TECHNOLOGY GOVERNANCE COMMITTEE CHARTER

ICD's Vision
By 2024, ICD will be widely recognized as the key catalyst in effecting positive change
in the corporate governance ecosystem for inclusive and sustainable development.

ICD's Mission
To advocate good governance and stewardship in the corporate sector for the benefit of society.

ICD's Core Values
Independence, Solidarity, Patriotism, Integrity & Ethics, Excellence, Social Responsibility

This Charter establishes the purpose, composition, responsibilities and operations of the Technology Governance Circle (the "Circle").

1. DESCRIPTION

This Circle is established to contribute in achieving the vision and mission of the Institute of Corporate Directors by: a. Providing the ICD community with the necessary education, awareness, and tools to promote technology governance in their respective organizations and practices; and b. Constantly updating the ICD community with innovative and disruptive technologies that can impact their daily professional and personal lives.

The Circle believes that by embedding technology into our advocacy of good governance, it shall be able to attract a new breed of up-and-coming technology leaders into the ICD. By the same token, the Circle will also work to embed good governance principles and practice including ethics, values, and responsibilities among others, in the use of technology even in the absence of or limited regulatory framework.

2. RESPONSIBILITIES

The key responsibilities of the Circle are:

2.1.   To develop and implement interesting events and engaging programs beneficial to the ICD community by:

– Providing and identifying indicative schedule of activities for at least 6 months;

– Regularly producing information and polling amongst the members regarding relevant technology issues & current events within and outside the country;

– Providing regular technology briefs to ensure constant awareness amongst the ICD community;

– On a yearly basis, creating at least 1 and/or 2 additional events;

2.2.   To provide technology governance consulting or oversight as needed to ICD members, partners, and friends;

2.3.   Help ICD's teaching fellows by providing them with technology-related content which they can embed in their programs.

3. COMPOSITION

The Circle is composed of one (1) Chairman and one (1) Vice Chairman with a minimum of five (5) and a maximum of fifteen (15) members who are in good standing and actively participating in ICD various events and programs. The Circle members shall elect from among themselves the Circle Chairperson and Vice Chairperson with tenure of two (2) years. The Chairman will be responsible for seeing to it that the Circle achieves its objectives. He or She will be responsible for setting the Circle's agenda and overseeing its activities for the year. The Chairman may organize specific committees within the Circle to perform special functions. The Vice Chairman will assume the responsibilities of the Chairman in case he or she is not available. The ICD Marketing and Sales Team shall act as the permanent secretariat providing technical and administrative support. A budget for the Circle's activities will be provided by ICD.

4. PROCEEDINGS

The Circle shall meet at least four (4) times a year or as often as it considers necessary. The Chairman will call for the meeting, but any member may initiate a request for a meeting. The ICD Fellows Relations Team is responsible for preparing materials for the meeting and preparing the minutes of the meeting within two (2) weeks after the meeting.

5. REPORTING RESPONSIBILITIES

The Circle shall prepare a year-end report which summarizes the activities and accomplishments of the Circle for the year.

Before the end of the calendar year, the chairman of the Circle will submit the proposed agenda and calendar of activities for the succeeding year. The Circle chairman and members will agree on the final agenda and calendar then jointly endorse the same to ICD Fellows Relation Team.

6. ADVISORS

The Committee is authorized to request for the opinions of independent advisors, and to secure the attendance of such advisors if it is considered necessary for the proper performance of the Circle's functions under this Charter.