



## Corporate Advisory Board Charter

- I. The Committee will be named the Center for Supply Chain Research® (CSCR®) Corporate Advisory Board.

The Board is authorized by the Penn State Center for Supply Chain Research and will serve at the pleasure of the governing body of CSCR. The governing body of CSCR is comprised of its executive director and the additional named directors of CSCR.

- II. Purpose

The Corporate Advisory Board was created for the purpose of working with the Center for Supply Chain Research and shall limit its activities to advising on matters that directly concern the CSCR. The specific purposes of the committee may include the following responsibilities:

- Provide input and guidance to CSCR's strategic plan, budgets, and activities of the center.
- Deliver guidance on potential future center initiatives.
- Remain active in CSCR events, board meetings, and discussions.
- Provide suggestions as to additional Smeal College and Penn State resources and people who may be able to add value to the activities of the CSCR.
- Act in a brand development and sponsor development role for Penn State, Smeal, and CSCR, promoting the growth of CSCR's sponsor base and extended community.
- Provide guidance on potential new sponsor members and/or renewals of existing sponsor members.
- Provide input and recommendations on how to keep CSCR's programs relevant and innovative.
- Act as an advocate for CSCR and Penn State's supply chain programs.

- III. Membership

Composition: The advisory board shall consist of a minimum of six members. Members will be selected and appointed to a specified term by a selection committee representing Penn State's Smeal College of Business faculty and administration as determined by the executive director. Hereinafter referred to as "the Selection Committee."

Advisory Board members will consist of qualified supply chain professionals representing a variety of industries supported by the center. It is the board's intention to be, and to encourage, as diversified a representation as possible based upon the nominees to the board when nominations are requested.

Advisory Board members must be employed by a CSCR sponsor company in good standing at the time of their appointment to the board and remain employed and in good standing for their full term.

Term: Corporate Advisory Board members must commit to a minimum two-year appointment. Terms may be renewable a maximum of 2 times. Terms will begin on January 1.

#### IV. Organizational Structure

Board leadership: The advisory board will have one board chair and one vice chair, each of whom is elected for a one-year term by the board. The vice chair will replace the board chair at the end of his/her term. Elections will be held at the first meeting of the new membership year for a replacement vice chair. The board chair's responsibilities will be: to manage the schedule and agenda of Advisory Board meetings, be the deciding vote if the board is split on an issue, and serve as the voice of the board to the CSCR Executive Director, CSCR leadership, and University Administration as needed.

#### V. Procedural Rules

By-Laws: The board will draft and adopt a set of written by-laws during designated organizational meetings of the board, which shall be held from time to time at the discretion of the board. The by-laws govern board operation. By-laws require a unanimous vote for adoption or change.

Meetings: The board will meet at least 4 times per year. Written notices of upcoming meetings will be received by members within one month before any meeting. Meetings may be held in person or virtually, at the discretion of the members. Ideally, at least one in-person meeting should be held each calendar year.

Charter Review: In accordance with guidelines prescribed in RAG 05 Establishing Research Institutes, Consortia, and Centers, the governing body of the CSCR shall conduct a going concern review no less often than once every five years. Criteria to determine center viability and continuation of operations include:

- Finances & budget trends (YOY)
- Mission, Vision, Strategic Plan
- Stakeholder analysis (sponsors, students, administration, faculty)
- Peer review and benchmarking

Minutes: Minutes of each meeting will be kept by the CSCR staff. Copies will be emailed to the board and CSCR leadership and staff within two weeks after a meeting.

Recommendations and Report: Board recommendations and reports will be submitted in writing to the board and the leadership of CSCR. Documents will include both suggested action and justification for suggestions. The board will respond/react to such recommendations in writing as appropriate.

Transition: Members who are absent without reasonable cause from three successive meetings will be considered to have resigned their seats. Members whose sponsor companies are not in good financial standing with CSCR without reasonable cause will be considered to have resigned their board seats. If a member is no longer associated with a CSCR corporate sponsor in good standing (e.g., through retirement or job change), their continued participation on the board will be at the discretion of the other board members. The board will move to fill any open position as soon as possible, following the nomination and selection committee process.

Public Announcements: While members are expected and encouraged to discuss CSCR and its activities within the community, members shall not report information discussed at board meetings, opinions expressed in meetings, nor shall they report independently on-board actions in the public domain, to include social media or news outlets – unless specifically agreed to in the board minutes.