

I. Statement of Purpose

The Stakeholder Engagement Committee (“Committee”) is a standing committee of the Board of Directors (“Board”). The purpose of the Committee is to assist the Board in (i) advancing the MSRB’s engagement with stakeholders, including investors, issuers, regulated entities, oversight authorities and other stakeholders and stakeholder groups; (ii) providing strategic direction on Board Member and staff involvement in stakeholder engagement activities; and (iii) the fulfillment of the other responsibilities set out herein.

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 five members of the Committee shall be appointed by the Board Chair in compliance with the Board’s Policies and Procedures Section 6.1. After the first year of the existence of the Committee, at least one Committee member shall have served on the Committee in the prior fiscal year. A Committee Chair shall be appointed by the Board Chair from among the Committee members.

C. Meetings

In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required. In planning the annual schedule of meetings, the Committee shall ensure that sufficient opportunities exist for its members: (i) to meet separately with any consultants, without management present and (ii) to meet in private with only the Committee members present. The Committee may delegate any of its functions to a member or subcommittee of the Committee, which member or subcommittee shall report to the Committee on its activities, determinations and recommendations.

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, Summaries and Reports

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. Summaries for all meetings of the Committee shall be prepared to document the Committee’s discharge of its responsibilities. The summaries shall be considered and approved by the Committee. The Committee shall make regular reports to the Board.

F. *Access to Records, Consultants and Others*

The Committee shall have full authority: (i) to investigate any matter brought to its attention within the purview of its roles and responsibilities and with full access to all books, records, facilities and personnel of the Municipal Securities Rulemaking Board (MSRB) and (ii) to request any officer or employee of the MSRB, the MSRB's outside counsel, or other consultant to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall advise 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 Chief Financial Officer should be notified by the Committee prior to 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.

III. **Responsibilities**

A. *Advancing Stakeholder Engagement*

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.

B. *Identifying and Prioritizing Engagement Opportunities*

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.

C. *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.

D. *Committee Performance Evaluation*

The Committee shall annually review its own performance.