

DOWNLOAD PDF CORPORATE DIRECTORS, OFFICERS, AND COMMITTEES

Chapter 1 : The Roles & Responsibilities of Committee Officers & Directors | calendrierdelascience.com

Miraca Group contributes to creating a healthy and prosperous society and promoting global healthcare through the provision of novel, value-added products and services.

Also see the section "Recent Blog Posts" in the sidebar of the blog or click on "next" near the bottom of a post in the blog. The blog also links to numerous free related resources. Committees and their assignments are often specified in the ByLaws. Some of the following information has been adapted from materials by BoardSource, but applies to for-profit and nonprofit boards unless otherwise noted. For ongoing, major activities establish standing committees; for short-term activities, establish ad hoc committees that cease when the activities are completed. Standing committees should be included in the by-laws. Committees recommend policy for approval by the entire board. They do not supplant responsibility of each board member; they operate at the board level and not the staff level. Committees may meet monthly this is typical to new organizations, with working boards , every two months, or every three months; if meetings are not held monthly, attempt to have committees meet during the months between full board meetings. Minutes should be recorded for all board meetings and for Executive Committee meetings if the ByLaws indicate the Executive Committee can make decisions in place of the board when needed. Have at least two board members on each committee, preferably three 3. Consider having non-board volunteers as members of the committee mostly common to nonprofits 6. Consider having a relevant staff member as a member of the committee as well 7. Committee chairs are often appointed by the board chair; consider asking committees members for a volunteer for committee chair 8. If committee work is regularly effective and the executive committee has a strong relationship with the chief executive, consider having board meetings every other month and committee meetings between the board meeting 9. The chief executive should service ex officio to the board and any relevant committees some organizations might consider placing the chief executive as a member of the board -- this decision should be made very carefully Potential Standing Committees The following descriptions are intended to portray various functions often conducted by standing board committees, i. Audit Plans and supports audit of a major functions, e. To round out your knowledge of this Library topic, you may want to review some related topics, available from the link below. Each of the related topics includes free, online resources. Also, scan the Recommended Books listed below. They have been selected for their relevance and highly practical nature.

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Chapter 2 : National Association of Corporate Directors - Wikipedia

Sokol currently sits on two corporate boards and is a member of the executive committee of the board of directors of the Horatio Alger Association of Distinguished Americans. Over Mr. Sokol's 38 year career, he has chaired five corporate boards and over a dozen charitable or community boards.

This section does not cite any sources. Please help improve this section by adding citations to reliable sources. Unsourced material may be challenged and removed. February Learn how and when to remove this template message There are considerable variations in the composition and responsibilities of corporate titles. Within the corporate office or corporate center of a company, some companies have a chairman and chief executive officer CEO as the top-ranking executive, while the number two is the president and chief operating officer COO ; other companies have a president and CEO but no official deputy. Typically, senior managers are "higher" than vice presidents , although many times a senior officer may also hold a vice president title, such as Executive Vice President and Chief Financial Officer CFO. The board of directors is technically not part of management itself, although its chairman may be considered part of the corporate office if he or she is an executive chairman. If that business is a subsidiary which has considerably more independence, then the title might be chairman and CEO. In many countries, particularly in Europe and Asia, there is a separate executive board for day-to-day business and supervisory board elected by shareholders for control purposes. In these countries, the CEO presides over the executive board and the chairman presides over the supervisory board, and these two roles will always be held by different people. This ensures a distinction between management by the executive board and governance by the supervisory board. This seemingly allows for clear lines of authority. There is a strong parallel here with the structure of government, which tends to separate the political cabinet from the management civil service. United States[edit] State laws in the United States traditionally required certain positions to be created within every corporation, such as president , secretary and treasurer. Today, the approach under the Model Business Corporation Act , which is employed in many states, is to grant companies discretion in determining which titles to have, with the only mandated organ being the board of directors. Under the law of Delaware , where most large US corporations are established, stock certificates must be signed by two officers with titles specified by law e. In some companies, the CEO also has the title of president. The next level, which are not executive positions, is middle management and may be called vice president , director or manager , depending on the size and required managerial depth of the company. These titles are often combined with lower titles, e. The typical structure of executive titles in large companies includes the following:

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Chapter 3 : TITLE 8 - CHAPTER GENERAL CORPORATION LAW - Subchapter IV. Directors and Officers

Corporate directors and officers may be sued for actions they took during the course of their employment. Indemnification provides financial protection by the corporation for those directors and officers against the expenses and liabilities they incurred because of those lawsuits.

