

**I. Statement of Purpose**

The Steering Committee (“Committee”) is a standing committee of the Board of Directors (“Board”). The purpose of the Committee is to assist it in the administration of Board responsibilities and in implementation of the policy decisions of the Board. The Committee is responsible for assisting the Board with: (i) developing the strategic direction of the organization, including guiding staff with preparing and carrying out the organization’s strategic plan and annual operating plan, as recommended by the Committee and approved by the Board; (ii) fulfilling its oversight responsibility relating to the Chief Executive Officer’s annual performance review and compensation; (iii) oversight of organizational performance; (iv) legislative activities; (v) oversight responsibilities relating to the MSRB’s technology strategy and significant technology initiatives; and (vi) oversight responsibilities relating to stakeholder engagement and outreach initiatives. It will also be responsible for overseeing the activities of the Board’s standing committees and other groups. It is the general intention that all substantive matters in the ordinary course of business be brought before the full Board for action, but the Board recognizes the need for flexibility to act on substantive matters where, in the opinion of the Board Chair, expedited action may be necessary between Board meetings. All action by the Steering Committee shall be reported to the Board at its next regularly scheduled meeting and shall be subject to revision and alteration by the Board.

**II. Organization**

**A. Charter**

At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.

**B. Members**

The Committee shall be comprised of seven members, reasonably divided between public and regulated members with a public majority, selected by the Board Chair and presented to the Board for approval. The Chair of the Committee shall be the Board Chair, and its members shall be the chair of each standing committee, the Board Vice Chair and one or two other Board members. At least one Committee member shall have served on the Committee in the prior fiscal year.

**C. Meetings**

In order to discharge its responsibilities, the Committee shall each year establish a schedule of regular meetings. Special meetings may be called by the Committee Chair upon one calendar day prior notice, provided that such advance notice may be waived by unanimous consent of all Committee members attending such meeting. Notice of a special meeting need not be given to any Committee member who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at the commencement thereof, the lack of notice to such member.

D. *Quorum and Voting*

The quorum necessary for the transaction of business at Committee meetings will be a majority of the members of the Committee. All determinations of the Committee must be approved by at least the number of members required to constitute a quorum.

E. *Agenda, Minutes and Reports*

To the extent feasible, an agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes of all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be considered and approved by the Committee. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting accompanied by any action taken by the Committee.

F. *Access to Records, Consultants and Others*

The Committee shall have full authority (i) to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Municipal Securities Rulemaking Board (MSRB); (ii) to retain, terminate and set the compensation of outside legal, accounting or other consultants to advise the Committee; and (iii) to require any officer or employee of the MSRB or request any of the MSRB's outside counsel, internal auditors, independent auditors or other consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee Chair shall inform the Finance Committee and the Chief Financial Officer of the outside work being contemplated as well as the expected resource needs. If the project is unbudgeted and expected to exceed \$25,000, then the Finance Committee and the Chief Financial Officer should be notified prior to the Committee Chair obligating resources. The Committee is encouraged to rely on the MSRB internal legal counsel to ensure that the planned use of outside experts does not violate the Code of Ethics and Business Conduct, and for legal contract review and negotiation. The Committee Chair shall provide the Chief Financial Officer with the agreement for services for any outside consultants that are retained to advise the Committee; provided if the Chief Financial Officer is the subject of such services, the Chief Executive Officer and the General Counsel shall be advised of the outside work being contemplated and provided with the agreement for services for the outside expert.

**III. Responsibilities**

A. *Chief Executive Officer Annual Review, Organizational Performance and Corporate Culture*

In accordance with Section 1.7 of the Board's Policies and Procedures, the Committee shall assist the Board with conducting an annual review of the performance and compensation of the Chief Executive Officer and a review of the overall performance of the organization prior to the conclusion of the fiscal year. In addition, the Committee shall monitor the corporate culture of the organization. Based on the review and discussion of these matters, the Committee shall recommend to the Board the compensation level of the Chief Executive Officer. The Committee may take into account, as it deems appropriate, the salaries paid to similar professionals working in similar organizations, as well as the recommendation of any salary consultant that

may be engaged with regard to the compensation of the Chief Executive Officer. The Board Chair and the Committee shall recommend for Board approval the terms of any contractual compensation arrangements and may make such other related recommendations as it sees fit with respect to the Chief Executive Officer's annual review and total compensation.

B. *Actions between Board Meetings*

The Committee may review and provide input into the development of the strategic plan, provide guidance regarding activities of standing committees and other groups of the Board, provide guidance regarding Board positions in areas of market concern and generally serve as a sounding board for the Board Chair on emerging issues, problems or initiatives.

C. *Strategic Planning*

The Committee shall assist with the development of the organization's strategic direction in consultation with the Board and oversee and guide staff with the development and management of the organization's strategic plan and annual operating plan. Specifically, the Committee shall review and recommend the strategic and operating plans for approval by the Board and refine and monitor the implementation, by staff, of the plans as necessary.

D. *Succession Planning*

The Committee shall review and monitor management succession planning for the Chief Executive Officer and other key positions within the organization.

E. *Legislative Activities*

The Committee shall oversee the Government Relations Strategy and Annual Action Plan, which is approved annually by the Board, under the Policy on Federal Government Relations (Exhibit O to the Board's Policies and Procedures) and will work with staff on implementation of the Annual Action Plan. The Committee may make modifications to the Annual Action Plan as appropriate due to legislative developments and promptly report to the Board.

F. *Technology and Operations*

The Committee shall provide oversight relating to the MSRB's technology strategy and significant technology initiatives. The Committee shall guide staff in the advancement of long-term technology strategies and monitor and evaluate developments in technology that may affect the MSRB's strategic direction. The Committee shall receive reports from staff pertaining to the MSRB's technology capabilities, infrastructure and related systems in order to monitor the progress of significant technology-related projects and initiatives. The Committee shall make recommendations, as appropriate, to the Board to ensure the MSRB's technology systems are capable, efficient, resilient and secure and can effectively support the MSRB's needs and objectives. The Committee shall monitor technology operations and technology related risks of the MSRB in areas including cybersecurity, systems availability, data quality, disaster recovery and business continuity to advise the Audit and Risk Committee in support of its enterprise risk management responsibilities.

G. *Stakeholder Engagement*

The Committee shall assist the Board in advancing the MSRB's engagement with stakeholders,

including investors, issuers, regulated entities, oversight authorities and other stakeholders and stakeholder groups. The Committee shall oversee staff in the development and implementation of stakeholder engagement objectives and activities that further the MSRB's mission and long-term strategic goals. The Committee shall make recommendations, as appropriate, to the Board to ensure the MSRB's stakeholder engagement activities are targeted, impactful and efficient. The Committee shall provide strategic direction on Board member and staff involvement in stakeholder engagement activities. The Committee shall work with staff on identifying and prioritizing opportunities to foster engagement among stakeholders, Board members and staff consistent with the MSRB's strategic and operating plans. The Committee shall advise on appropriate participants, channels, themes and priorities for stakeholder engagement.

H. *Diversity, Equity and Inclusion*

The Committee shall provide strategic direction and oversight for staff and make recommendations, as appropriate, to the Board to advance diversity, equity and inclusion activities in support of the organization's diversity statement and principles.

I. *Other Delegated Responsibilities*

The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.

J. *Committee Performance Evaluation*

The Committee shall annually review its own performance.