

The Conference Board, Inc.

Charter of the Executive Committee

I. Type of Committee.

The Executive Committee (“Committee”) shall be a committee of the Board under Article IV, Section 1 of the Bylaws.

II. Composition of the Committee.

The Committee shall consist of the Chairman, the Co-Chairmen, the Vice Chairmen and the Chief Executive Officer. The Chairman shall be the Chair of the Committee. Except for the Chief Executive Officer, no other staff member of, or person compensated by, The Conference Board, Inc. (“Corporation”) shall be a member of the Committee.

III. Authorities and Responsibilities of the Committee.

The Committee shall:

1. exercise the authority of the Board of Trustees (“Board”) and act in the stead of the Board as required between regular Board meetings, except as may be proscribed by law;
2. acting without participation by the Chief Executive Officer, annually review the Chief Executive Officer’s performance and make a recommendation to the Board regarding the Chief Executive Officer’s compensation;
3. as the Committee deems appropriate and working with the Chief Executive Officer, set performance goals for senior management of The Conference Board, Inc.; and
4. perform such additional duties and functions as the Board may delegate to it.