

Mentor Qualifications Policy for Certificate in Private Company Governance

Effective January 1, 2026

Purpose

This policy defines the qualifications, expectations, and selection criteria for Mentors who facilitate the capstone case study of the Private Directors Association (PDA) Certificate in Private Company Governance. It ensures that mentors uphold the capstone's integrity, educational value, and experiential learning goals, which simulate the experience of serving on a private company board.

Program Overview

The PDA Certificate in Private Company Governance provides foundational education in board governance, fiduciary duties, and the structure and dynamics of private company boards. The course culminates in a facilitated case study, where participants collaborate in a simulated board environment to apply principles of governance, decision-making, and CEO advisory practices. The program is delivered through self-study modules and case studies, facilitated by experienced mentors. Certificates are good for one year. Graduates are eligible to participate in recertification annually. Certificate holders gain:

- Insights on challenges and opportunities unique to private companies.
- Awareness of common models of private company governance and the commitment required of directors.
- Knowledge of fiduciary and advisory board structures, roles, and impact.
- Confidence in navigating independent director responsibilities and liabilities.
- Access to mentorship and board credentials review.

Role of the Mentor

Mentors play a critical role in guiding and assessing the final case study portion of the certificate program. Their responsibilities include:

- Facilitating a simulated board meeting and governance discussion.
- Encouraging peer collaboration, decision-making, and critical thinking.
- Offering structured feedback aligned with governance best practices.
- Modeling effective board leadership and constructive boardroom behavior.

Minimum Qualifications

Mentors must meet the following criteria:

1. Board Experience

- Experience serving as an independent director for a public, private, family, advisory, ESOP, or non-profit.
- Familiarity with board committee structures, CEO performance oversight, and strategic guidance responsibilities.

2. Governance Knowledge

- Completion of the PDA Certificate in Private Company Governance.
- Demonstrated understanding of private company governance structures, including family-owned, ESOP-owned, private equity-backed, and founder-led companies.

3. Facilitation and Leadership Skills

- Proven ability to facilitate group discussions, foster inclusion, and guide peer learning.
- Experience mentoring, coaching, or educating adults in a professional or board context.

4. **Commitment to PDA Values**

- Embodiment of PDA's mission to create and protect company value on behalf of owners.

Selection Process

Mentors are selected through a structured and transparent process that includes:

1. **Certificate Completion**

- Successful completion of the PDA Private Company Governance Certificate program and capstone case study.

2. **Peer or Staff Nomination**

- Recommendation by current mentors, PDA chapter leaders, or staff based on observed leadership and governance acumen.
- Submit recommendation via email to Steve Zirkel and Sue Siradas.

3. **Self-Nomination**

- Interested individuals may self-nominate by completing a short intake form via QR code/ Google form. Required fields include:
 - i. Name, chapter affiliation, email, phone
 - ii. Certificate completion date
 - iii. Board bio or resume
 - iv. Brief statement of interest (250 words or fewer)

4. **Interview & Final Selection**

- Interviews are conducted by the PDA Governance Mentor Selection Lead (currently Steve Zirkel).
- A designated subcommittee will be formed if more than 10 candidates are under review.
- The subcommittee will use the PDA Certificate in Private Company Governance Mentor Interview Guide (draft questions on page 4) and provide final recommendations to the Selection Lead (currently Steve Zirkel).

Term and Expectations

Mentor roles are renewable annually and remain active as long as the following expectations are met:

1. **Engagement & Facilitation**

- Mentors must uphold confidentiality and maintain a constructive, non-evaluative tone during facilitation.
- Facilitate or co-facilitate a minimum of two capstone sessions per year.

2. **Ongoing Learning**

- Attend the annual orientation/refresher session.
- Participate in mentor roundtables/ emails to share insights and improve practices.
- Continue personal board governance education (self-study or structured).
- Incorporate feedback from leadership, participants, and peers.

3. **Program Contributions**

- Actively contribute to the evolution of the Mentor Discussion Guide and other program improvements.

4. **Time Commitment**

- Estimated time: ~10–12 hours per year (approximately 1 hour/month average).

5. **Annual Review**

- All mentors are subject to an annual review by the PDA Certificate in Private Company Governance Leadership Team.

