

## **Early-Stage Committee Charter**

### **Purpose Statement**

The Early-Stage Sub-Committee focuses on developing relationships with the owners and CEOs of early-stage companies; assisting owners and CEOs in development of Boards of Directors; assisting owners and CEOs in finding Directors for their Boards; educating owners and CEOs on effective board management and governance. The Committee shall hold at least one in-person meeting annually and, when possible, in conjunction with a relevant Chapter Sponsor. The Early-Stage Chair shall be a member of the Program Committee and participate in all Program Committee Meetings.

### **Committee Membership**

The Chair of the Committee shall be selected by the Chapter President and the Executive Committee with recommendations coming from the Nominating Committee. The Committee can consist of any number of members as is deemed appropriate by the Committee Chair.

### **Committee Meetings**

The Committee shall meet on regular basis as determined by the Committee Chair and the Chair shall participate in all National Early-Stage Committee meetings if and when formalized and as required by the National Early-Stage Committee Chair.

### **Committee Reports**

The Committee Chair shall provide reports to the President and Executive Committee at all Executive Committee meetings or as required by the Chapter President.

### **Roster**

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## **ESOP Committee Charter**

### **Purpose Statement**

The purpose of the ESOP Committee is to focus on educational materials and experiences related to private company governance issues in companies that are partially, or entirely owned, by its employees through an employee stock ownership plan (ESOP), an ERISA regulated defined benefit plan that invests primarily in the stock of the sponsoring privately-held company; focuses on developing relationships with the owners and CEOs of ESOP companies; assisting owners and CEOs in development of Boards of Directors; assisting owners and CEOs in finding Directors for their Boards; educating owners and CEOs on effective board management and governance. The Committee shall hold at least one in-person meeting annually and, when possible, in conjunction with a relevant Chapter Sponsor. The ESOP Chair shall be a member of the Program Committee and participate in all Program Committee Meetings.

### **Committee Membership**

The Chair of the Committee shall be selected by the Chapter President and the Executive Committee with recommendations coming from the Nominating Committee. The Committee can consist of any number of members as is deemed appropriate by the Committee Chair.

### **Committee Meetings**

The Committee shall meet on regular basis as determined by the Committee Chair and the Chair shall participate in all National ESOP Committee meetings as required by the National ESOP Committee Chair.

### **Committee Reports**

The Committee Chair shall provide reports to the President and Executive Committee at all Executive Committee meetings or as required by the Chapter President.

### **Roster**

Betsy Golterman  
Shep Prior  
Steve Ryan  
Scott Miller  
Steve Greenapple  
Mary Lee Schneider  
Herb Kalman  
John Schumacher  
Joan Netzel  
Bill McNitt

## **Executive Committee Charter**

### **Purpose Statement**

The role of the Executive Committee is to give guidance to the Chapter President regarding programs and policies of the PDA and the Chapter.

### **Committee Membership**

The Chapter President shall Chair the Committee. The Committee shall include The Executive Vice President, and the Chairs of the Membership, Sponsorship, and Program Committees. In addition, the Chicago Chapter shall have on the Executive Committee the Chairs of the Middle Market, ESOP, Private Equity & Family Office, and Social Committees.

### **Committee Meetings**

The Committee shall meet monthly or as deemed necessary by the Chapter President. The Committee may meet in person, by telephone or by electronic means at times and places to be determined by the Chapter President. The Chair shall provide committee members with an agenda in advance of Committee meetings and communicate the details of the meeting to Committee members in a timely fashion.

### **Committee Responsibilities and Authority**

The Executive Committee is responsible for guiding the activities of the Chicago Chapter programs, membership, and sponsorship. The Committee has the authority to arrange for and spend funds for Chapter activities with spending approval coming from the PDA National Organization.

### **Roster**

John Anderson  
Daniela O’Leary  
Elaine Vorberg  
Nancy Fallon-Houle  
Sally Washlow  
Silvia Prickel  
Sue Buchanan  
Daniel McHugh  
Rebecca Wing  
Arthur Mertes  
Dana Cooper-Hayes  
Gail Ludewig  
Gerald Rixie  
Matt Hartzman  
Mary Elworth

# Membership and Engagement Committee Charter

## Purpose Statement

The Membership and Engagement Committee develops processes which encourage membership in the Private Directors Association® and its Chapters; promotes interest in membership; and works with members on annual membership renewals. The Committee's Engagement Team reaches out to all New Members to welcome them to PDA and provide guidance as to PDA's Resources; Events Schedules; and creating connections to other Members of interest. Also, the Engagement Team will reach out to all members and invite them to participate on a committee where they can make a difference and further engage in networking. The Committee uses the Event Registration Lists to identify Guests who would like to have questions answered, be introduced to PDA Members, and will invite all Guests to consider a quick pathway to Membership.

