

## **CONSULTING GROUP CHARTER**

### ***ICD's Vision***

By 2024, ICD will be widely recognized as the key catalyst in effecting positive change in the corporate governance ecosystem for inclusive and sustainable development.

### ***ICD's Mission***

To advocate good governance and stewardship in the corporate sector for the benefit of society.

### ***ICD's Core Values***

Independence, Solidarity, Patriotism, Integrity & Ethics, Excellence, Social Responsibility

## **I. Objectives**

- a. Act as a board advisory to companies in evaluating their governance practices, board performance and effectiveness
- b. Provide concrete, direct, and interactive engagements or interventions with boards
- c. Utilize the Intellectual Capital of ICD Experts and Members

## **II. Scope of Work**

- a. Assessment of a company's board structure, board composition, board dynamics, board processes, corporate governance charter and best practices
- b. Conduct of interventions
- c. Quality assurance of reports

## **III. Responsibilities**

The ICD Consulting Group's primary responsibility shall be to develop the institutional capability within ICD to deliver professional, competent and timely consulting services and/or execute and deliver breakthrough results relating to Corporate Governance concerns of its various stakeholders. In pursuit of this primary mandate to develop and evolve the institutional capability of ICD, the Consulting Group shall have the following responsibilities:

- (a) To identify the areas of Corporate Governance development in the country and in the region in which ICD, its fellows and members, and the network of associations that it maintains, can best contribute towards meeting Corporate Governance development

- (b) To promote the services of the ICD Consultancy Group and identify companies within the targeted sectors that are ready and willing to improve their governance practices through partnerships with the ICD Consultancy Group.
- (c) To work closely with the Fellows and Membership Committees to identify and classify the corporate governance development skills and expertise existing in its roster of Fellows and Members, as well as identify the areas towards which new Fellows and Members need to be recruited into the ranks of ICD Network of Consultants.
- (d) To establish the network of consultants by identifying and recruiting potential members to deliver board services, and develop the various types of engagement that will properly compensate the Fellows and members, or associated organizations, who are retained by ICD to render consulting services or participate in the delivery of programs or completion of projects.
- (e) To capacitate, mentor, and evaluate the network of consultants to ensure the group continues to provide quality service.
- (f) To develop and implement plans and programs for the Group which is aligned to ICD's overall strategy and vision.
- (g) To oversee the development of frameworks, program designs, toolkits, exercises, and worksheets to ensure consultants are able to deliver consistent and quality outputs.
- (h) To develop and monitor partnerships that will help in delivering the Groups objectives.

#### IV. **MEMBERSHIP**

- a. The Chair is appointed and elected on an annual basis immediately after the ICD Annual General Meeting and Board Elections.

- b. The number of Committee members may be adjusted upon the recommendation of the Membership Committee Chair but will be no fewer than five members.

**V. Third-Party Board Evaluation**

- a. Marketing Strategy
  - i. Prepare a packaging pitch to companies that will highlight the value and vantage point of Third-Party Board Evaluation
  - ii. Prepare 3 packages for this service
  - iii. Explore other sectors aside from publicly listed companies such as insurance and private companies
- b. Invite other Members to join the Consulting Group

**VI. Plans and Activities**

- a. Acquire more companies availing the Third-Party Board Evaluation
- b. Strengthen the brand
- c. Revisit the content, processes, pricing, and other services
- d. Deepen the facilitator bench and engage other experts (ie. Technology)
- e. Engage StEP and TechGov committees
- f. Research initiatives
- g. Regulatory partnerships



## ANNEX 1: Packages for Third-Party Board Evaluation

<b>3rd Party Board Evaluation</b>	<b>Package A</b>	<b>Package B</b>	<b>Package C</b>
Investment Fee inclusive of VAT	392,000	280,000	89,600
Interaction and consultative meeting with seasoned directors and experts in ICD	✓	✓	
Summarized 3-page board assessment	✓	✓	✓
Detailed Report	✓		
Presentation of findings to the Board of Directors	✓		
Quantitative Survey to all directors	✓		✓
Up to 12 director interviews	✓		
Up to 5 director interviews		✓	

### Notes:

- All packages include quality assurance of senior ICD Consultant.
- NDAs will be signed by parties.
- Package A includes both director interviews and survey assessments.
- Package B only includes director interviews.
- Package C only includes survey assessments.