



Resolution of the Board
CRO Association Committees & Interest Groups

WHEREAS, the Committees and Interest Groups of the CROA are the working groups that deliver on the CROA's mission to enhance the professional standing of practitioner, provider, and influencer executives in the Corporate Responsibility professional domains of Governance, Risk, & Compliance (GRC), Sustainability, Corporate Social Responsibility (CSR), Philanthropy and related fields;

AND WHEREAS, Interest Groups are charged with enhancing the profile of each of the professional domains through shared understanding of standards, practices, and outreach;

AND WHEREAS, Committees are charged with achieving cross-domain goals which enhance professional practices across all professional domains and achieving cross-domain goals by leveraging all available CROA and related assets;

BE IT RESOLVED THAT, the Board of Directors hereby establishes the following Committees and adopts the following charters for its Committees:

Nominating Committee

The Nominating Committee shall consist of the Immediate Chairperson Emeritus as presiding officer and at least two Governors appointed by the CROA Chairperson. This Committee shall oversee the nominations of qualified candidates from among the current membership to serve as Governors and/or Officers of the CROA. In the absence of an Immediate Chairperson Emeritus the Secretary shall serve as presiding officer. The Director of Membership Development will staff this Committee.

Membership Committee

The Membership Committee shall be responsible for recommendations for promoting membership in the CROA in accordance with policies adopted from time to time by the Board of Governors. This Committee will oversee the establishment of on- and off-line networking forums, including through the use of social media. The Membership Committee shall be chaired by a Governor and to the extent possible, shall include Governors and members who are appointed by the Chairperson. The Director of Membership Services will staff this Committee.

Corporate Citizenship: 100 Best Corporate Citizens List Methodology

For a decade, CRO's 100 Best Corporate Citizens List has been the leading ranking of corporate citizenship performance by Russell 1000 companies based 100% on publicly-available information. The Methodology Committee is tasked with continuing to evolve the ranking to be the most-reflective of current measures, standards and practices, which in turn drives evolution of Corporate Responsibility behaviors within leading companies. The Corporate Citizenship Committee shall be presided over by a Governor appointed the CROA Chairperson and consist of at least two additional CROA members.

Research & Standards

This Committee will undertake a) setting criteria, terms, and conditions for research programs the CROA would be involved in, b) creating a research agenda of topics of interest to the CRO community, c) overseeing any unique research the CROA commissions itself, and d) coordinating the aggregation, publication, and distribution of CRO-related content, including best practices, through various publications and events, including the CRO Summits. The Committee is also tasked with encouraging



the development of standards and practices that advance the practice of corporate responsibility. The Committee shall be presided over by a Governor appointed by the CROA Chairperson and consist of at least two additional CROA members.

Public Policy & Government Relations

The Public Policy Committee will establish communications and outreach protocols and channels for CROA Members on topics of particular professional interest to the Corporate Responsibility industry. The Public Policy Committee shall be responsible for keeping the Board and the membership apprised of legislation and other public policy affecting the practice of corporate responsibility and when applicable advises the Board of Governors on formulating the CROA's position regarding these matters.

The Committee shall, within the policies adopted by the Board of Governors, advise the Executive Staff in dealing with the executive, legislative, and judicial branches of international, national, regional, and local governing bodies, including but not limited to the US Presidential Administration and its agencies and departments; the US Congress and its committees and members; the US federal courts and their presiding judges; and the equivalent bodies and authorities of other international, national, regional, and local governing bodies. The Public Policy Committee shall be presided over by a Governor appointed by the CROA Chairperson and consist of at least two additional CROA members.

Professional Development & Certification

This Committee will be tasked with clearly establishing the corporate responsibility profession and the components necessary to set it up as a broadly recognized profession. The committee will review the range of components that define other professions, determine which best lend themselves to establishing the role of the corporate responsibility professional and create a roadmap for implementation of those components.

The committee will identify which, if any, other organizations have similar initiatives and strive for cooperation and, where possible, consolidation of efforts. The components of a profession may include such things as a) defining a code of conduct, b) developing and publishing a "job description" for the Corporate Responsibility Officer, c) defining a certification program, d) a related curriculum, and/or e) development of a communications process for informing members and prospective applicants. The Committee shall be presided over by a Governor appointed by the CROA Chairperson and consist of at least two additional CROA members.

BE IT FURTHER RESOLVED THAT, the Board of Directors hereby authorizes the Chair to appoint committee chairs and/or co-chairs dedicated to achieving each Committee's goals, who will report to both the Board and the community at large regarding progress toward Committee goals;

BE IT FURTHER RESOLVED THAT, the Board of Directors hereby approves the formation of the following Interest Groups:

1. GRC (Governance, Risk, Compliance)
2. CSR, Citizenship
3. Sustainability & EH&S
4. Philanthropy
5. Talent & Workforce



BE IT FURTHER RESOLVED THAT, the Board of Directors hereby adopts the following charter for its Interest Groups:

Interest Groups represent individual professional domains within the several Corporate Responsibility professions—GRC, CSR, sustainability, citizenship, philanthropy, talent & workforce – and include members from the three constituencies that comprise the Corporate Responsibility industry—practitioners, providers and influencers. Interest Groups enhance the professional standing of their respective domains and use the power of each IG’s membership and CROA’s official media (CRO Magazine, CRO Summits, and TheCRO.com) to promote professional development, relationships, and networking. Each will determine its professional enhancement priorities and work toward achieving specific goals.

BE IT FURTHER RESOLVED THAT, the Board of Directors hereby authorizes the Chair to appoint chairs and/or co-chairs who are leaders in the appropriate domain, and to task them with expanding engagement with other professionals in the same domain.

BE IT FURTHER RESOLVED THAT, each Committee and Interest Group will have Co-Chairs and/or Committee Members representing the Practitioner, Provider, Influencer Community, and/or subject matter experts to support the development of materials and work products for the group(s).

APPROVED AND ENACTED THIS ___ day of March 2009.

BY: 
Chairman, CROA

BY: 
Secretary, CROA