



National Association of Corporate Directors

CHAPTERS COMMITTEE CHARTER

Purpose

The Chapters Committee shall assist the Board of Directors in fulfilling responsibilities relating to the oversight of the NACD Chapter System.

Membership

The Committee shall be composed of three or more Directors appointed annually by the Board. The Board shall designate the Chair of the Committee.

Meetings

The Chair may call Committee meetings, which shall be held regularly; additional meetings may be held at the request of two or more members of the Committee, the CEO, or the Chair of the Board of Directors.

Duties and Responsibilities

1. Review, recommend, propose warranted changes to, and monitor progress of Chapter strategy and guidelines provided to the Chapters in order to enhance alignment between NACD and the Chapters.
2. Review, approve and support management's recommendations, processes, and implementation procedures for national policies relating to the alignment of efforts, actions, and operations.
3. Make recommendations to management on ways to improve Chapter support and alignment in ways that further enhance NACD's ability to meet organizational goals and provide Chapters with ways to serve as the "center of gravity" and "knowledge exchange" for directors in their areas.
4. Make recommendations to enhance communications between NACD management, Board, Chapters Committee, and Chapters.
5. Review and recommend approval of initiatives designed to enhance and align the Chapter system based on management's proposals. Monitor progress of Chapter implementation per approved plan.
6. When schedule permits, visit with Chapters in coordination with management in order to augment programming with boardroom expertise, serve as an ambassador of NACD's national leadership, and witness firsthand the quality of Chapter programming, operation, and alignment.

This Committee monitors and oversees the implementation of diversity, equity, and inclusion commitments related to the scope of authority described in this Charter.