



National Association of Corporate Directors

SPECIAL COMMITTEE ON DIVERSITY, EQUITY & INCLUSION CHARTER

Purpose

The Diversity, Equity, & Inclusion (DE&I) Special Committee of the Board shall assist the Board of Directors in fulfilling its oversight responsibilities pertaining to NACD's DE&I governance, programs, policies, and practices, as it relates to its workforce, member services, community relations, suppliers, and any other of its mission-related areas of engagement. The Committee shall ensure that the board's commitment to DE&I is well-defined and reflective in its governance structure, board composition, committee charters, guidelines, and all related governance duties and responsibilities.

As a special committee, this Committee is intended to sunset. The need for its continuation will be assessed in six months unless it has already sunsetted.

Membership

The Committee shall be composed of the following directors:

- Cari Dominguez, Chair
- Sue Cole
- Nick Donofrio
- Brenda Gaines
- Dona Young

Chair Bill McCracken and CEO Peter Gleason are *ex officio* members.

Meetings

The Committee shall meet as frequently as it shall determine necessary to carry out its duties and responsibilities.

Duties and Responsibilities

In carrying out its oversight responsibilities, the Committee shall:

1. Assist and support the CEO in the development of a comprehensive DE&I strategy for internal as well as external purposes.

2. Receive, review, and evaluate, on a regular basis, updates, and reports designed to demonstrate progress toward stated DE&I objectives.
3. Work closely with the appropriate committees of the Board to ensure that charters, guidelines, incentives, allocations, and all other governance levers are aligned with stated DE&I objectives and fully reflect actionable commitment and accountability.