August 2022 Appendix

 Marine Corps Association

 **CHARTER OF THE FUTURES COMMITTEE**

 **OF THE BOARD OF GOVERNORS**

 I PURPOSE. The Futures Committee is appointed by the Board of Governors of Marine Corps Association ( The Association) to assist the Board of Governors in the identification of emerging threats and opportunities to the Association. The Futures Committee serves as an innovation engine for MCA. The committee collects ideas from members and others that are not already being worked by the CEO and staff. The focus of the Futures Committee should be on near and long term trends and indicators that potentially effect the mission, economic health and viability of The Association. The committee further serves as the eyes and ears of the Association to bring context and focus to occurrences and facts that could effect strategies and decisions that the Board of Governors will be forced to confront in order to ensure the perpetuity and value of the Association. Issues of interest include financials, corporate trends, capital expenditures, changing demographics, wealth management, social responsibility, compliance and conflict of interest issues to name but a few. The Committee must have a guiding focus on what is Possible, what is Probable, what is Preferred and what represents a “Wildcard” occurrence. After conferring with the Chairman and CEO, the committee will seek to qualify initiatives and when appropriate, transition those of particular merit to the CEO for fuller development and execution. The committee will be prepared to remain engaged to assist with critical projects tied to MCA strategic growth initiatives. Integral to the overall purpose of the committee is to ensure that the MCA remains The Professional Organization of the United States Marine Corps. The committee will fulfill its’ responsibilities by carrying out the activities enumerated in Section IV of this Charter. This Charter, however is not intended to, and does not, create any legal or fiduciary duties or responsibilities to form the basis for a breach of fiduciary duty or potential liability if these responsibilities are not fulfilled.

II COMMITTEE COMPOSITION. The Committee shall be comprised of at least three or more independent Governors as determined by the Board of Governors. All members of the Committee shall be members in good standing, familiar with organization financial statements, best governance practices, strategic planning and non-traditional traits that can forecast long term threats and opportunities to The Association. It is the goal of the Board of Governors that the Committee Chairman has previously served on an MCA committee prior to assuming

chairmanship of the Futures Committee.

1. To be independent, each member of the Committee shall not:
* Be an officer or employee of the Association, or any of its’ affiliates, currently or for any of the past three years
* Be a member of the immediate family of an individual who is or has been in any of the past three years, employed by the Association, or any of its’ affiliates as an executive officer ( immediate family includes a person’s spouse, parents, children, siblings, mother-in-law, father-on-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law and anyone who resides in such person’s home);
* Have a relationship which, in the opinion of the Board of Governors, would interfere with the exercise of independent judgement in carrying out the responsibilities of a governor;
* Be a partner in, or a controlling shareholder or an executive officer of, any for profit business organization to which the Association made, or from which the Association received payments in any of the past three years.
* Be employed as an executive of another entity where any of the Association’s executives serve on that entity’s Compensation Committee.
1. The Board of Governors shall appoint the members of the Committee. Unless the Board of Governors elects a Chairman, the members of the Committee may designate a Chairman by majority of the Futures Committee.
2. The Committee shall have the authority to retain subject matter experts consistent with the purpose, roles and responsibilities of the Futures Committee or other consultants to advise the Committee. The Committee may request any officer or employee of the Association or the Association’s outside counsel to meet with any members of, or consultants to the Committee.
3. The Committee shall make regular reports to the Board of Governors. The Committee shall meet as often as it determines necessary. The Committee may form and delegate authority to subcommittees when considered appropriate.

III MEETINGS. The Committee shall meet as often as it determines, but generally twice a year on person and twice remotely between formal Board Meetings. Each regularly scheduled meeting shall ordinarily conclude with an executive session absent members of management.

IV DUTIES AND RESPONSIBILITIES. In carrying out its’ responsibilities, the Committee shall keep its’ policies and procedures flexible in order to best react to changing circumstances effecting the mid and long term threats and challenges potentially facing the Association.

1. The Committee and each member thereof, in his or her capacity as such, shall be entitled to rely, in goof faith, on information, opinions, reports or statements, or other information prepared or presented to them by 1.) officers and other employees of the Association, whom such member reasonably believes to be reliable and competent in the matters presented, and or 2.) counsel, public accountants, or other persons as to matters which the member reasonably believes to be within professional competence of such person. Each member of the Committee is expected to exercise restraint, prudent judgement and discretion when sharing or discussing information that is sensitive to the effective operation of the Committee as well as the Association. Failure to safeguard sensitive information shall result in removal from the Committee by majority agreement within the Committee.
2. The Committee shall:
3. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
4. Report to the Board all matters of substance covered in Committee meetings.
5. Continually review, assess and consider all future relevant factors, emerging threats and opportunities, societal, environmental, governmental and business trends that may effect the optimal operation of the Association into perpetuity.
6. Meet periodically with management to review the Association’s understanding and context of future environmental business issues that effect the mid to long term health and viability of the Association and its’ability to meet its’ mission mandates.

V. AUTHORITY. In carrying out its’ responsibilities, the Committee may draw on the expertise of management and the corporate staff and, when appropriate, subject matter experts or advisors whom specialize in emerging corporate best practices and Futurology. In addition, the Committee shall have unrestricted lines of communication with the Association’s President.