

The Conference Board, Inc.

Charter of the Finance Committee

I. Type of Committee.

The Finance Committee ("Committee") shall be a committee of the Board under Article III, Section 1 of the Bylaws.

II. Composition of the Committee.

The Committee shall consist of not fewer than three Trustees. Except for the Chief Executive Officer, no 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. develop and adopt investment policies and guidelines for funds and pension funds of the Corporation;
2. monitor the performance of the Corporation's investments and pension investments against investment policies and guidelines and report such performance to the Board;
3. review the Corporation's annual budgets and monitor the Corporation's financial performance against approved goals and budgets;
4. periodically develop, review and make recommendations the Corporation's Board regarding long range strategic financial planning;
5. review and monitor the Corporation's capital structure and strategies, including review of existing debt obligations, capital financing, and other financing transactions.
6. review and make recommendations to the Corporation's Board regarding significant financial transactions and management proposals regarding operational and capital expenditures that exceed pre-approved authorization limits; and

7. perform such additional duties and functions as the Board may delegate to it.

The Conference Board, Inc.

By: Roger W. Ferguson, Jr.
Name: Roger W. Ferguson, Jr.
Title: Chair, Board of Trustees