

**CHS Inc.**  
**Executive Committee Charter**

**Purpose:** The Executive Committee is established to aid the Board in matters which, in the opinion of the Chairperson, should be addressed in advance of the next meeting of the Board; to assist the Chairperson with the efficient and effective administration of Board functions; and perform such other functions as are consistent with this Charter.

**Committee Members:** The Executive Committee shall be comprised of the Chairperson, the Vice Chairperson, the Second Vice Chairperson, the Secretary and the First Assistant Secretary. The Chairperson shall chair the Executive Committee.

**Committee Authority:** The Executive Committee shall function during the interval between regular Board meetings; provided that, the Committee shall have authority to take final action with respect to only those matters specifically set forth herein or as otherwise delegated by the Board by way of a resolution adopted or a motion passed by the Board.

**Duties and Responsibilities:**

- Assist the Chairperson in efforts to facilitate the efficient and effective functioning of the Board.
- Assist the Chairperson and the CEO in planning future meeting agendas and Board initiatives.
- Guide CHS strategic planning by:
  - Serving as a sounding board for the CEO on issues of strategic importance.
  - Facilitate high quality dialogue between senior management and the Board.
  - Identify issues to guide the Board's strategic planning.
  - Assure that timely and appropriate reports are provided to the Board by management concerning strategic initiatives.
- Make recommendations to the Board regarding the annual performance goals and expectations for the CEO. Periodically review the CEO's progress regarding annual performance goals and expectations. Coordinate the Board's annual performance evaluation process for the CEO and make recommendations to the Board regarding annual performance ratings for the CEO.
- Review and recommend to the Board the compensation structure and annual compensation decisions for the CEO.
- Review and make recommendations to the Board regarding programs, actions or activities specifically focused on Board leadership development.
- Plan and approve international travel by directors that is necessary for CHS purposes.

- Make periodic reports to the Board concerning activities of the Committee, including recommended Board actions.
- Review Committee performance and make appropriate recommendations to the Board for changes in the Committee's Charter.
- Monitor the progress of all Board Committees with respect to such Committees' goals.
- Review and determine Directors' Committee assignments.
- Review and make recommendations regarding CEO succession planning, both anticipated and unanticipated.
- Perform such other duties functions as may be delegated by the Board or which are consistent with this Charter and which the Committee deems from time to time appropriate.
- Conduct an annual assessment of the Committee's performance and effectiveness.
- Conduct an annual review of the Executive Committee Charter.

**Advisors:** The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

**Meetings:** The Committee will meet at the call of the Chairperson as often as deemed necessary by the Chairperson. The Committee will cause adequate minutes of meetings to be kept and will report its actions to the Board at its next meeting.

Adopted 1.7.15

Revised 8.9.17

Revised 4.2.19