

**Corporate Directors Forum**  
**DIRECTORS FORUM CONFERENCE STEERING COMMITTEE CHARTER**  
**Effective: 8/21/09**

**PURPOSE:**

The purpose of the Directors Forum Steering Committee is to support fulfillment of the Corporate Directors Forum (CDF) Vision by providing a nationally recognized education event named the Directors Forum 200x, featuring the nation's thought leaders in corporate governance with a balance of perspectives from shareholders, directors and management, among others, to discuss the hottest and latest topics in corporate governance. The event will be attended by Southern Californian as well as national shareholders, directors and management, and others participating in corporate governance.

**COMMITTEE MEMBERSHIP:**

Committee members will be selected and/or approved by the Directors Forum Committee Chair and the Executive Director. Committee members should be members of CDF or invited to participate by special invitation by the Chairman and Executive Director. The number of Committee members shall be at the Chair's and Executive Director's discretion.

**SUCCESSION:**

A Vice Chair shall be selected from the CDF membership after discussion between the membership chair and the Executive Director, then approved by the chair of CDF.

**CHAIR/VICE CHAIR:**

The Directors Forum Chair, the Executive Director and the Chair of CDF will concur on the Vice Chair who will then be presented to the Executive Committee for approval. When the Chair completes his/her term, the Vice Chair steps in as Chair, pending approval by the full board.

**COMMITTEE DUTIES:**

- To assist in development of the conference program agenda
- To assist in generating the list of national caliber panelists, moderators and keynote speakers
- To assist in recruiting Keynote and Affiliate Sponsors
- To assist in all phases of logistics for the conference including, as assigned by committee chair and Executive Director
- To provide "on site" support at the conference, as needed
- Conduct an Annual Review of the "lessons learned" and the "Committee's overall performance" for the previous year to be reported to the board at the annual Retreat.

**COMMITTEE MEETINGS:**

The Chair of the Directors Forum Steering Committee in conjunction with the Executive Director will be responsible for the agenda. Meetings shall be held as deemed necessary by the committee chair, with a minimum of 3 meetings from early summer until the conference in January.