

# **National Association of Corporate Directors New York Chapter Inc.**

## **PROGRAM COMMITTEE CHARTER**

### **Purpose**

The Program Committee, in collaboration with the Chairman and President and with the support of the full Board and its Sponsors, conceives and delivers regularly scheduled programs and other educational events that will attract the interest and participation of corporate directors. In furtherance of this mission, the Committee is responsible for identifying and proposing to the Board programs that are forward looking, content rich and present varying perspectives of experienced corporate directors, top executives and leading subject matter experts; and designing, developing and organizing the programs and events selected by the Board.

### **Membership**

The Committee shall be composed of three or more Directors appointed by the Board. The Board shall designate the Chairman or Co-Chairs of the Committee.

### **Meetings**

The Committee shall meet at least three times annually or more frequently as it shall determine is necessary to carry out its duties and responsibilities. The Chairman will schedule regular meetings; additional meetings may be held at the request of two or more members of the Committee, the President, or the Chairman of the Board. Meetings of the Committee are open to all Directors and Sponsor representatives interested in supporting the Committee in its efforts, and the Committee may seek advice and participation of other advisors and supporters as it deems appropriate.

### **Duties and Responsibilities**

In carrying out its responsibilities, the Committee shall propose, develop and oversee Chapter efforts to:

1. Design programs that address fresh topics of compelling interest to directors and are likely to stimulate lively discussion among participants.
2. Take account of suggestions and feedback from NACD members, as well as the subjects and timing of other NACD National and chapter programs and NACD publications, and periodically review corporate governance related current events in considering topics and format for Chapter programs.
3. Work with Chapter Sponsors, Directors and other Chapter supporters to identify and liaise with the best available speakers, panelists, moderators and/or facilitators of appropriate standing, expertise and public speaking

ability (including, where appropriate, members of the media) to deliver stimulating and insightful programs.

4. Arrange appropriate coordination and communication among the individuals delivering specific programs sufficiently in advance of the programs.
5. Ensure that notices, venue, and all other necessary arrangements are properly addressed by the Chapter Administrator as appropriate for ensuring successful programs.
6. Develop, sufficiently in advance of each series of Fall and Spring programs, a specific plan for programs to be held in the upcoming season and a tentative plan for the following season.
7. Maintain minutes of meetings and report to the Board the results of Committee meetings.
8. Periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.
9. Perform such other duties as are necessary or appropriate to further the Committee's purposes, or as the Board may from time to time assign to it.

The Committee shall liaise with NACD National staff as necessary and appropriate, including to prevent the scheduling of events at times that might overlap with other NACD events.