History[edit] NACD was founded in with the goal to educate directors. In it announced the first comprehensive Director Education Program. The program has since evolved into the Global Network of Director Institutes. Research provided by NACD is cited in the legislative and regulatory arenas, providing statistics regarding boards as well as leading practices addressing key issues, such as boardroom compensation. The Battlefield to Boardroom courses are designed to teach attendees how to serve in the boardroom [17] and provide the opportunity for retired officers currently serving on boards to mentor a new generation of ex-military directors. This annual award recognizes leading corporate directors and governance experts who significantly impact boardroom practices and performance. NACD regularly convenes Fortune board committee chairs, investors, regulators, and leading governance professionals to discuss key issues impacting the audit, compensation, nominating and governance and risk committees. The ten core recommendations are as follows: Furthermore, boards should formulate and adhere to clear conflict of interest policies applicable to all board members. Each key committee should have a board-approved written charter detailing its duties. Audit committee duties, at a minimum, should include two key elements: Compensation committee duties should include performance goals that align the pay of managers with the long-term interests of shareholders. Boards should consider formally designating an independent director as chairman or lead director. If they do not make such a designation, they should designate, regardless of title, an independent member to lead the board in its most critical functions, including setting board agendas with the CEO, evaluating CEO and board performance, holding executive sessions, and anticipating and responding to corporate crises. Boards should regularly and formally evaluate the performance of the CEO, other senior managers, the board as a whole, and individual directors. Independent directors should control the methods and criteria for this evaluation. In particular, boards should ensure that management pays strict attention to ethical behavior and compliance with laws and regulations, approved auditing and accounting principles, and with internal governing documents. Boards should adopt a policy of holding periodic sessions of independent directors only. Audit committees should meet independently with both the internal and independent auditors. Boards should also ensure that directors are continually updated on these matters. Kenneth West co-signed three letters on Re: December 22, ; March 9, ; and March 26, Securities and Exchange Commission, commenting on the proposed rule on proxy disclosure and solicitation enhancements. House of Representatives Subcommittee on Capital Markets and Government Sponsored Enterprises, commenting on the legislative proposals to address the negative consequences of the Dodd-Frank whistleblower provisions. Securities and Exchange Commission, commenting on the proposed rule for pay ratio disclosure, issued by the SEC on September 18,

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Chapter 4 : Board Officers and Committees: What Structure Works Best? - MissionBox

Choosing board officers, establishing board committees and more. A well-functioning board of directors or trustees is essential to the health and sustainability of any nonprofit.

Bradway has served as Chairman of Amgen Inc. Bradway is a member of the Audit Committee and the Finance Committee. Calhoun also serves as independent chairman of the board of Gates Corporation and Caterpillar Inc. Collins served as Chairman of Medtronic, Inc. Collins also serves on the boards of Arconic Inc. He was White House Chief of Staff from to Admiral Giambastiani has served as President of the Giambastiani Group consulting since He served as Seventh Vice Chairman of the U. Joint Forces Command from to Admiral Giambastiani is a career U. Navy nuclear submarine officer with extensive operational experience, including command at the submarine, squadron and fleet level. Good is a member of the Audit Committee and the Finance Committee. Kellner serves as non-executive chairman of the board of Sabre Corporation and as a member of the board of Marriott International, Inc. Kennedy Director Since Former U. Ambassador Kennedy served as U. Ambassador to Japan from November to January Prior to her service as an ambassador, she worked as a lawyer, author, and editor. At the request of the Secretary of the U. Department of the Treasury, Mr. Before joining Allstate, Mr. Liddy held a number of financial and operating positions at Sears, Roebuck and Co. Muilenburg also serves on the board of Caterpillar Inc. Muilenburg is Chair of the Special Programs Committee. Ambassador Schwab served as U. Trade Representative from October to June Prior to her service as Deputy U. Ambassador Schwab also serves on the boards of Caterpillar Inc. Williams served as Chairman of Aetna Inc. Following his retirement in April , he provided consulting services to Aetna until February Prior to that, Mr. Prior to joining Motorola, Mr. Zafirovski spent nearly 25 years with General Electric Company, where he served in management positions, including 13 years as President and Chief Executive Officer of five businesses in the consumer, industrial and financial services arenas. Zafirovski also serves on the board of Stericycle, Inc. Board Committee Charters The charter for each committee of the board of directors can be found below.

