these issues, is able to draft and commission internal communications and present to the board
4. The process of strategic change and the obstacles and enablers to it 5. Organisational and especially boardroom dynamics, understanding that different people have different motivations		Understands the behaviours and dynamics exhibited within the business and their impact on others	Contributes to discussions on strategy, risk and culture internally and amongst professional peers	Provides effective support for the chair through deep understanding of issues of boardroom dynamics and the interpersonal skills necessary to be the trusted adviser of all in the boardroom

Practice

What I do – **The skills and expertise brought to the role.**

An overview of the 'practice' competencies

Company secretaries and governance professionals apply and share their technical, strategic and commercial understanding through good practice. This is done across a broad range of activities that support the board in its role to create systemic change, assess shareholder and stakeholder interests and balance short-term performance with the long term stability of the organisation.

Enabling good governance involves keeping abreast of good practice, technological developments and changes in the political, social and commercial environment. One of the most important attributes for professionals in the 'practice' competencies is curiosity and the ability to keep learning. It is essential to maintain the habit of looking upwards and outwards despite the demands of a busy role.

Behaviour statements for planning and organising

Core practice	Entry	Emerging	Established	Excelling
Enables the board to develop a robust schedule for governance and compliance by structuring contributions effectively	Organises for the current period and to next board meetings (c. 1–4 weeks)	Plans the board schedule to next period (c. 3 months)	Plans current and future board schedules (c. 1 year)	Sets the long-term planning and strategy (3 years)
	Undertakes logistical and functional activity against a prescribed plan	Responsible for early stage routine planning, anticipating issues and proposing solutions	Plans the annual work cycle, with awareness of issues beyond it	Directs others' planning and prioritising with a view to the medium and long term and ensures the responsiveness and flexibility of the governance function
	Works under supervision, but prioritises own workload and is trusted to get the basics right	Manages single or specific projects	Oversees programmes with responsibility for the implementation of multiple projects and quality assurance of outputs	Acts as a sponsor for projects outside own field
	Works largely within own team or department	Works across the organisation	Is organisationally focused but with good awareness of the wider picture	Actively engages with wider sectoral issues

Behaviour statements for advising and recording

Core practice	Entry	Emerging	Established	Excelling
Maintains currency in all matters relevant to the organisation, in order to provide timely advice, and produces an accurate audit trail via minutes and reporting	Has a practical administrative focus – more recording than advising	Advises on process at subsidiary levels and to peers across the organisation	Advises the board and internal stakeholders within and outside formal meetings and sets governance standards	Ensures that the board addresses the right questions and effectively balances commercial and regulatory priorities
	Is close to the detail, with recent learnings in practice, process and technologies and adds value to the team by suggesting innovations	Draws on internal and external sources of information to provide basic but useful advice which anticipates the board's questions	Alert to and advises directors or trustees upon emerging issues with relevant information	Proactive in identifying approaching themes and mobilising the board to address upcoming issues
	Ensures that records are clear, concise and timely	Produces clear, accurate minutes – noting meeting dynamics as well as decisions and rationale	Provides a clear organisational memory through accurate minutes that are balanced and fair	Records minutes diplomatically but clearly, giving an accurate, true and fair understanding to internal and external readers and future colleagues
	Undertakes research to a brief – gathering, assimilating and refining relevant information to enable effective decisions	Gathers information and feedback for improvement, including informal knowledge from incoming and/or outgoing directors or trustees	Commissions and quality assures research and information for the board to ensure that it adds value to decision making	Ensures that papers and minutes are written with awareness of increased continuous scrutiny

