

**Institute of Corporate Directors
Thought Leadership Circle (The Circle)
Charter & Terms of Reference
As of: May 2016**

I. Charter Statement [WHY the Circle exists]

The Circle contributes to fulfilling the vision and mission of the Institute of Corporate Directors (ICD) by assisting the Thought Leadership Committee of ICD's Board of Trustees (The Committee) in:

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

II. Constituencies [WHO the Circle serves]

- a. Other ICD Circles, as to the development of their respective courses and supporting materials;
- b. ICD Faculty, as to their recruitment, assessment, and development;
- c. ICD Fellows, as to new content that they can apply for their profession; and
- d. Audiences of ICD advocacies, as to production of content that further fulfills ICD's mission and vision.

III. Core Activities [WHAT the Circle does]

The Circle shall essentially be a **Focus Group** of ICD Fellows and affiliates who will 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 its Terms of Reference, the Circle shall assist the Committee in:

- Being the ongoing **Review Board** for the design, production, and delivery of ICD courses;
- Being the **Editorial Board** responsible for the creation, implementation, and development of ICD's research and publication initiatives;
- Being the **Implementing Agency** for ICD's Intellectual Property Policy; and
- Being the **Accreditation and Supervisory Authority** for ICD Faculty.

IV. Critical Areas of Study [WHAT the Circle will concentrate on]

The following matters are what the Circle will focus its attention on to fulfill its Terms of Reference:

- Course design, assessment, and development;
- Research and publication agenda-setting and implementation;
- Intellectual property protection and enforcement;
- Faculty recruitment, accreditation, assessment, and development; and
- Discipline updates and trend assessment.

V. Committee Supervision [HOW the Circle functions]

To fulfill the Circle's Terms of Reference, the Circle meets with, and is supervised by, the Committee. With circle members as consultants, the Committee shall:

- a. Meet at least quarterly to exercise its functions, and in this regard, supervise biannual faculty summits.
- b. Establish and implement the following policies:
 - Consolidate, continuously review, and develop an integrated curriculum for all ICD Courses;
 - Draft, develop, and implement ICD's research and publication agenda;
 - Draft, develop, and implement ICD's intellectual property policy; and
 - Design, develop, and implement ICD's faculty accreditation and assessment policy.
- c. Supervise faculty recruitment and development initiatives / activities, including the development of an annual faculty orientation program for new faculty

VI. Course Ahead: Proposed Work Program [HOW the Circle as supervised by the Committee will fulfill its Charter Statement]

- a. Activities as a Review Board for the design, production and delivery of ICD courses
 - Quarterly review of the ICD integrated curriculum
 - Course assessment and provision approval
- b. Activities as an Editorial Board for ICD's research and publication initiatives
 - Quarterly review of the ICD research and publication agenda
 - Materials assessment and provision approval
- c. Activities as the Implementing Agency for ICD's Intellectual Property Policy
 - Annual review of the ICD intellectual property policy
 - Enforcement of ICD intellectual property policy
- d. Activities as the Accreditation and Supervisory Authority for ICD Faculty
 - Annual review of faculty accreditation and assessment policy
 - Implementation of faculty accreditation and assessment policy
 - Supervision of biannual faculty summits [1st and 3rd Quarter of each year]
 - Supervision of an annual faculty orientation program for new faculty (if not already integrated with faculty summit)
 - Supervision of other faculty recruitment and development initiatives / activities
- e. Activities as a Focus Group of ICD Fellows and affiliates
 - Quarterly Committee / Circle Meetings
 - Maintain circle email list

VII. Contribution Opportunities for ICD Fellows [HOW ICD Fellows can contribute]

The Circle's work program provides many opportunities for ICD Fellows to participate and contribute to the vision and mission of ICD, including:

- Service on the Circle;
- Specifically volunteering / contributing to the exercise of the Circle's various functions; and
- Facilitating linkages with stakeholder groups and civil society organizations with similar interests.

- End -