

## **STRATEGY EXECUTION PATHWAY 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 Strategy Execution Pathway (StEP) Committee.*

### **A. ROLE (why the Committee exists)**

ICD believes that good governance within a corporation should not stop at the level of compliance but become deeply ingrained into its culture and practices. It should likewise assist the corporation in accomplishing its primary objectives of adding value to its stakeholders and the nation as a whole. Governance, when properly applied, can transform a company through enhanced performance and sustainability. ICD's tool for this purpose is the Strategy Execution Pathway (StEP) which focuses on strategy design and execution.

The StEP Committee has been organized to:

1. Promote the use of StEP and similar systems in companies thru their boards of directors and senior management team;
2. Recognize those corporations and their boards who have achieved breakthrough results in performance as a result of StEP and similar systems
3. Provide all Fellows and members of ICD with a basic understanding of StEP.

### **B. CONSTITUENCIES (whom the Committee serves)**

The Board of Directors and senior management team of companies can benefit from the use of StEP, such as:

- Publicly Listed Companies
- Family-Owned and Controlled Corporations
- Government Owned and Controlled Corporations
- Non-Profit Organizations

- Micro-Financial Institutions
- Cooperatives

### **C. GOVERNANCE** (*how the Committee operates*)

The Committee shall be Fellows and members who commit to its objectives and are willing to serve as facilitators or provide other support for its activities.

The Committee members shall elect from among themselves the Committee Chairperson and Vice Chairperson. The Board of Trustees of ICD may ask a nonperforming chairman to step down and ask the vice-chairman to assume his/her roles for the remainder of the term.

The Chairman will be responsible for seeing to it that the Committee achieves its objectives. He/She will be responsible for setting the Committee's agenda and overseeing its activities for the year. The Chairman may organize specific committees within the Committee to perform special functions. The Vice Chairman will assume the responsibilities of the Chairman in case he/she is not available.

The ICD Board Services Team shall act as the permanent secretariat providing technical and administrative support. A budget for the Committee's activities will be provided by ICD.

### **D. RESPONSIBILITIES** (*what the Committee does*)

The responsibilities of the Committee are to:

1. Identify, recruit, capacitate and evaluate Circle members who will contribute to the realization of the Committee's objectives;
2. Develop and implement plans and an annual program for the StEP Committee which is aligned to ICD's overall strategy and vision;
3. Promote StEP and identify companies within targeted sectors that, by virtue of their impact on the economy and society, can benefit from StEP;
4. Enhance the StEP framework, modules, and interventions;
5. Oversee the training and interventions for companies/organizations that have engaged ICD for the StEP program; and
6. Recognize companies that have achieved breakthrough results thru the use of StEP and similar systems as Islands of Good Governance

## **E. PROCEEDINGS**

The Committee shall meet at least four (4) times a year or as often as it considers necessary. The Chairman will call for the meeting, but any member may initiate a request for a meeting. A quorum for a meeting of the Committee is two thirds of its members. Decisions on behalf of the Committee can be made by a simple majority during a meeting at which a quorum is present.

The ICD Board Services Team is responsible for preparing materials for the meeting and preparing the minutes of the meeting within two (2) weeks after the meeting.

## **F. REPORTING RESPONSIBILITIES**

Before the end of the calendar year, the chairman of the Committee will submit the proposed agenda and calendar of activities for the succeeding year to the CEO of ICD who will review it. The Committee chairman and ICD CEO will agree on the final agenda and calendar then jointly endorse the same to the Board of Trustees. The Committee shall prepare a year-end report which summarizes the activities and accomplishments of the Committee for the year.

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