## Committee Membership

The Chair of the Committee shall be selected by the Chapter President and the Executive Committee with recommendations coming from the Nominating Committee. The Committee can consist of any number of members as is deemed appropriate by the Committee Chair.

## Committee Meetings

The Committee shall meet on a regular basis as determined by the Committee Chair and the Chair shall participate in all National Membership Committee meetings.

## Committee Reports

The Committee Chair shall provide reports to the President and Executive Committee at all Executive Committee meetings or as required by the Chapter President.

### Membership

Dan McHugh (vice-chair)

Rebecca Wing (vice-chair)

Jim Mills

Noel Bentley

### Engagement

Rick Landsman (vice-chair)

## **Middle Market Committee Charter**

### **Purpose Statement**

The Purpose of the Middle Market Committee is to focus on developing relationships with the owners and CEOs of middle market companies; assisting owners and CEOs in development of Boards of Directors; assisting owners and CEOs in finding Directors for their Boards; educating owners and CEOs on effective board management and governance. The Committee shall hold at least one in-person meeting annually and, when possible, in conjunction with a relevant Chapter Sponsor. The Committee shall hold at least one in-person meeting annually and, when possible, in conjunction with a relevant Chapter Sponsor. The Middle Market Chair shall be a member of the Program Committee and participate in all Program Committee Meetings.

### **Committee Membership**

The Chair of the Committee shall be selected by the Chapter President and the Executive Committee with recommendations coming from the Nominating Committee. The Committee can consist of any number of members as is deemed appropriate by the Committee Chair.

### **Committee Meetings**

The Committee shall meet on regular basis as determined by the Committee Chair and the Chair shall participate in all National Middle Market Committee meetings if and when formalized and as required by the National Middle Market Committee Chair.

### **Committee Reports**

The Committee Chair shall provide reports to the President and Executive Committee at all Executive Committee meetings or as required by the Chapter President.

### **Roster**

Gerald Rixie (co-chair)  
John Trakselis  
Randy Bridgeman  
Edie Comminos  
Mary Elworth (co-chair)  
Barbara Ford  
Marilyn Anderson  
Tom Goldblatt  
Diane Meister  
Amalesh Sanku  
Fred Siegman  
Paul Smith  
Ken Porrello  
Steve Walling  
Jim Reiman

## **Nominating and Governance Committee Charter**

### **Purpose Statement**

The Nominating and Governance Committee (the “Committee”) is a PDA Chicago Chapter Committee established to support the Chapter President and Executive Committee by identifying and making recommendations for the best-qualified Chapter President, Executive Vice President, and Committee Chair candidates. The Committee will assist the Chapter President and Executive Committee in fulfilling its responsibilities regarding matters that relate to governing the Chapter.

### **Committee Membership**

The Chair of the Committee shall be selected by the Committee. The Committee shall include 5-7 members. The Committee should have an odd number of members at all times to prevent a tie vote. The terms of all committee members, including the Chair, shall be for one term that begins on January 1st and ends on December 31st of the same year, or longer as deemed appropriate.

### **Committee Meetings**

The Committee shall meet early in the fourth quarter of each year or as often as the majority of its members deem appropriate. The Committee may meet in person, by telephone or by electronic means at times and places to be determined by the Committee Chair. The Chair shall provide committee members with an agenda at least a week in advance of committee meetings and communicate the details of the meeting to Committee members in a timely fashion.

### **Committee Authority and Responsibilities**

Solicit Chicago Chapter candidates for President and Committee Chairs as required, review interested candidates against the selection criteria established by the Committee and develop a slate of nominees that represents those criteria.

Vet all candidates to ensure that they have the proper competencies, experience, and willingness to fulfill their duties and responsibilities. Recommend candidates to fill vacancies as a result of the resignation or removal of an Officer or Committee Chair.

### **Committee Voting Process**

The Committee will vote on each candidate who will be recommended to the President and the Executive Committee. Approval of any candidate will be by a majority vote of the members of the Committee.

### **Committee Reports**

The Committee Chair shall provide a report to the President and the Executive Committee as to its progress as necessary at Chicago Chapter Executive Committee Meetings.

### **Roster**

Sue Buchanan (chair)

Elaine Vorberg (vice-chair)

Matt Hartzman

# Private Equity and Family Office Committee Charter

## Purpose Statement

The purpose of the Private Equity and Family Office Committee is to lead and support the evolution of board governance best practices in private equity firms and family offices, their portfolio companies, and the institutions that invest in them. In particular, PDA’s focus is on encouraging greater emphasis on governance excellence procedures, and on diversity on the boards portfolio companies. As part of that effort, we advocate for a greater representation of “non-investor” independent directors on boards of those firms. The Committee shall hold at least one in-person meeting annually and, when possible, in conjunction with a relevant Chapter Sponsor. The Private Equity Chair shall be a member of the Program Committee and participate in all Program Committee Meetings.

