

**Corporate Directors Forum**  
**Executive Committee Charter**  
Effective 8-13-10

**I. Structure**

The Executive Committee (the “Committee”) of the Board of Directors (“Directors”) of the Corporate Directors Forum (“Organization”) shall consist of the Chair of the Board, the Vice Chair of the Board, the Secretary, the Treasurer, the chairs of each committee of the Board, and the penultimate Chair of the Board, each of whom is to be annually appointed by the Board to serve at its pleasure. The Chair of the Board will serve as the Chair of the Committee and the Vice Chair of the Board will serve as the Vice Chair of the Committee.

**Rules of Procedure**

The Committee may determine its own rules of procedure with respect to the call, place, time and frequency of its meetings. In the absence of such rules, the Committee will meet at the call of its Chair as appropriate to accomplish the purposes of the Committee. Notice of meetings of the Committee shall be given as provided by the Bylaws of the Organization,

**Committee Secretary**

The Secretary will act as the Secretary of the Committee; attend all meetings and keep minutes of the Committee's proceedings.

**Executive Director**

The Committee is responsible for evaluating the performance, compensation, and career development of the Executive Director of the Organization and for making recommendations to the Board for the hiring, termination, or disciplinary action relative to the Executive Director. Subject to the policies and procedures developed by and the oversight and monitoring of the Committee, the Executive Director is delegated the authority to implement the strategy approved by the Board, manage the day to day operational affairs of the Organization in a professional and competent manner, and act on behalf of the Organization. The Executive Director shall coordinate and superintend the activities of activity-based committee chairs.

The Executive Director will advise committee members of all meetings called by the Committee; arrange with the Chair or other convening authority for preparation and distribution of the agenda and supporting materials for each meeting; at the direction of the Chair, make the necessary logistical arrangements for each meeting, and carry out other functions as may be assigned from time to time by the Committee.

**Quorum**

A majority of the members of the Committee will constitute a quorum for the transaction of business.

## **II. Duties and Responsibilities**

The primary duty of the Committee is to act on behalf of the Board on all matters not specifically reserved by the Board for full Board action. Matters not delegated to the Committee include:

- The amendment of the Organization's Articles of Incorporation;
- The amendment or repeal of the Organization's Bylaws or the adoption of new Bylaws;
- The amendment or repeal of any resolution of the Board unless by its express terms is so amendable or repealable;
- The filling of vacancies of the Board;
- The appointment of other committees of the Board or members thereof;
- The approval of budget matters not delegated to the committee by the Board.

## **III. Reporting Responsibilities of the Committee**

The Committee will inform the Board of actions taken or authorized by the Committee and will regularly report to the Board on its activities.