

**CHARTER FOR THE
GENERAL COUNSEL AND CORPORATE SECRETARY COMMITTEE
OF THE AMERICAN ASSOCIATION OF BANK DIRECTORS**

I. Purpose

The purpose of the Committee is to further AABD's mission of serving the educational, informational, and advocacy needs of directors of banks, savings institutions and their parent companies.

II. Duties and Responsibilities

The Committee's primary duties and responsibilities are to:

- Monitor and share with Committee members legal, policy and business developments affecting directors of insured depository institutions and their parent companies.
- Advise AABD on policy positions and advocacy efforts to further the interests of boards of directors of insured depository institutions and their parent companies.
- Identify and develop best practices for corporate governance of boards of directors of insured depository institutions and their parent companies.
- Foster in-house training opportunities, supported by AABD, for members of boards of directors of depository institutions and their parent companies.
- Support and enhance communication between General Counsel/Corporate Secretaries and their boards of directors.
- Review and comment on the curriculum and materials for the AABD Bank Director Certification Program.
- Participate (individual members) in meetings from time to time with the federal and state banking agencies, members of Congress, Congressional Committees, and other bank trade associations on bank director issues.
- Testify (individual members) before Congressional hearings on matters of interest to bank directors.
- Keep minutes of meetings and circulate them following each meeting.
- Evaluate the Committee's mission and performance annually.

III. Membership and Meetings

The Committee shall be comprised of in-house General Counsel (or their designees) and Corporate Secretaries of banks, savings institutions, and their holding companies whose boards of directors are members of AABD.

The Committee shall meet quarterly by conference call or on occasion in person, to discuss any matters that the Committee believes should be discussed.

Membership is complimentary for qualifying individuals. In addition, each member of the board of directors represented by the Committee member receives a complimentary 6-month membership in AABD.