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Chapter 5 : Typical Types of Board Committees

Gregory L. Quesnel Former Chief Executive Officer, CNF, Inc. Member of the Board of Directors, SYNEX Corporation, since September (also member of the Compensation (Chair) and Executive committees); Member of the Board of Directors, Potlatch Corp.*

Corporate Management Team Scott G. Stephenson is chairman, president, and chief executive officer of Verisk Analytics. In , Institutional Investor named Mr. He became chief operating officer of Verisk in and president in Before joining Verisk, Mr. Stephenson was a senior partner with The Boston Consulting Group, a global management consulting firm. He also served as an advisor to Silver Lake Partners, a technology-oriented private equity firm. Earlier in his career, Mr. Stephenson designed components for missile propulsion systems. Stephenson is a graduate of the University of Virginia, where he received a bachelor of science degree in mechanical engineering, and the Harvard Business School, where he received a master of business administration degree. Stephenson has served on several civic and charitable boards, including the Data Science Institute at the University of Virginia, where he and his wife established the Stephenson Chair in Data Science. Anquillare is executive vice president and chief operating officer of Verisk Analytics. In his role as COO, Mr. Anquillare is responsible for multiple corporate areas, including customer experience, government relations, and real estate. He was promoted to assistant vice president in and to vice president and controller in Anquillare was promoted to senior vice president and controller in , to senior vice president and chief financial officer in , to executive vice president and chief financial officer in , and to executive vice president and chief operating officer in Anquillare is a graduate of the University of Notre Dame, where he received a bachelor of business administration degree, and the Rutgers Graduate School of Management, where he received a master of business administration degree. He is responsible for technology strategy, operations, and delivery of data and analytics. Before his current role, Mr. He joined Argus in and has more than 15 years of consulting and information technology experience in areas including database architecture, process design, and programming. Before joining Argus, Mr. Daffan was at Unisys Corporation, where he led a team partnering with Microsoft to implement SQL Server into the very large database space. He also worked at First Manhattan Consulting Group, focusing on retail banking strategy, management information systems, and risk management. Daffan holds a bachelor of science degree in finance from Pennsylvania State University. Working with other senior business leaders, he led the design, planning, and execution of the overall business strategy at Verisk as well as the mergers and acquisitions strategy across its businesses. McCarthy was a managing director in the Bank of America Merrill Lynch Financial Technology Investment Banking group, where he focused on financial technology, payments and processing, and analytics. Shavel is executive vice president and chief financial officer of Verisk. Shavel also works closely with Verisk businesses to develop strategic plans, acquisition strategies, and financial performance objectives. Shavel most recently served as executive vice president and chief financial officer of Nasdaq, Inc. Before that, he served as managing director and Americas head of Financial Institutions Investment Banking and in other capacities at Bank of America Merrill Lynch from to Since , he has served as a board director and chairman of the Audit Committee of Investment Technology Group, Inc. Shavel graduated with honors from the University of Pennsylvania, with a B. Thompson is executive vice president, general counsel, and corporate secretary of Verisk Analytics. Thompson also directs the areas of human resources, internal audit, and facilities. Thompson specialized in mergers and acquisitions, securities law, corporate finance, and general corporate counseling. He has also advised public companies on their securities law responsibilities including those under Sarbanes-Oxley and on the implementation of various antitakeover defensive strategies. From to , he taught mergers and acquisitions at Seton Hall Law School, where he was an adjunct professor of law. He holds a bachelor of arts degree from the State University of New York at Stony Brook, where he graduated cum laude in In this capacity, Ms. Chen works closely with the senior management team in developing capital allocation

