

Thought Leadership Committee

Charter & Terms of Reference

As of April 8, 2025

1. INTRODUCTION

1.1 Charter Statement

The **Thought Leadership Committee** (hereafter referred to as the "Committee") of the **Institute of Corporate Directors** (hereafter referred to as "ICD") aims to advance the organization's mission of promoting the highest standards of corporate governance in the Philippines. The Committee provides strategic oversight and guidance on curriculum development, research, and faculty management to ensure that ICD remains as the leading authority in corporate governance education and thought leadership.

Through its initiatives, the Committee champions best practices, fosters innovation, and ensures that ICD's educational programs and publications are recognized as the best in the sector by being intellectually rigorous, practically relevant, and aligned with emerging trends and regulatory developments.

1.2 Purpose of the Committee

The Committee contributes to fulfilling the vision and mission of the Institute of Corporate Directors (ICD):

- a) **Reviewing and supervising the content development of ICD courses**
 - i) **Curriculum Development** - Reviewing, developing, and approving the course curriculum of ICD to ensure that all courses provided are intellectually robust and grounded in practical applications, and that the most recent innovations in the discipline of corporate governance and related fields are incorporated; and
 - ii) **New Course Design** - Supervise the design, production, and approval of new courses.
- b) **Supervise ICD's research and publication initiatives**
 - i) **Research** - Supervise the production of case studies and other research to support ICD courses;
 - ii) **Content Production** - Supervise the publication of materials to support ICD courses; and
 - iii) **Intellectual Property** - Develop, protect, and enforce ICD's IP Policy.
- c) **Recruit, select, and develop ICD Faculty**
 - i) **Faculty Accreditation** - Provide and implement a rigorous process for recruiting, accepting, and assessing ICD faculty members; and
 - ii) **Faculty Development** - Supervise faculty orientation, training, and development.

1.3 Constituencies

The Committee supports:

- a) Other ICD Committees, as to the development of their respective courses and materials;
- b) ICD Faculty, as to their recruitment, assessment, and development;
- c) ICD Members, as to the creation of new content and resources that they can apply to their profession; and
- d) ICD advocacy partners, as to production of content that promotes ICD's mission and vision.

2. MEMBERSHIP

2.1 Composition

The Committee shall consist of nine (9) regular members plus a pool of advisers. The Chairperson shall be appointed by the ICD Board of Trustees.

The Vice-Chairperson shall be elected by the Committee from its regular members. The regular members and advisers shall be appointed by the Committee Chair and confirmed by the Supervising Trustee.

2.2 Qualification

Committee members must be ICD faculty members with expertise in corporate governance, research, education, or related fields. They must demonstrate a commitment to advancing ICD's vision, mission, and values (VMV).

2.3 Disqualification and Removal

Members may be disqualified or removed from the Committee if they:

- a) Fail to meet the minimum attendance requirements for Committee meetings;
- b) Engage in activities that are contrary to ICD's VMV;
- c) Have conflict(s) of interest that cannot be mitigated;
- d) Are subject to disciplinary actions imposed by ICD; and
- e) Have been convicted of moral turpitude or offenses by courts or similar regulatory agencies or bodies.

2.4 Term of Office

The Committee Chairperson is appointed by the ICD Board every year and shall serve a maximum term of three consecutive (3) years. The Chairperson may be re-appointed after a cooling-off period of one (1) year.

The Committee members and advisers shall likewise be appointed every year by the Chairperson and confirmed by the Supervising Trustee.

2.5 Vacancy

Vacancies shall be filled through the same appointment process and the replacement shall serve the remainder of the unexpired term.

2.6 Compensation

Committee members and advisers serve on a voluntary basis and receive no compensation for their services as members or advisers of the committee.

2.7 Committee Secretariat

The ICD Research and Development Team shall serve as the Secretariat and provide administrative support, maintain records, and coordinate meetings and activities of the Committee.

3. POWERS, DUTIES, AND RESPONSIBILITIES

3.1 Powers of the Committee

The Committee has the authority to:

- a) Set and implement research and publication agenda;
- b) Review and approve new courses and research projects;
- c) Continuously monitor and evaluate existing courses and research projects;
- d) Establish policies and guidelines related to faculty accreditation, evaluation and retention, and curriculum development;
- e) Enforce intellectual property protection;
- f) Form subcommittees for special projects and initiatives; and
- g) Make recommendations to the ICD Board of Trustees on matters under its purview.

3.2 Duties and Responsibilities

The Committee shall essentially be a Working Group of ICD Members who champion best practices and new innovations that will facilitate the continuing fulfillment by ICD of its role as the country's learned society on corporate governance.

