



Private Directors Association – Chicago Chapter Program Committee Guidelines (Approved by the Executive Committee February 2026)

Purpose of the Committee

The Program Committee (the "Committee") is a volunteer working committee of the Chicago Chapter (the "Chapter") of the Private Directors Association, NFP (the "PDA"). The Committee's purpose is to provide programming for Chapter members consistent with the PDA's mission of "Creating Value Through Board Excellence."

Committee Membership, Organization and Meetings

- The Committee shall meet on a regular basis as determined by the chair or co-chair, if any, of the Committee (individually and collectively, the "Chair"). The Committee may meet in person, by telephone or by electronic means at times and places to be determined by the Chair. A majority of the members of the Committee shall constitute a quorum for Committee action at any meeting of the Committee, and the act of the majority of Committee members present and voting at a meeting at which a quorum is present shall be the act of the Committee.
- Each member of the Committee shall be a member in good standing of the PDA and the Chapter and shall continue as a member until the end of the PDA fiscal year (currently December 31st). Committee members are generally expected to serve a minimum 2-3 year term.
- Each member of the Committee shall:
 - strive to attend not less than 75 percent of the meetings scheduled for the year; play a pivotal role in the planning of one program each year;
 - work in a collaborative manner with other committees and the PDA; and
 - agree to and abide by the PDA Code of Conduct.

Members shall not receive compensation for the performance of their duties on the Committee.

- The Chair shall:
 - be recommended by the Committee to the Chapter President and approved by the Executive Committee;
 - commit, prior to becoming Chair, to (i) serve a term of at least two years as Chair and an additional one year term as immediate past Chair to facilitate a smooth transition, (ii) assist in identifying a successor Chair and (iii) communicate periodically to incoming and current Committee members the Committee's and such members' expectations, responsibilities and priorities;
 - set the agenda and, when present, preside over Committee meetings;

- participate in Chicago Chapter Executive Committee meetings; and
- as needed, report orally or in writing to the Executive Committee on relevant matters discussed at the most recent Committee meeting and prepare reports or summaries of each meeting.

Duties and Responsibilities

- In partnership with the Sponsorship Committee, develop an annual calendar of programs for the Chapter with topics that are relevant to current and aspiring directors and executives of privately held companies;
- Secure venues and speakers for each event, working closely with the Sponsorship Committee regarding venues;
- Provide program descriptions and event information to the Chapter's administrator;
- Annually prepare a budget covering program costs (for speakers, venues and the like) for approval by the Executive Committee;
- Annually prepare a calendar of programs for the Chapter;
- Review annually the performance of the Committee.
- Review these Guidelines annually and seek review by the Nominating and Governance Committee of any proposed changes prior to their approval by the Executive Committee.
- Actively recruit, assimilate and engage members of the Committee and maintain an updated roster of active Committee members.