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plans and long-term strategic themes for the company and identifying new business opportunities in support of those themes. Chen joined Verisk in as vice president, Corporate Development and Strategy, where she focused on mergers and acquisitions, investment, and partnership opportunities in markets outside the United States and newer market segments globally. Before joining Verisk, Ms. Chen was an executive director in J. She advised major corporations in the United States and overseas on mergers and acquisitions transactions and capital raising. She is responsible for providing strategic and operational leadership for the internal audit function and maintaining an independent and objective reporting relationship with the audit committee of the Board of Directors. Gassoso has served in internal audit and Sarbanes-Oxley compliance roles for more than 17 years. Before joining Verisk, she was a vice president of Sarbanes-Oxley compliance for Assured Guaranty, a leading provider of financial guaranty insurance. Gassoso holds a master of business administration degree with a concentration in finance and international business from the Rutgers Graduate School of Management and a bachelor of science degree in accounting with a minor in economics from The City University of New York. Grover is controller and chief accounting officer of Verisk Analytics. Before assuming his current role, Mr. Grover had been responsible for customer billing, accounts payable, and technical accounting, including external financial reporting and accounting due diligence for acquisition targets. Before joining ISO, Mr. She heads human resources and organizational development for the company. Working with other senior business leaders, Ms. Lovett is responsible for aligning human resources with organizational design, business process improvement, and growth initiatives across Verisk. Lovett oversaw North American human resources operations for Accenture, where she was responsible for learning and development, employee relations, human resources operations, shared services, operational excellence, inclusion and diversity, and alumni strategies. Earlier in her career, Ms. Lovett earned a master of science degree in organizational development from Stevens Institute of Technology and a bachelor of science degree in labor and industrial relations from Syracuse University. He joined the company in as the director of information technology audit and became chief internal auditor in In that role, he reengineered internal audit into a risk-based assurance and consulting function. Magath is responsible for providing proactive leadership and oversight “ at the enterprise level ” for implementation and delivery of effective and appropriate compliance and risk mitigation services. His responsibilities include information privacy and security risk management services; compliance; and delivery and support for enterprise governance, risk, and compliance eGRC systems. Magath has served in internal audit roles for more than 30 years. Before joining Verisk, he was an assistant vice president of internal audit for The MONY Group, where he provided coverage for insurance servicing, actuarial, underwriting, policy issuance, accounting, product development, corporate compliance, and the information technology shared services organization. Magath holds a bachelor of science degree in accounting from Fairleigh Dickinson University. He has also earned the professional designation of Certified Information Systems Auditor. He began in government affairs, representing the interests of the company and its customers with state regulators. From to , Mr. He has also worked as an elementary school teacher and coach. McLaughlin has broad experience as an active volunteer in the community and as a trustee for various not-for-profit organizations and schools. Perini is chief marketing officer of Verisk Analytics. Perini has served in marketing roles for 30 years. He was promoted to assistant vice president in and, later that year, to vice president “ Marketing, overseeing the planning and development of strategic new products. In , when Verisk Analytics completed its initial public offering, he was named chief marketing officer. In , ExecRank recognized Mr. Perini as one of the top chief marketing officers in the United States. Board of Directors Annell R. Bay , Annell R. Bay has more than 35 years of experience in the oil and gas industries. She most recently served as vice president of global exploration for Marathon Oil Corporation, from June until her retirement in April In May , Ms. Bay was appointed an independent director to the board of Apache Corporation in Houston, Texas. Bay has extensive experience in exploration of conventional and unconventional oil and gas reservoirs and in portfolio risk management. Bay held positions in operations and applied research at Chevron, Sohio, and Oryx Energy. Coyne is lead director of the board of Verisk Analytics.

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In , he was elected president and chief executive officer and became lead director in . In , he led the initiative that created Verisk Analytics as the parent of ISO and its family of companies. As chairman from to March and chief executive officer from until his retirement in April , Mr. Many chief executives around the world know Mr. Coyne through his extensive efforts to position the company as a global enterprise. He began his career as a trial attorney with the U. Born in Scranton, Pennsylvania, Mr. He also had a distinguished career in the United States Army, rising to the rank of captain. Committee Membership Executive Christopher M. Foskett , Christopher M. Foskett has served as one of our directors since Foskett was head of sales and relationship management for Citigroup Global Transaction Services.

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Chapter 6 : Boeing: Corporate Governance

board committees. board committees; Directors and Officers Board of Directors. Executive Officers. Corporate Officers.

If any such provision is made in the certificate of incorporation, the powers and duties conferred or imposed upon the board of directors by this chapter shall be exercised or performed to such extent and by such person or persons as shall be provided in the certificate of incorporation. The number of directors shall be fixed by, or in the manner provided in, the bylaws, unless the certificate of incorporation fixes the number of directors, in which case a change in the number of directors shall be made only by amendment of the certificate. Directors need not be stockholders unless so required by the certificate of incorporation or the bylaws. The certificate of incorporation or bylaws may prescribe other qualifications for directors. Any director may resign at any time upon notice given in writing or by electronic transmission to the corporation. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. A resignation which is conditioned upon the director failing to receive a specified vote for reelection as a director may provide that it is irrevocable. A majority of the total number of directors shall constitute a quorum for the transaction of business unless the certificate of incorporation or the bylaws require a greater number. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless the certificate of incorporation or the bylaws shall require a vote of a greater number. All corporations incorporated on or after July 1, , shall be governed by paragraph c 2 of this section. The board of directors may, by resolution passed by a majority of the whole board, designate 1 or more committees, each committee to consist of 1 or more of the directors of the corporation. The board may designate 1 or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The bylaws may provide that in the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not the member or members present constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. The bylaws may provide that in the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the bylaws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following matter: Except for references to committees and members of committees in subsection c of this section, every reference in this chapter to a committee of the board of directors or a member of a committee shall be deemed to include a reference to a subcommittee or member of a subcommittee. The vote of the majority of the members of a committee or subcommittee present at a meeting at which a quorum is present shall be the act of the committee or subcommittee, unless the certificate of incorporation, the bylaws, a resolution of the board of directors or a resolution of a committee that created the subcommittee requires a greater number. The certificate of incorporation or bylaw provision dividing the directors into classes may authorize the board of directors to assign members of the board already in office to such classes at the time such classification becomes effective. The certificate of incorporation may confer upon holders of any class or series of stock the right to elect 1 or more directors who shall serve for such term, and have such voting powers as shall be stated in the certificate of incorporation. The terms of office and voting powers of the directors elected separately by the holders of any class or series of stock may be greater than or less than those of any other director or class of directors. In addition, the certificate of incorporation