To fulfill the purpose of the Committee, it shall perform the following roles:

3.2.1 Curriculum Enhancement and Review Board

As the Curriculum Enhancement and Review Board, the Committee oversees the design, production, and delivery of ICD courses by:

- a) Conducting quarterly review of the ICD integrated curriculum;
- b) Assessing and approving course proposals and modifications;
- c) Reviewing and approving courses initiated by other committees; and
- d) Encourage the design/development of new ICD-branded courses aligned with the ICD governance advocacy, ideally after such courses are successfully run by the program committees; equivalently, encourage the periodic refresh of existing ICD courses.

3.2.2 Editorial Board

As the Editorial Board, the Committee manages the development and implementation of ICD's research and publication initiatives by:

- a) Conducting a quarterly review of the ICD research and publication agenda; and
- b) Evaluating and approving learning materials and research outputs.

3.2.3 Intellectual Property Enforcement and Protection

As the Implementor of ICD's Intellectual Property Policy, the Committee is responsible for:

- a) Conducting an annual review of ICD's Intellectual Property (IP) Policy; and
- b) Enforcing ICD's IP Policy to protect and safeguard proprietary content.

3.2.4 Faculty Accreditation and Performance Supervision

As the Faculty Accreditation and Performance Supervising Authority, the Committee manages faculty-related initiatives by:

- a) Recruiting faculty members who can effectively conduct courses as well as develop new contents and offerings;
- b) Conducting regular review of the faculty accreditation and evaluation policy;
- c) Implementing faculty accreditation and evaluation policy;
- d) Ensuring that for all offerings where ICD will issue certifications, speakers are accredited. This applies to new faculty members, current faculty with near-marginal evaluation scores, or those who have not conducted a course in the past two years;
- e) Removing faculty members who consistently fail to meet the minimum performance criteria and/or have no teaching role for two years, following evaluation with due process;
- f) Facilitating coaching process for faculty with low or near-marginal ratings to provide guidance and support for performance improvement;
- g) Supervising biannual faculty summits (held during the 1st and 3rd quarters of each year);
- h) Overseeing the annual faculty orientation program for new faculty (if not integrated with the faculty summit); and
- i) Supervising other faculty activities and initiatives.

4. MEETINGS

4.1 Frequency

The Committee shall meet every quarter, with additional meetings as required.

4.2 Quorum

A majority of the Committee members shall constitute a quorum.

4.3 Voting Requirements

Decisions shall require a majority of present members provided there is a quorum. In case of a tie, the Chairperson may cast a vote to break the tie.

4.4 Presiding Officers

The Chairperson presides over meetings. In his/her absence, the Vice-Chairperson assumes this role.

4.5 Notice of Meetings

Notices shall be sent at least seven (7) calendar days before a scheduled meeting.

4.6 Attendance

Members are expected to attend all meetings. Missing three (3) meetings without valid reasons may result in removal.

4.7 Conflict of Interest

Members must disclose conflicts of interest and recuse themselves from decisions where conflicts exist.

4.8 Pre-Reading Materials, Minutes, and Records

Pre-reading materials must be submitted at least 48 hours before the meeting, except in urgent cases. If no points are raised before the meeting, the materials will be considered agreed upon. The Minutes of the Meeting will be circulated seven (7) calendar days after the meeting. All Committee meetings will be recorded and archived.

5. REPORTING AND LIMITATIONS

5.1 Reporting to the Board of Trustees and the President

The Committee shall report to the Board of Trustees through the Supervising Trustee and shall provide updates to the President as required.

5.2 Performance Evaluation

The Committee shall conduct an end-of-year assessment of its targets and report its findings to the Board.

6. CONTRIBUTION OPPORTUNITIES FOR ICD MEMBERS

The Committee's work program should provide opportunities for ICD Members to participate and contribute to the vision and mission of ICD, by:

- a) Serving as a committee member, adviser, or faculty;
- b) Volunteering or contributing to the exercise of the Committee's various functions; and
- c) Facilitating linkages with stakeholder groups, civil society, and organizations with similar interests.

7. INTERPRETATION

Any ambiguity in this Charter shall be resolved by the ICD Board of Trustees.

8. EFFECTIVITY

This Charter shall take effect upon approval by the ICD Board of Trustees and shall remain in force until amended or revoked.

9. AMENDMENTS AND REVISIONS

Amendments to this Charter shall require a majority vote of the ICD Board of Trustees and shall be effective immediately upon approval.