

**Charter of the Audit and Finance Committee
Society for Corporate Governance
(Amended February 6, 2025)**

Purpose

The Audit and Finance Committee (the “Committee”) is appointed by the Board of Directors (“Board”) of the Society for Corporate Governance, Inc. (the “Society”) to assist the Board in fulfilling its oversight responsibilities. The Committee’s primary scope of responsibility is to assist the Board in discharging its responsibilities related to financial reporting, budget, internal controls, capital structure, investments, compliance with legal and regulatory requirements and related matters.

Composition, Meetings and Operations

The Committee shall be composed of three or more members of the Board as determined by the Board. Members of the Committee shall serve for such terms as the Board shall determine or until their earlier resignation or removal by the Board. Each member of the Committee shall be free from any relationship that would interfere with the exercise of his or her independent judgment.

The Board shall designate one of the Committee members as the Chair. If such designated member is not present at any Committee meeting, the Committee members may designate a Chair for such meeting by majority vote of the Committee members present at such meeting. The Committee may form, and delegate authority to, one or more subcommittees when it deems appropriate.

The Committee will meet in advance of each regularly scheduled Board meeting, or more frequently as circumstances dictate. The Committee Chair shall approve an agenda in advance of each meeting. The Committee shall meet privately in separate executive session at least annually with the Society’s principal financial officer, the independent auditors and others as the Committee determines appropriate. The Committee shall maintain minutes of meetings and periodically report to the Board.

In fulfilling its responsibilities, the Committee has the authority to conduct any appropriate investigation, and will have direct access to the independent auditors as well as to Society management and staff. The Committee has the authority to retain, at the Society’s expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties. The Committee shall consider the Society’s commitment to diversity, equity, and inclusion when retaining any such experts or consultants.

Specific Responsibilities and Duties

The Committee shall have the following responsibilities:

Independent audits

- Appointing, retaining, evaluating, determining the compensation of, and exercising oversight over the independent auditor, who shall report directly to the Committee.
- Reviewing and approving the terms of the independent auditor’s engagement, and the scope of the annual audit, and pre-approving audit-related and permitted non-audit services (including the fees and terms thereof) to be provided by the independent auditor.
- Reviewing and confirming the independence of the independent auditor annually by obtaining from the independent auditor and reviewing a report delineating all relationships between the independent auditor and the Society (or its management) and discussing with the independent

auditor such disclosed relationships and their impact on the independent auditor's independence and by obtaining the independent auditor's assertion of independence in accordance with professional standards.

- At least annually, reviewing a report from the independent auditor describing the auditor's internal quality control procedures and any material issue raised by the most recent quality control review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the firm.
- Reviewing with the independent auditor any matters that the independent auditor is required to communicate to the Committee.

Internal Controls

- Reviewing with management, and at the Committee's discretion, the independent auditor, the Society's major financial and operational/business risk exposures and evaluating the steps that management has taken and/or should take to monitor and minimize such exposures.
- Monitoring the effectiveness of the Society's internal control systems.
- Establishing procedures for receiving, retaining, and treating complaints received by the Society regarding accounting, internal controls or auditing matters and the confidential, anonymous submission by Society employees, members and others regarding questionable accounting or auditing matters.

Financial Statements

- Reviewing with management and the independent auditor the annual financial statements and the results of any audit, including the annual audit.
- Reviewing with management the annual audit report and recommendations of the independent auditor, including any audit problems or difficulties, and management's response.
- Reviewing major changes to the Society's accounting principles and practices and considering the judgment of the independent auditor regarding the quality, not just the acceptability, of the Society's accounting principles.
- Meeting annually with management and the Society's external tax expert to review any issues or judgmental areas related to the disclosures in the Society's IRS forms and reports.

Annual Operating Budget and Operating Results

- Reviewing the proposed annual operating budget, including staffing, for the ensuing fiscal year of the Society, as presented by Society management. After review and amendment, if necessary, the Committee will recommend to the Board for approval an annual operating budget. The approved operating budget formally confers spending authority for operating costs to management, subject to the policies and procedures adopted by the Society. The approved operating budget may be amended, as appropriate, from time to time by the Board.
- Receiving from management, and reviewing, quarterly financial statements consisting of quarterly and year to date balance sheets, income statements, budget comparisons of actual vs. budget cost with explanation for significant variances, and any key financial performance metrics that the Committee deems appropriate from time to time.

Capital Structure

- Establishing and overseeing general policies and procedures governing financial planning and execution.
- The Committee may direct management to undertake long term financial planning to evaluate future financial needs. The Committee will review the underlying analyses and assumptions, as well as the methodology utilized, and management's recommendations. The Committee then may recommend to the Board a financial structure to best meet the Society's needs.

Investments

- Developing for Board approval formal investment policies for the Society, and reviewing such policies from time to time to continue to meet the strategic needs of the Society.
- Overseeing the management of the Society's financial assets.

Benefits Administration

- Delegating responsibility with respect to the Society's Pension Plan and 401(k) Plan to the Benefits Administration Committee in accordance with the Policy Statements and Benefits Administration Committee Charter.
- Acting on any recommendations by the Benefits Administration Committee relative to the Society's Defined Benefit Pension Plan, the 401(k) Plan, and any health, disability and life insurance plans.
- Receiving reports from the Benefits Administration Committee at least annually.

Compliance with Law

- Reviewing with management annually the Society's compliance with law pertaining to the responsibilities of the Committee.
- Reviewing with management the findings of any examinations by any regulatory agencies pertaining to the responsibilities of the Committee.

Other Responsibilities

- Annually receiving from management, and at the Committee's discretion, the independent auditor, an orientation to the Society's financial statements, the application of generally accepted accounting principles to those statements and, as appropriate, other financial governance issues.
- Annually reviewing and assessing this charter and making recommendations to the Board for changes to this Charter.
- Annually conducting a self-evaluation of the Committee's performance, and report the results thereof to the Board.
- Performing such other duties and responsibilities delegated to the Committee by the Board from time to time.

- To receive reports from the Society's principal financial officer regarding any matter for which the Committee has responsibility under this charter, including without limitation independent audits, internal controls, financial statements, financial condition, annual operating budgets and operating results, capital structure, investments and compliance with law, it being understood that such officer may provide such reports to the Committee at any time and from time to time as such officer deems appropriate.

Committee's Role

The Committee will advise management regarding the form, content and frequency of financial information necessary or appropriate for the Committee to carry out its responsibilities.

The Committee's role is one of oversight. The Society's management is responsible for preparing the Society's financial statements and the independent auditors are responsible for auditing those financial statements. In carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Society's financial statements or any professional certification as to the independent auditor's work.