

Corporate Compliance Committee Charter  
Established September 4, 2024

- I. Introduction
  - a. The Corporate Compliance Committee (the "Committee") is established to ensure that the nonprofit TCFD complies with all applicable laws, regulations, and ethical standards. The Committee shall assist the Board of Directors ("Board") in fulfilling its oversight responsibilities by reviewing, monitoring, and recommending policies and procedures to promote a culture of compliance and ethical conduct within the TCFD.
- II. Purpose
  - a. The Committee shall ensure that TCFD operates with the highest levels of integrity, transparency, and accountability. The primary purpose of the Committee is to oversee and guide TCFD's efforts to comply with all applicable laws, regulations, internal policies, and ethical standards. The Committee's activities are designed to foster an organizational culture that prioritizes compliance and ethical behavior, thereby safeguarding the TCFD's reputation, assets, and mission. The Committee Shall have the following primary purpose:
    - i. Regulatory Compliance
    - ii. Ethical Standards and Conduct
    - iii. Policy Oversight and Development
    - iv. Risk Management
    - v. Education and Training
    - vi. Monitoring and Auditing
    - vii. Reporting and Accountability
- III. Membership
  - a. The Committee shall consist of a minimum of three (3) members appointed by the Board of Directors.
  - b. Members shall include at least one (1) board member, one (1) member of the executive team, and one (1) staff member with expertise in legal or regulatory compliance.
  - c. The Chair of the Committee shall be appointed by the Board of Directors.
  - d. The Committee shall meet at least quarterly. Additional meetings may be called by the Chair or at the request of a majority of Committee Members
- IV. Responsibilities of the Chair
  - a. The chair of the Committee shall have the following responsibilities
    - i. Oversee and lead the work of the Committee
    - ii. Set the agenda for the meetings and facilitate productive discussions and decision making during Committee meetings
    - iii. Act as the primary liaison between the Committee and the Board to ensure the Board is kept informed of the Committees activities, findings and recommendations
    - iv. Coordinate with other Committees, departments and stakeholders within TCFD to promote a unified approach to compliance and ethics
- V. Responsibilities of the Committee members:
  - a. The members of the Committee shall have the following responsibilities:

- i. Attend Committee meetings and actively participate in discussions
- ii. Review and analyze information distributed before meetings and materials presented to the Committee during or after meetings
- iii. Actively participate in discussions and decision-making
- iv. Ask questions and seek clarification
- v. Contribute expertise and insights
- vi. Provide input on policies and strategies
- vii. Vote on Committee Recommendations

VI. Responsibilities of the Committee

a. The Corporate Compliance Committee's responsibilities will include:

- i. Regulatory Compliance
  - 1. Ensure the Corporation adheres to all federal, state and local laws and regulations relevant to its operations
  - 2. Monitor legislative and regulatory changes that could impact the Corporation and advise the Board accordingly
- ii. Ethical Standards and Conduct
  - 1. Promote a culture of ethical behavior and decision-making throughout TCFD.
  - 2. Uphold ethical standards that guide the behavior of all employees, volunteers, board members, and affiliates.
- iii. Policy Development and Oversight:
  - 1. Develop, review, and recommend to the Board policies and procedures related to compliance and ethical conduct.
  - 2. Ensure policies are effectively communicated to all employees, volunteers, and board members.
- iv. Risk Management
  - 1. Identify, assess and manage compliance-related risks to the corporation
  - 2. Implement strategies to mitigate and identify risks and ensure proactive risk management practices are in place
- v. Training and Education
  - 1. Support the Corporate Compliance Officer in efforts to develop and implement compliance training programs for employees, volunteers, and board members
  - 2. Support the Corporate Compliance Officer in ongoing education about legal and ethical responsibilities
- vi. Monitoring and Auditing:
  - 1. Oversee the implementation of compliance programs and ensure adherence to internal policies and external regulations.
  - 2. Monitor developments in relevant laws and regulations and ensure TCFD adjusts its policies and practices accordingly.
- vii. Ethical Standards:
  - 1. Promote a culture of integrity and ethical behavior throughout TCFD.

2. Ensure TCFD's mission and activities align with its values and ethical standards.

viii. Reporting and Accountability:

1. Work with the Corporate Compliance Officer to establish mechanisms for reporting and addressing compliance concerns, including a whistleblower policy.
2. Review and investigate reports of non-compliance or ethical misconduct, and ensure appropriate corrective actions are taken.
3. Report regularly to the Board of Directors on the status of compliance activities and any significant issues.

VII. Review and Amendment

- a. This Charter shall be reviewed annually and may be amended with approval of the Board to ensure its continued effectiveness

VIII. Adoption

- a. This Charter is adopted by TCFD's Board