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may confer upon 1 or more directors, whether or not elected separately by the holders of any class or series of stock, voting powers greater than or less than those of other directors. Any such provision conferring greater or lesser voting power shall apply to voting in any committee, unless otherwise provided in the certificate of incorporation or bylaws. If the certificate of incorporation provides that 1 or more directors shall have more or less than 1 vote per director on any matter, every reference in this chapter to a majority or other proportion of the directors shall refer to a majority or other proportion of the votes of the directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Any person whether or not then a director may provide, whether through instruction to an agent or otherwise, that a consent to action will be effective at a future time including a time determined upon the happening of an event, no later than 60 days after such instruction is given or such provision is made and such consent shall be deemed to have been given for purposes of this subsection at such effective time so long as such person is then a director and did not revoke the consent prior to such time. Any such consent shall be revocable prior to its becoming effective. Except as may be otherwise provided by the certificate of incorporation, this section shall apply to such a corporation, and when so applied, all references to the board of directors, to members thereof, and to stockholders shall be deemed to refer to the governing body of the corporation, the members thereof and the members of the corporation, respectively; and all references to stock, capital stock, or shares thereof shall be deemed to refer to memberships of a nonprofit nonstock corporation and to membership interests of any other nonstock corporation. Whenever the holders of any class or series are entitled to elect 1 or more directors by the certificate of incorporation, this subsection shall apply, in respect to the removal without cause of a director or directors so elected, to the vote of the holders of the outstanding shares of that class or series and not to the vote of the outstanding shares as a whole. One of the officers shall have the duty to record the proceedings of the meetings of the stockholders and directors in a book to be kept for that purpose. Any number of offices may be held by the same person unless the certificate of incorporation or bylaws otherwise provide. Any officer may resign at any time upon written notice to the corporation. In the absence of such provision, the vacancy shall be filled by the board of directors or other governing body. Any corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the corporation or of its subsidiary, including any officer or employee who is a director of the corporation or its subsidiary, whenever, in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the corporation. The loan, guaranty or other assistance may be with or without interest, and may be unsecured, or secured in such manner as the board of directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing in this section contained shall be deemed to deny, limit or restrict the powers of guaranty or warranty of any corporation at common law or under any statute. Such determination shall be made, with respect to a person who is a director or officer of the corporation at the time of such determination: A right to indemnification or to advancement of expenses arising under a provision of the certificate of incorporation or a bylaw shall not be eliminated or impaired by an amendment to the certificate of incorporation or the bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred. A corporation may agree to submit a matter to a vote of its stockholders whether or not the board of directors determines at any time subsequent to approving such matter that such matter is no longer advisable and recommends that the stockholders reject or vote against the matter.

Chapter 7 : Directors & Officers | Corporate Information | Miraca Holdings

Secretary Julia R. Brown. Julia R Brown is chair of the board of Corporate Directors Forum. She is a member of the

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board of directors of Bidel, Inc., and previously served on the board of directors of Targacept, Inc., Tanox Inc., Trius, Inc., and several other development stage pharmaceutical or biopharmaceutical companies.

Chapter 8 : Corporate title - Wikipedia

directors and officers must fully disclose any potential conflict of interest regarding a particular transaction shareholders Owners of the corporation in proportion to the percentage of outstanding corporate stock they own.

Chapter 9 : SYNEX Corporation - Governance

He was chairman of the firm's Corporate, Securities, and Financial Institutions practice group and a member of the Strategic Planning Committee. While at McCarter & English, Mr. Thompson specialized in mergers and acquisitions, securities law, corporate finance, and general corporate counseling.