# Behaviour statements for anticipating and solving problems

Core practice	Entry	Emerging	Established	Excelling
Anticipates, identifies, and solves problems and records and shares learnings to prevent issues from recurring	Reduces risk of problems by taking care to follow process and prioritising effectively	Develops processes that prevent problems and plans ahead to avoid delays	Anticipates pitfalls and prevents surprises, solving problems before they are recognised as such	Anticipates strategic problems, engages with the right people and mobilises resources to solve them
	Finds immediate solutions to practical problems and escalates those of a more complex or sensitive nature	Offers multiple solutions, understanding the commercial implications of alternative choices but empowers others to own the decision	Provides a protective shield identifying what is rightly a problem for the board, and helping to find constructive, ethical and commercially astute solutions	Uses organisational memory and wider sector insight to balance routine business and crisis management, recognising the significance of problems and choosing which to address
	Observant and curious, developing an understanding of the organisation's problems and solutions	Prioritises problems according to urgency, importance and impact, and forms an appropriate response	Draws upon experience and intuition to decide when to intervene to provide fresh perspective and when to challenge constructively	Can push back without being seen to obstruct, is creative in finding alternative solutions and demonstrating commercial benefit from regulatory obligations
	Starts building relationships as a support network to draw upon in finding solutions	Remains calm and reassuring, seeking to understand the motivations of people as a means of building engagement	Seeks and shares best practice from internal and external networks and mentors developing governance professionals	Recognises board behaviour and dynamics and actively enables robust discussion and decision making

Behaviour statements for influencing and enabling

Core practice	Entry	Emerging	Established	Excelling
Builds and maintains effective relationships with a wide range of internal and external stakeholders in order to influence governance and compliance and develop the appropriate skills, behaviours and understanding in the board and across the organisation	Establishes network to acquire information internally and externally, often via professional study group or online community	Influences internally upwards and sideways, often through writing, and represents team in dealings with others	Manages stakeholder relationships with the board within and beyond the organisation	Uses internal and external networks effectively, leveraging relationships and exchanging knowledge
	Builds trust and confidence through reliable execution of tasks and forms internal relationships through collaboration and teamwork	Has a reputation as a safe pair of hands and a dependable person	Uses network to help to connect others and enhance organisational reputation	Uses reputation to get things done and to influence governance practice beyond the organisation
	Aware of own strengths and can adapt approach according to the situation	Shows impartial understanding of situations and supports shared action	Recognises and feeds back to directors and peers on board dynamics and enables board development and effectiveness	Respected as a trusted enabler of the board with strong strategic, commercial and regulatory understanding
	Understands the nature of professional relationships and uses a variety of different forms of communication	Uses understanding of individual motivations to manage relationships	Understands the subtleties in personal relationships and uses insights to enable good discussions and decisions	Exerts subtle influence, often behind the scenes, drawing on accrued respect of peers to get issues addressed fully and fairly

Values

What you believe in – The values that sustain effective company secretaries and governance professionals.
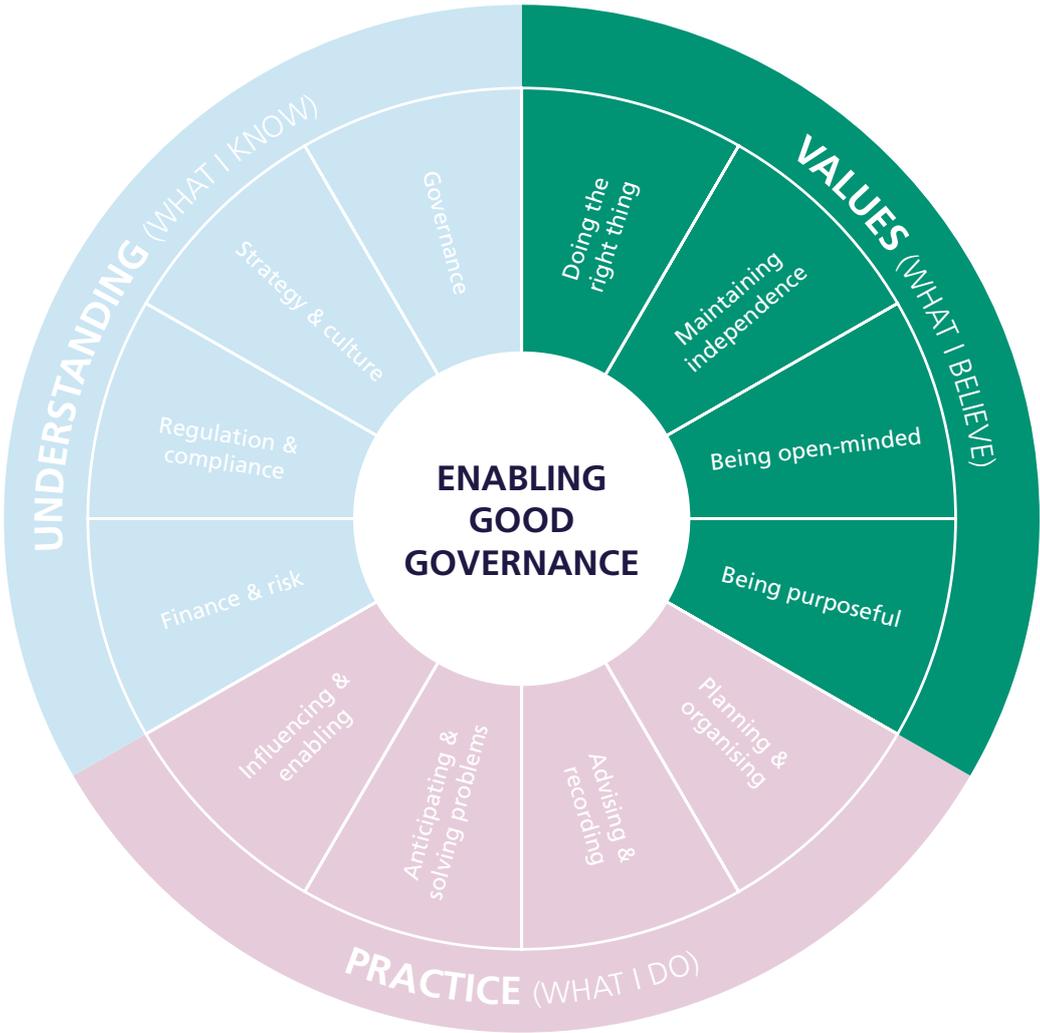
An overview of the 'values' competencies

