

**Charter of the Policy Advisory Committee
Society for Corporate Governance, Inc.
(Amended February 6, 2025)**

Purpose

The Policy Advisory Committee (“Committee” or “PAC”) shall advise and assist the Society’s Board of Directors (“Board”) and Committee Chairs in: identifying the issues of importance to the Society and its members; formulating research, communication, education, and advocacy plans associated with those issues; and coordinating the Society’s execution of those plans.

Composition, Meetings and Operations

The Chair of the Society, the Chair-Elect of the Society or the immediate past Chair of the Society and the Chairs and Co-Chairs of the Corporate Practices, Securities Law, Educational Programs, Small/Mid-Cap Companies, Private Companies, Membership and Sustainability Practices Committees shall be members of the Committee during their terms of service. The Committee shall also include (a) one Board member from each class of Directors and (b) up to three members-at-large who shall be approved annually by the Board upon the recommendation of the Nominating and Governance Committee. The President of the Society shall serve as a non-voting member of the Committee. The Chair of the Committee must be a member of the Board from one of the classes. Members of the Committee shall serve during the terms of service associated with their positions/roles as set forth above or until their earlier resignation or removal by the Board.

If the Committee Chair 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 (composed of Committee members) as 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 for each meeting. The Committee shall maintain minutes of meetings and regularly report to the Board on its activities.

In fulfilling its responsibilities, the Committee may from time to time form and seek input from an advisory committee (“Advisory Committee”) consisting of such members of the Society as the Committee may determine. The Advisory Committee shall provide such support to the Committee in fulfilling the Committee’s responsibilities under this charter as the Committee shall determine is appropriate.

Specific Responsibilities and Duties

The Committee shall have the following responsibilities:

Primary Responsibilities

- Identify substantive policy issues that should be the focus of the Society’s efforts during the year with regard to (i) monitoring developments on issues impacting the Society’s members, (ii) conducting research on governance matters, (iii) communicating with members and other relevant stakeholders e.g., institutional investors and (iv) engagement and advocacy with policymakers, regulators, standard-setters, and other relevant stakeholders,;
- Review and recommend for approval by the Society’s Board an annual Plan (“ Plan”) addressing the topics for research, communications and advocacy;

- Oversee the implementation of the Plan, including reviewing periodic reports presented by management regarding the implementation of the Plan;
- Assist the Society's other committees and the Society's management with implementation of the Plan;
- Serve as an ongoing resource to the Society's Board and management throughout the year and help identify experts who might assist the Society in meeting the objectives of the Plan;
- Review the adequacy of staffing and resources related to formulating and carrying out monitoring, research, communication, and education, and advocacy on issues important to the Society and its members; and
- Review periodic reports presented by management regarding such issues as the Committee and/or management may determine.

Other Responsibilities

- Receive reports from management, including, without limitation, the President & CEO, regarding any matter for which the Committee has responsibility or may from time to time determine is appropriate.
- Annually review and reassess this Charter and make recommendations to the Board for changes to this Charter.
- Annually conduct a self-evaluation of the Committee's performance, and report the results thereof to the Board.
- Perform such other duties and responsibilities as may be delegated from the Board to the Committee.

Committee's Role

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

The Committee's role does not include execution of the Society's plans. The National Office Staff is responsible for implementation of the Society's research, communication, education, and advocacy plans associated with issues of importance to the Society and its members. The Society's Vice President, Policy & Advocacy is responsible for taking the lead for the National Office Staff in supporting the Committee.