

FELLOWS 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

1. PURPOSE

The role of the Fellows Committee is to support the Institute of Corporate Directors' Vision, Mission and Values by overseeing the policies for ICD Membership, recruitment of new members and the retention of current members.

2. MEMBERSHIP

a) Committee Membership

The Chair and Committee members will be selected from among incumbent ICD Trustees and approved by the ICD Board on an annual basis immediately after the ICD Annual General Meeting and Board Elections.

The number of Committee members may be adjusted upon the recommendation of the Fellows Committee Chair but will be no fewer than five members. The incumbent Chair of the Membership Committee shall be an ex-officio member of the Committee.

3. RESPONSIBILITIES

a) Committee Duties

- To ensure that applicants meet established membership criteria.

- To coordinate and supervise the checking of the requisite examinations and interviews of applicants.
- To establish a pool of competent examination checkers and interviewers, and conduct regular reviews of their performance.
- To recommend to the ICD Board the acceptance of applicants who pass the examinations, interviews and other requirements as new ICD members.
- To oversee briefings and orientation of new members on ICD's charter, advocacies and their expected roles.
- To induct newly approved members.
- To welcome new members and greet them at ICD events.
- To monitor member retention by reviewing overall member participation every quarter.
- To coordinate with the Membership Committee and Management on activities which will improve membership engagement and retention.
- To conduct an Annual Review of the "lessons learned" and the "Committee's overall performance" during the previous year, and to report the results of the Review to the ICD Board at the Annual Retreat.
- To develop and regularly update the Membership Application and Approval Manual and ensure its proper implementation.
- To review any membership appeal (e.g. questions from members on the approval of membership applications) and provide the applicant concerned the opportunity to respond, and recommend appropriate measures to ICD Board.
- To investigate complaints against members for violations of ICD's Code of Ethics and other infractions, and recommend appropriate actions to the ICD Board.

b) Committee Meetings

- The Chair of the Fellows Committee will be responsible for setting the meeting agenda. Committee meetings shall be held quarterly, but

special meetings may be called by the Fellows Committee Chair whenever deemed necessary

c) Commitments of a Fellows Committee Member

- Attend at least 50% of all FC meetings.
- Attend at least 50% of all ICD regular events.
- Initiate and institute policies and procedures to meet the Members' Retention Target in ICD's scorecard.
- Provide an opportunity for the introduction of ICD to organizations to which the Fellows Committee member belongs.
- Chair interview panels or participate in interviews of applicants at least once per quarter.

4. ICD MEMBERSHIP, QUALIFICATIONS AND CRITERIA

a) Honorary Fellow (FICD) – this title is bestowed by invitation and recognition from the ICD Board, to distinguished personalities who have provided *significant contributions* to corporate governance advocacy.

b) Life Fellow (FICD) – this title is bestowed to individuals who are active regular members for 20 years, of which at least 10 years as Fellow, upon endorsement of Fellows Committee and approval of the Board.

c) Fellow (FICD)

- EDUCATION

Completion of the Institute's Professional Directors Program (PDP).

- EXAMINATION & INTERVIEW

Has demonstrated sufficient familiarity with the various director issues that the Professional Directors Program covers. Must be able to pass the exam and undergo panel interview.

- EXPERIENCE

Must be or have been a member of the board of a recognized and reputable professional / business / government / non-government organization for at least 2 years.

- ETHICS

Commitment to ethics, social responsibility and corporate governance as manifested by a pledge to participate in the Institute's advocacy. Names of candidates are posted prior to acceptance for evaluation by Fellows and Graduate Members on their integrity and reputation.

The accreditation process should not take more than two (2) months, from submission of the written examination given at the end of the PDP up to member's confirmation of acceptance.

d) Regular XP (MICD)

- EDUCATION

No PDP required. An individual may become MICD by invitation, nomination, or application through the Membership Committee.

- EXAMINATION & INTERVIEW

No examination needed, but applicant would still undergo interview by a panel of designated Fellows, unless waived by Membership Committee for valid reasons.

- EXPERIENCE

At least five years (5):

- Relevant board directorship experience
- As associate or full professor in CG matters
- As CG professional

- ETHICS

Commitment to ethics, social responsibility and corporate governance as manifested by a pledge to participate in the Institute's advocacy.

Names of candidates are posted prior to acceptance for evaluation by Fellows and Graduate Members on their integrity and reputation.

The accreditation process should not take more than two (2) months, from the date of acceptance of the nomination or application by the Membership Committee up to member's confirmation of acceptance.

Process of elevation from MICD to FICD: Must complete PDP or equivalent 40 hours of ICD course, pass exam, and undergo interview, unless waived by the Fellows Committee, on highly exceptional cases.

e) Regular Graduate Member (GICD)

- EDUCATION
Completion of the Institute's Professional Directors Program (PDP).
- EXAMINATION & INTERVIEW
Has shown sufficient familiarity with the various director issues that the Professional Directors Program covers. Must be able to pass the exam and undergo panel interview.
- EXPERIENCE
Membership in the board of a recognized and reputable professional / business / government/ non-government organization for at least two years is **not** required.
- ETHICS
Commitment to ethics, social responsibility and corporate governance as manifested by a pledge to participate in the Institute's advocacy. Names of candidates are posted prior to acceptance for evaluation by Fellows and Graduate Members on their integrity and reputation.

The accreditation process should not take more than two (2) months, from submission of the written examination given at the end of the PDP up to member's confirmation of acceptance.

Process of elevation from GICD to FICD: Upon meeting the relevant board experience requirement, the member shall submit request form providing sufficient proof on the required board experience for elevation to Fellow.

f) Associate Member (AICD)

- EDUCATION

At least college graduate. Has attended cumulative eight (8) hours of any of the following ICD training programs or interventions: Corporate Governance (CG) Orientation, Strategy Execution Pathway, ASEAN Corporate Governance Scorecard, and future programs as may be deemed appropriate by the Fellows Committee.

- ETHICS

Commitment to ethics, social responsibility and corporate governance as manifested by a pledge to participate in the Institute's advocacy. Names of candidates are posted prior to acceptance for evaluation by Fellows and Graduate Members on their integrity and reputation.

Additional requirements:

Endorsed by an ICD Fellow, member or staff and subsequently passed due diligence by the Fellows Committee.

Must attend at least one event per year to retain membership,

The accreditation process should take not more than one (1) month, from submission of application form and CV to confirmation of acceptance.

- g) Corporate Membership – this title is bestowed to company representatives who are board directors or C-level executives who avail of the corporate member package for three (3) or more representatives. Acceptance is subject to vetting based on the CV by the Fellows Committee. Corporate representatives may subsequently apply as individual members.
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