



## **Charter of the Joint Committee on Cybersecurity**

**June 13, 2024**



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## **Purpose**

The Joint Committee on Cybersecurity (the “Committee”) is appointed by the Board to assist the Board with its oversight of the Company’s cybersecurity program and risks.

## **Authority**

The Committee has authority to take appropriate actions necessary to discharge its responsibilities. Such authority includes but is not limited to the power to:

- a. Retain outside counsel, accountants, outside advisors, consultants or others to assist in the conduct of an investigation or as it determines appropriate to advise or assist in the performance of its functions.
- b. Seek any information it requires from employees or external parties. Employees and external parties will be directed to cooperate and comply with the Committee’s requests.
- c. Meet with the senior internal auditor, Company Officers, external auditors or outside counsel or other advisors, as necessary.

## **Composition**

The Committee shall have at least two members, all of whom shall meet the independence requirements of the New York Stock Exchange, as determined by the Board. The independent Directors of the Board, after due consideration, shall appoint the chair(s) and members of the Committee. The Committee Chair(s) has the authority to convene meetings, set agendas, delegate sub-Committees and determine the Committee’s information needs. Unless otherwise determined by the Board, the Committee shall consist of the members of the Audit Committee and Nominating and Corporate Governance Committee. To facilitate the Audit Committee’s oversight of the Company’s practices with respect to risk assessment and risk management, at least one member of the Committee shall also be a member of the Audit Committee.

Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirement for membership provided herein.



## **Meetings**

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board with respect to its activities.

## **Responsibilities**

Among its specific responsibilities, the Committee shall:

1. Review the Company's information technology and security risk exposures (including programs and defenses against cybersecurity threats) and related policies and practices to assess and control such exposures, assist the Board in fulfilling its oversight responsibilities regarding the Company's information technology and security policies and processes with respect to risk assessment and risk management.
2. Review the Company's adoption and implementation of systems, controls and procedures designed to prevent, detect and respond to cyber attacks or security breaches involving the Company.
3. Review updates regarding the Company's cybersecurity threat landscape and Management's responses to noteworthy cybersecurity incidents, developments and threats as identified by Management.
4. Review the plans and methodology for the periodic assessment of the Company's cybersecurity program by Management or outside professionals, any findings of such assessments and any remediation plans to address any material control deficiencies identified by such assessments.
5. Review the Company's cybersecurity insurance program.
6. Make such recommendations to the Board and Management with respect to any of the above and other matters as the Committee deems necessary or appropriate.
7. Regularly report to the Board about Committee activities, issues and related recommendations, and maintain minutes or other records of Committee meetings and activities.
8. Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board.
9. Assess annually the Committee's performance of the duties specified in this Charter and report its findings to the Board.
10. Undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.