These competencies demonstrate the values that motivate and sustain company secretaries and governance professionals and enable them to make their distinctive contribution to their organisations and boards.

Values play a big part in attracting people to the profession and helping them to succeed within it. They can be developed through observation, experience and practice and reinforced through professional networks and peer learning. The role of a governance professional can be lonely at times and a reliable network can prevent professional isolation and provide support, guidance and inspiration, especially at times of significant change or crisis.

The values that company secretaries and governance professionals hold are present from the earliest stages of their careers. Similar to the 'understanding' competencies, what changes as people progress are the opportunities to apply them in their organisations and the wider environment, which evolve with seniority and experience.

Many of these competencies and the behaviours that express them are described in the Code of Professional Ethics and Conduct to which our members and students adhere.

Behaviour statements for doing the right thing

Core values	Entry	Emerging	Established	Excelling
1. Acting with integrity, discretion and humility 2. Being transparent where appropriate and having a strong ethical compass 3. Embodying the organisation's corporate conscience	Asks if decisions are in the organisation's best interests	Understands the reasoning behind decisions and what best serves the organisation	Consistent and visible as the conscience of the organisation and embeds its values and behaviours within the team	Acts as a role model; trusted and trusts others, treats humility as a strength and is aware of own personal visibility
	Adheres to established rules on transparency and communication	Exercises diplomacy in challenging situations and keeps confidences	Trusted as a keeper of secrets and exercises good judgement about confidentiality	Clarifies the boundaries of what is and is not right and articulates the distinction between organisational and personal benefit
	Is open about mistakes and knows when to ask for help	Prepared to make, justify and stand by unpopular decisions	Balances discretion and transparency effectively	Facilitates ethical discussion and knows when lines are, or appear to be, crossed
	Delivers on commitments to others to build credibility	Straightforward and fair, prepared to act on information even when it is uncomfortable	Authentic and courageous in influencing others to do the right thing and focuses on what is right for the organisation in any given context	Equally available to all directors or trustees

