

**Corporate Directors Forum
Education Committee Charter
April 6, 2011**

Purpose of the Education Committee

The purpose of the Education Committee (“Committee”) is to promote the mission of the Corporate Directors Forum by developing curricula for and facilitating staffing of courses of instruction designed to help Directors become better Directors.

Structure

The Committee shall consist of not less than five (5) members of the Corporate Directors Forum (“CDF”). Members of the Committee should possess experience and skills in teaching at the university level, writing and editing academic publications, or the legal, financial, and operational aspects of corporate governance.

Chair/Vice Chair

The Chair of the Committee (“Chair”) shall be appointed from amongst the members of the Committee by the Executive Committee and shall serve for a period of one year, which term may be extended or renewed at the discretion of the Executive Committee. A Secretary will be appointed by the Chair to act as Secretary of each meeting of the Committee and shall provide for accurate minutes of the undertakings of the Committee.

The 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 or her term, the Vice Chair will step in as Chair, pending approval by the full Board.

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 Chairman as appropriate to accomplish the purpose of the Committee. Notice of meetings of the Committee shall be given as provided by the bylaws. Agendas for meetings will be developed by the Chair and the Executive Director.

Quorum and Approval

A majority of the members of the Committee will constitute a quorum for the transaction of business. Approval of any action of the Committee shall require the affirmative vote of a majority of the members present.

Duties and Responsibilities

The primary duty of the Committee is, in conjunction with the Executive Director, to develop and implement a program of educational courses that will enhance the abilities of members of the board of directors of public, private, or not-for-profit organizations to meet their duties and responsibilities as such. The Committee shall be responsible for:

1. The establishment of a calendar of courses to be offered each year.
2. The development of a syllabus for each course, including the determination of the objectives, format and nature of the course.

3. The development and/or approval of curriculum for the use in each educational program, including the selection of any texts, teaching materials, presentations or other such printed or digital materials.
4. Through the establishment of a subcommittee of not more than three (3) persons, establish the criteria for the selection of faculty members to teach such courses and, with the input and counsel of the Executive Director, determine compensation rates and guidelines for faculty. No member of the Faculty Subcommittee may also serve as a compensated faculty member.

Reporting Responsibilities of the Committee

The Committee will inform the Board of Directors of actions taken or authorized by the Committee.

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