



Board of Directors

Executive Committee Charter

1. Purpose

The purpose of this charter is to describe the governing policies, membership and scope of work for the CDISC Board Executive Committee.

The Executive Committee of the Board of Directors assists the Board in fulfilling its responsibilities when the Board is not in session. Thus, the executive committee acts on behalf of the Board of Directors to determine matters which, in the judgment of the Chairperson of the Board, do not warrant convening a special meeting of the Board, but should not be postponed until the next meeting of the Board. The Committee shall have the authority to undertake the specific duties and responsibilities described below and the authority to undertake such other duties as are assigned by law, the Company's certificate of incorporation or bylaws or by the Board.

As CDISC is a non-profit charitable organization, it must adhere to stringent rules regarding adherence to Bylaws and Policies, including neutrality and transparency, and balanced processes as a global Standards Development Organization (SDO). CDISC must also be diligent regarding the spending of funds received from membership, education, grants and other contributions and the reporting to stakeholders.

2. Governing Policies

This Committee operates in accordance with CDISC Bylaws, Policies, Charters (including this Charter) and will adhere to CDISC Operating and Internal Procedures where relevant.

All actions of this Executive Committee shall be reported to the Board of Directors at the next regular meeting of the Board or by minutes from interim Executive Committee meetings, and at such other times as the Board requests or the Executive Committee deems necessary. For clarity, the Executive Committee shall not have any authority to adopt or approve any matters that otherwise require the approval of the Board of Directors, including without limitation the matters set forth in the Bylaws of the Organization. This Committee will largely provide recommendations to the full Board of Directors. Per the CDISC Bylaws, the CEO is an ex officio member of the Board and therefore a non-voting member of the Executive Committee.

3. Responsibilities

The CDISC Executive Committee has the following authority:

- a. Exercising the power and authority of the Board in the management and direction of the business and affairs of the organization, except for those matters which are expressly delegated to another committee of the Board and matters which cannot be delegated by the full board.
- b. Advise the CEO on important matters.
- c. Review the Strategic Plan and matters related to strategy, and provide preliminary input and recommendation before these items go before the full Board.
- d. Coordinate input from the Board on CEO performance and conduct the annual CEO performance review.
- e. Serve as a sounding board for CDISC management on emerging issues, problems and initiatives.
- f. Providing leadership, structure and support to ensure the effectiveness and accountability of the Board's performance and facilitating an annual process to assess its own and the full Board's performance.
- g. Establishing and monitoring an executive level succession plan to ensure the sustainability and continuity of the organization.
- h. Establishing, in partnership with the CEO, a regular strategic planning process for the Board.
- i. Reviewing and approving the CEO compensation, and other compensation and benefits plans and awards, as required.
- j. Reviewing and approving annually the organization's goals and objectives applicable to the compensation of the CEO.
- k. Evaluating, at least annually, the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. As a non-voting member of the Executive Committee, the CEO does not determine the results of his or her performance review or compensation approvals.
- l. The authority to obtain advice and assistance from internal or external legal, accounting, and other advisors and to approve the fees and other terms related to such external counsel, consultants or advisors.
- m. Establish the full board meeting agendas, including determination of the necessity of an executive session.

The Executive Committee shall not:

- a. Elect or remove Board officers
- b. Elect or remove Board members
- c. Hire or terminate CEO or other staff
- d. Amend CDISC bylaws or policies
- e. Change the Board-approved budget

4. Membership

The Executive Committee shall be comprised of the Board Chair, Board Chair-Elect,

Immediate Past Board Chair, and CEO. In the event one or more of these positions is vacant, the Board may select the Chair or Chairs of any Standing Board Committee or other Board members to serve as members of the Executive Committee. Selection in the event of vacancy shall occur by majority vote at a regular Board of Directors meeting.

The Executive Committee may invite other Board members and/or staff to attend Executive Committee meetings from time to time in order to facilitate conversation on a specific topic due to that participant’s expertise. Attendance at an Executive Committee meeting does not confer membership in the Executive Committee.

5. Meetings and Decision-Making Process

The Executive Committee will meet virtually approximately once a month, or when necessary, at the call of any member of the Executive Committee. Meeting dates and times should be specified well in advance; however, they can be called at any time with at least 3 Executive Committee attendees, including at least the CEO, especially in the case of an emergency.

A majority of the Committee members, present and voting, shall constitute a quorum. Decisions should be taken by consensus as much as possible. In the event a consensus cannot be reached, a proposal would have to be approved by a majority of the Committee members to be deemed approved; the fact that no consensus could be reached, and the results of the vote would have to be disclosed to the Board together with the presented proposal.

6. Authorization

This document has been approved and is in effect on this date:

Name	CDISC Board of Directors
Date	27 September 2024