



KYMEA Board of Directors Committees

**KYMEA Board Chairman
KYMEA General Counsel – Charlie Musson**

May 23, 2019

Committee Appointments

- ◆ Appointments: At Annual Meeting (Odd Years)
- ◆ Term: June 2019 – May 2021

Executive Committee

- ◆ BYLAWS - ARTICLE IV Section 1.
 - ◆ Chairman, Vice Chairman and at least one Director elected by the Board
 - ◆ President and CEO is non-voting ex officio member
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- ◆ Presently, Chairman, Vice Chairman, Secretary, Treasurer serve on Executive Committee

AR Project Committee

- ◆ BYLAWS - ARTICLE V Section 1.
- ◆ All members participating in Project serve on Committee (Voting Members)
- ◆ Chris Melton: Current Chairman of AR Project Committee
- ◆ AR Project Working Group: Chris Melton, Josh Callihan, Mike Withrow, CEO (non-voting ex officio), CFO (non-voting ex officio)
- ◆ Working Group (December – February)
- ◆ AR/Board Approval - March

Budget Committee

- ◆ Same working group as AR Project Committee
- ◆ Chris Melton: Current Chairman of Budget Committee
- ◆ Budget Committee Working Group: Chris Melton, Josh Callihan, Mike Withrow, CEO (non-voting ex officio), CFO (non-voting ex officio)
- ◆ Working Group (November – January)
- ◆ Board Approval - February

Compensation Committee

- ◆ Same working group as Executive Committee
- ◆ Ron Herd: Current Chairman of Compensation Committee
- ◆ Compensation Committee Working Group: Ron Herd, Josh Callihan, Chris Melton, Kevin Howard, KYMEA Legal Counsel (non-voting ex officio)
- ◆ Working Group (October - December)
- ◆ Board Approval - December

Board Risk Oversight Committee (BROC)

- ◆ ENTERPRISE RISK MANAGEMENT POLICY
- ◆ Meets Quarterly
- ◆ Comprised of five voting members as follows:
- ◆ Two Elected
 - Board Member (Director or Alternate Director)
 - AR Project Committee Member
- ◆ Gary Zheng (Chairman), Tim Lyons
- ◆ Other Members: CEO, CFO, KYMEA Legal Counsel

Internal Risk Committee (IRC)

- ◆ ENTERPRISE RISK MANAGEMENT POLICY
- ◆ Meets Quarterly
- ◆ Comprised of four voting members as follows:
- ◆ CEO, VP of Market Analytics, CFO, Legal Counsel
- ◆ CEO (Chairman)