

National Association of Corporate Directors

STRATEGY COMMITTEE CHARTER

Purpose

The primary objective of the Strategy Committee (the “Committee”) is to assist the Board of Directors of the Association (the “Board”) in discharging its oversight duties with respect to the development and implementation of the Association’s strategic plan and the risks associated with such plan. The Board recognizes that it is the responsibility of management to develop the Association’s strategic plan and implement such plan. The Committee has been formed to foster a cooperative, interactive strategic planning process between the Board and management. The Committee shall exercise its business judgment in carrying out the responsibilities described in this Charter in a manner that the Committee members reasonably believe to be in the best interests of the Association and its stakeholders. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities provided that such procedures are consistent with the Association’s Certificate of Incorporation, By-Laws and corporate governance guidelines.

Membership

The Committee shall be composed of three or more independent Directors as defined in the Governance Guidelines and appointed annually by the Board. The Board shall designate the Chair of the Committee.

Meetings

The Committee shall meet at least twice annually or more frequently as it shall determine is necessary to carry out its duties and responsibilities. The Chair will schedule regular meetings; additional meetings may be held at the request of two or more members of the Committee, the CEO, or the Chair of the Board.

Duties and Responsibilities

In carrying out its oversight responsibilities, the Committee shall:

1. Assist in the development of Association’s strategy, including reviewing and discussing with management the strategic direction and initiatives of the Association and the risks associated with the Association’s strategy.
2. Review with management the process for development, approval and modification of the Association’s strategy and strategic plan.

3. Assist the management with identifying key issues, options and external developments impacting the Association's strategy. Meet with management periodically to monitor the Association's progress against its strategic goals.
4. Ensure the Board is regularly apprised of the Association's progress with respect to implementation of any approved strategy.
5. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
6. Annually review the Committee's own performance, and report the results of such review to the Board.
7. Perform such other duties as are necessary or appropriate to further the Committee's purposes, or as the Board may from time to time assign to it.

Amended 5/29/19