



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

Purpose of the Committee

The Education Committee (the "Committee") is a volunteer working committee of Chicago Chapter (the "Chapter") of the Private Directors Association, NFP (the "PDA"). The Committee's purpose is to provide education opportunities for both members and prospective members through community outreach. The target audiences include current members through "Community" affinity groups, partnerships with local university family business centers, and CEOs and board members of private companies who are looking to strengthen their knowledge of private company governance best practices. Any PDA member working with the prospective members must remain in full compliance with Internal Revenue Code, Section 501(c)(6), and serve strictly on a volunteer basis to educate companies and assist in creating, implementing, and/or improving corporate governance, and in setting and achieving strategic goals.

Committee Membership, Organization and Meetings

- The Committee shall meet on a regular basis at least four times per year as determined by the Chair of the Committee (the "Committee Chair") and a Vice Chair (the "Vice Chair") may be appointed as needed and for succession purposes. The Committee may meet in person, by telephone or by electronic means at times and places to be determined by the Chair. The Committee can consist of any number of members as is deemed appropriate by the Committee 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. The Chair may also elect "Leaders" of the task forces focused on the Community groups, University & Family Business Center efforts, and Board Development to develop strategies and annual plans for each.
- Each member of the Committee shall be a member in good standing of 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:
 - attend not less than three scheduled meetings of the committee and meet the other expectations communicated by the Committee Chair;
 - 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:
 - ensure all Committee programs comply with IRC 501(c)(6);
 - adhere to the vetting and selection process created by the PDA National Committees and Task Forces relating to the PDA Chicago Education Committee's charter (currently PDA National's University & Family Business Center Committee, Professional Development Committee, Board Development Task Force and various National Certificate Programs) for all Committee Members who chose to be volunteer educators and serve on project teams;
 - 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 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 through a Vice Chair appointment, and (iii) communicate to incoming and current Committee members the Committee's expectations, responsibilities and priorities;
 - set the agenda and, when present, preside over Committee meetings; and
 - participate in Executive Committee meetings.

Duties and Responsibilities

- Creating awareness amongst PDA members of the Education Committee's and National PDA education and certificate offerings.
- Strategically choose and develop relationships with best-in-class universities and family business center education offerings in the Chicagoland area.
- For those Committee members with private or public company board experience, build relationships with private company owners and CEOs on the value of boards with independent directors and other private company governance best practices.
- Leverage the programs and materials created by PDA National to provide information on items such as:
 - Private Company Governance Certification
 - ESOP Governance Essentials Certification
 - Private Equity Portfolio Company Certification
 - Cybersecurity Training
 - Board Development Best Practices including: creating a skill gap matrix for boards; an effective onboarding process for new directors; board guidelines or charters; an authority decision making matrix; and a Family Council (when relevant)
 - Sharing references, on but not advising on, Board Compensation, Board Evaluation, Succession Planning and Strategic Planning
- Lead "Communities": interactive platforms for meaningful discussions among members. Initial Communities will be focused on Early-Stage Investment, Private Equity & Family Office Ownership, and ESOPs.
- Reviewing these Guidelines annually and seeking approval of any proposed changes by the Executive Committee.
- Actively recruiting members to the Committee, engaging them in Committee work, and maintaining a roster of current members.