Behaviour statements for maintaining independence

Core values	Entry	Emerging	Established	Excelling
1. The ability to see all sides of an argument; to focus on what's best for the organisation and to remain neutral in facilitating decision making 2. Remaining calm and composed, and balancing the varying – often conflicting – needs of all stakeholders 3. Understanding your own and others' biases	Remains true to the role by being evidence and process-led and following established policies and procedures	Draws upon a robust technical knowledge and is unafraid to challenge legacy practices to improve process or compliance	Ensures that reporting lines and relationships support independence	Acts as a wise counsellor available to all, is patient and does not rush to judgement, sees all sides of an argument and is prepared to play devil's advocate to facilitate debate
	Asks for help and guidance, to understand the background and context when unsure	Reaches own conclusions without being easily influenced and knows when to seek guidance	Calm and unemotional, focusing on what is best for the organisation and its stakeholders	Is a lone voice when necessary, representing the interests of the organisation
	Remains calm and composed under pressure of workload or a crisis	Uses a wide range of sources, asks questions and avoids taking things at face value	Maintains objectivity with all colleagues, regardless of seniority and remains neutral in facilitating decision making	Can be knowingly silent or withhold personal views in order to be seen as listening
	Can identify bias and avoids being swayed by powerful and/or negative voices	Can identify own conscious and unconscious bias and works to mitigate them	Has high awareness of conscious and unconscious bias in self and others and maintains objectivity with colleagues, regardless of seniority	Seeks to mitigate personal bias and the bias of others to achieve good boardroom dynamics

Behaviour statements for being open-minded

Core values	Entry	Emerging	Established	Excelling
1. Easy to work with and respectful of others 2. Willing to learn and remain open to challenge and innovation 3. Understanding your own strengths and weaknesses	Approachable, curious, asks questions and starts conversations	Ensures that people are engaged in effective dialogue and can mediate between opposing views without taking sides	Is the trusted sounding board for directors or trustees and the leadership team who is recognised as offering commercial as well as technical insight	Is inclusive and respectful to all, whether on the board or not, and avoids 'group think'
	Demonstrates a commitment to learning by experience and asks for opportunities	Receptive to new ideas from a variety of sources – always learning	Treats everyone with respect, and considers all points of view	Actively seeks a wide range of opinions but maintains a professional distance in order to retain objectivity
	Respects the pressures on and motivations of other people and offers support accordingly	Looks beyond the immediate team hierarchy for role models and learns from others	Always learning and encouraging others to do so too	Instils a strong learning culture across the team and leads by example
	Embraces change	Offers and trials new solutions to problems	Understands own strengths, weaknesses, and acts accordingly	Listens to all views and is willing to change opinion or take the middle ground where necessary

Behaviour statements for being purposeful

Core values	Entry	Emerging	Established	Excelling
1. Confidence, tenacity and resilience 2. Being courageous, committed and capable 3. Working well under pressure 4. Being authoritative without being autocratic	Has the courage to ask for help from others and to start relationships across the organisation	Has the confidence to speak appropriately in meetings	Confident but not overbearing; calm, consistent and authoritative	Unflappable in the boardroom and well-practised when speaking up
	Recognises the importance of the mechanical parts of the role and undertakes even the most routine tasks to a high standard	Equally prepared for strategic and logistical tasks and moves easily between them	Shows resilience when dealing with powerful personalities and emotions and demonstrates perseverance in the face of challenges	Solutions-driven and demonstrates tenacity, resilience and persistence in reaching the right decision
	Works effectively under pressure and shows tenacity and commitment	Will commit to deliver projects that have genuine benefit but low visibility	Maintains professional standards in all dealings	Uses external networks for support on sensitive or difficult matters to avoid professional isolation
	Seeks out jobs that will stretch and develop skills	Proactive and seeks a wider remit beyond comfort zone	Recognises and celebrates success to reward and motivate others	Brings a long term perspective and commercial awareness to decision making

Assessment grid

This template helps you to apply the framework to aid self-assessment or an assessment of others. Use it in conjunction with the levels and the behaviour statements to create a picture of current performance and achievements.

		Entry	Emerging	Established	Excelling
UNDERSTANDING	**Governance**				
	Strategy and culture				
	Regulation and compliance				
	Finance and risk				
PRACTICE	**Influencing and enabling**				
	Anticipating and solving problems				
	Advising and recording				
	Planning and organising				
VALUES	**Doing the right thing**				
	Maintaining independence				
	Being open-minded				
	Being purposeful				

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The Institute of Chartered Secretaries and Administrators