

ICD CEBU CHAPTER CHARTER

(Adopted on 02 December 2022)

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

1. ROLE OF ICD-CEBU

The ICD Cebu Chapter shall be established to contribute to achieving the vision and mission of the Institute of Corporate Directors (ICD) by:

- a. Raising awareness of the existence and advocacy of ICD;
- b. Expanding the membership of ICD; and
- c. Proposing activities and other forms of engagement for Cebu-based members to encourage continuous participation and involvement.

2. MEMBERSHIP

- a. ICD-Cebu shall be composed of ICD individual and corporate members with good standing who fall within any of the classifications below:
 - i. A resident of Cebu, or
 - ii. Involved in a company based in Cebu, or
 - iii. Those who are not a resident of Cebu nor involved in a company based in Cebu provided permission shall be sought from the ICD-Cebu Chairman.
- b. Those who wish to join ICD Cebu shall accomplish and submit an application form to the ICD-Cebu Chairperson and Vice-Chairperson through the ICD Secretariat.
- c. There shall be no limit as to the number of members of the chapter.

3. STRUCTURE AND MEMBERSHIP

- a. ICD-Cebu shall function collaboratively with the Membership Committee.
- b. ICD-Cebu shall be composed of the Chairperson, Vice-Chairperson, Program Committee Representatives, and members.
- c. The Chairperson and Vice-Chairperson shall be elected on an annual basis immediately after the ICD Annual General Meeting and Board Elections.
- d. Each ICD Program Committee shall consider at least one (1) representative from ICD-Cebu.
- e. The Program Committee Representatives are expected to:
 - i. Encourage and promote active participation of members of the ICD Cebu Chapter to the activities, programs, and courses offered by ICD, and
 - ii. Attend Program Committee meetings and report to the ICD Cebu Chapter.

4. PROCEEDINGS

- a. The Cebu Chapter shall meet at least four (4) times a year or as often as it considers necessary. The Chairperson will call for the meeting, but any member may initiate a request for a meeting.
- b. The ICD Secretariat shall be responsible for preparing materials for the meeting at least three (3) days prior the scheduled meeting and minutes of the meeting within two (2) weeks after the meeting.
- c. The Cebu Chapter shall organize a major event every other year and a minor event in between. This includes membership recruiting and inductions, Professional Directors Programs, hybrid seminars, and Cebu Chapter Meetings

5. REPORTING RESPONSIBILITIES

- a. The Cebu Chapter shall prepare and submit to the Board a year-end report on its activities and accomplishments. The report shall include recommendations, if any, to improve the various programs, as well as suggested changes or new ideas for consideration by the Board.
 - b. Before the end of the calendar year, the Committee will submit to the Board the proposed activities for the succeeding year, together with the supporting budget.
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