

## **MEMBERSHIP COMMITTEE 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

*This Charter establishes the purpose, composition, responsibilities, and operations of the Membership Committee.*

### **I. ROLE** (*Why the Committee exists*)

This Committee is established to contribute to achieving the vision and mission of the Institute of Corporate Directors (ICD) by:

- a. Identifying and recommending specific plans to achieve membership growth, most especially in the number of Fellows;
- b. Suggesting activities and other forms of engagement to promote and encourage members' continued involvement.
- c. Reviewing policies and processes of the ICD to ensure efficient delivery of services to Members.
- d. Taking the lead in recruitment of new members.
- e. Developing programs to drive membership growth and engagement.

### **II. MEMBERSHIP**

- The Chair is appointed and elected on an annual basis immediately after the ICD Annual General Meeting and Board Elections. The incumbent Chair of the Membership Committee shall be an ex-officio member of the Fellows Committee.
- The number of Committee members may be adjusted upon the recommendation of the Membership Committee Chair but will be no fewer than five members.

### **III. CONSTITUENCIES** *(Whom the Committee serves)*

This Committee serves ICD members who are:

- Helping, supporting, and participating in ICD's events, programs, and advocacy of good corporate governance; and
- The top directors, executives, and leaders in the Philippine corporate sector.

### **IV. GOVERNANCE** *(How the Committee operates)*

This Committee is composed of the Chairperson, Vice Chair, and 13 ICD members who are all in good standing and actively participate in various ICD events and programs.

The ICD Board shall appoint the Committee Chairperson. The Chairperson will be responsible for ensuring that the Committee achieves its objectives. The Chairperson will also be responsible for setting the Committee's agenda and overseeing its activities for the year. The Chairperson may organize specific sub-committees within the Committee to perform special functions.

The Committee Chairperson is given the privilege of selecting the Vice Chair. The Vice Chair will assume the responsibilities of the Chairperson, in case the latter is not available.

Membership to the Committee is voluntary.

The ICD Secretariat shall be providing technical and administrative support to the Committee.

The Committee reports directly to the Fellows Committee of the Board.

### **V. RESPONSIBILITIES** *(What the Committee does)*

To achieve its goals, the Committee shall:

- a. Propose to the Board a marketing plan to promote the ICD and its goals and communicate to its target market for potential members the benefits that ICD members enjoy. The plan shall include, among others, strategic initiatives to connect to potential members and successfully win new members;
- b. Provide oversight to the ICD Membership Team on the execution of the marketing plan;
- c. Recommend to the Board activities that support the interests of members, with the end in view of attaining a high level of engagement and achieve member retention;

- d. Discuss and submit to the Board possible policy changes that will improve relationships and interaction among members; and
- e. Work with the Secretariat to ensure efficient execution of activities led and promoted by the Committee.

## **VI. PROCEEDINGS**

The Committee shall meet at least four 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.

The ICD Secretariat is responsible for preparing materials for the meeting and preparing the minutes of the meeting within two weeks after the meeting.

## **VII. REPORTING RESPONSIBILITIES**

- a. The Committee 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.