## Committee Membership

The Chair of the Committee shall be selected by the Chapter President and the Executive Committee with recommendations coming from the Nominating Committee. The Committee can consist of any number of members as is deemed appropriate by the Committee Chair.

## Committee Meetings

The Committee shall meet on regular basis as determined by the Committee Chair and the Chair shall participate in all National Private Equity Committee meetings as required by the Chair of the National Private Equity Committee.

## Committee Reports

The Committee Chair shall provide reports to the President and Executive Committee at all Executive Committee meetings or as required by the Chapter President.

## Roster

Art Mertes (chair)

Dan McHugh

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## **Program Committee Charter**

### **Purpose Statement**

The goal of the Program Committee is to provide programming that is consistent with PDA's mission of "Creating Value Through Board Excellence." The Program Committee's focus is to source subjects and presenters to create monthly programs for members and private company owners/managers related to practical experiences in effective private company governance; prepares a budget for approval by the Chapter President and Executive Committee for speakers and venue costs; annually prepares a calendar of programs for the Chapter; solicit speakers, panel members, moderators for each program event; works with the Sponsorship Committee in developing venues for each program; provide program information to the Chapter Administrator.

### **Committee Membership**

The Chair of the Committee shall be selected by the Chapter President and the Executive Committee with recommendations coming from the Nominating Committee. The Committee can consist of any number of members as is deemed appropriate by the Committee Chair.

### **Committee Meetings**

The Committee shall meet on a regular basis as determined by the Committee Chair and the Chair shall participate in all National Program Committee meetings.

### **Committee Reports**

The Committee Chair shall provide reports to the President and Executive Committee at all Executive Committee meetings or as required by the Chapter President.

### **Roster**

Tracey Cantarutti

Ernest Cavin

Jim Doyle

Dana Cooper-Hayes (chair - Program)

Chris Engleman

Dan McHugh

Art Mertes (chair – Private Equity & Family Office)

Alan Mindlin (chair – Early Stage)

Nicki Norris

Ken Porrello

David Spitulnik

Mark Trembacki

Elaine Vorberg

Sally Washlow

Kathleen Yosko

## Social Events Committee Charter

### Purpose Statement

The purpose of the Social Events Committee creates is to provide ideas and a calendar for annual social events; organizes all events; develops, in conjunction with the Communications Committee, communications for all events; develops a budget for approval by the Chapter Executive Committee; specific events to include, but not limited to, December Holiday Party, Summer Social, Annual Golf Outing.

### Committee Membership

The Chair of the Committee shall be selected by the Chapter President and the Executive Committee with recommendations coming from the Nominating Committee. The Committee can consist of any number of members as is deemed appropriate by the Committee Chair.

### Committee Meetings

The Committee shall meet on regular basis as determined by the Committee Chair.

### Committee Reports

The Committee Chair shall provide reports to the President and Executive Committee at all Executive Committee meetings or as required by the Chapter President.

### Roster

Amy Dordek (chair)

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## **Sponsorship Committee Charter**

### **Purpose Statement**

The Sponsorship Committee is responsible for growing, renewing and retaining Chicago chapter sponsorships each year; communicates sponsorship fees and the corresponding benefits (“sponsor value proposition”) for Chapter sponsors; discusses the wide range of sponsor opportunities and brand visibility available to sponsors and encourages companies to consider PDA sponsorship; engages and maintains relationships with key members located in Chicago at sponsoring companies – both local chapter sponsors as well as National sponsors – throughout the year; communicates with sponsors about annual renewal of sponsorship commitments; works with the chapter’s Programming Committee in assigning sponsors to programs and developing sponsor hosted venues for events; and, works with the National Communications and Marketing committee to provide sponsor logo and other information for communication of PDA sponsorship.

### **Committee Membership**

The Chair (or Co-Chairs) of the Committee shall be selected by the Chapter President and the Executive Committee with recommendations coming from the Nominating Committee. The term of office for the Chair (or Co-Chairs) will generally be three years. The Committee can consist of any number of members as is deemed appropriate by the Committee Chair.

### **Committee Meetings**

The Committee shall meet on a regular basis as determined by the Committee Chair and the Chair shall participate in all National Sponsorship Committee meetings.

### **Committee Reports**

The Committee Chair shall provide reports to the President and Executive Committee at all Executive Committee meetings or as required by the Chapter President.

### **Roster**

John Anderson (Co-chair)

Silvia Prickel (Co-chair)

Claudia Allen

Amy Cline

Moji Eagan

Jim Mills

Nicki Norris (Vice Chair)

Neema Varghese