

Mansueto Ventures
Diversity, Equity, and Inclusion Committee
By-Laws

Name of Committee

Mansueto Ventures diversity, equity, and inclusion (DEI) committee.

Purpose

The committee will recommend solutions and mechanisms to help create a supportive, positive, and inclusive work environment for everyone Mansueto Ventures.

Mission

The DEI committee will advise and assist MV's executive and HR teams in creating a workplace and organizational culture that values the wide range of thought and perspectives of a diverse workforce operating within an inclusive organization. The DEI committee will provide initial research, recommendations, employee resource group (ERG) support, and policy guidance pertaining to initiatives being considered by the MV executive team. MV's diversity and inclusion objectives, and progress toward achieving them, will be assessed annually to ensure alignment with strategic business objectives.

Membership

The DEI committee will consist of voting members representing each of the following departments:

- Inc. editorial – 1 representative
- Fast Company editorial – 1 representative
- Consumer marketing – 1 representative
- MV Live – 1 representative
- Business development – 1 representative
- Fast Company marketing – 1 representative
- Fast Company sales – 1 representative
- Inc. marketing – 1 representative
- Inc. sales – 1 representative
- MV Entertainment – 1 representative
- MV production – 1 representative
- MV Works – 1 representative
- MV ad operations – 1 representative
- MV digital services – 2 representatives

When a current member's term has expired, the department manager or their designee shall hold an election within their department for the purpose of selecting their department's next voting member.

Committee Leadership and Term of Office

The DEI committee will have an executive committee made up of the following officers: committee liaison, vice committee liaison, and past committee liaison. Beginning on July 1, 2022, and on each July 1 thereafter, two positions will rotate: The committee liaison will become the past committee liaison and the vice committee liaison will become the committee liaison.

Duties of the Committee Liaison

- Scheduling committee meetings
- Developing written agendas for committee meetings
- Conducting committee meetings
- Presenting committee correspondence and reports for committee approval

- Ensuring the preparation and distribution of committee meeting minutes
- Communicating to executive leadership (Direct point of com... from charter)

Duties of the Vice Committee Liaison

The vice committee liaison shall perform the duties of the committee liaison in the committee liaison's absence. The vice committee liaison shall maintain the records of all meetings and activities of the committee. If the vice committee liaison must preside over a meeting of the committee in the committee liaison's absence, the vice committee liaison may delegate responsibility for records of the committee to another member of the committee until they are able to resume their duties.

Secretary

The secretary shall be responsible for recording, posting, and filing of the minutes of all committee meetings, notifying all committee members and colleagues of all meetings of the committee, and maintaining the files of the committee.

Treasurer

The treasurer shall receive, disburse, and account for all funds of the committee and its activities, present a written report of finances at least once per quarter, coordinate all budget and financial decisions, and prepare the budget for the next fiscal year to be voted upon by the committee and presented to the CEO for approval. The treasurer is also responsible for submitting all applicable invoices and funding requests to Mansueto's CFO for payment or distribution of funds.

Election of Vice Committee Liaison, Secretary, and Treasurer

The election of these positions will be held during the month of May of each calendar year, and their term of office will begin on June 1.

Executive Officer Vacancies

In the case of resignation or inability to serve as a member of the executive committee, an election will be held during the next scheduled committee meeting. The newly elected officer will serve for the remainder of the term.

Subcommittee Leads

The subcommittee leads will be selected by majority vote of the committee members. The outgoing subcommittee lead will remain as a member of the subcommittee for an additional one year and will assume the role of past subcommittee lead in order to maintain the continuity of the subcommittee.

Length of Committee Member Terms

Committee members will serve a continuous term of one or two years. The terms have been established as follows:

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|---------------------------|---------------|
| 1. Committee liaison | Two-year term |
| 2. Subcommittee leads | Two-year term |
| 3. Past subcommittee lead | One-year term |
| 4. Committee Members | One-year term |

Term Expiration

Starting in June 2022, each charter committee member's term will expire by the department schedule outlined below, after which the established terms (above) will take effect.

June 2022

- Inc. editorial – 1 representative
- Fast Company editorial – 1 representative

Consumer marketing – 1 representative
MV Live – 1 representative
Business development – 1 representative

September 2022

Fast Company marketing – 1 representative
Fast Company sales – 1 representative
Inc. marketing – 1 representative
Inc. sales – 1 representative
MV Entertainment – 1 representative

December 2022

MV production – 1 representative
MV Works – 1 representative
MV ad operations – 1 representative
MV digital services – 2 representatives

At the expiration of their term, a committee member may be renominated and elected for an additional term by majority vote of the department members on two conditions:

1. The member has the desire to continue as a committee member, and
2. the member has the approval of their manager to continue serving on the committee.

Members being renominated will be excluded from voting during the election process. Committee members will serve no more than six consecutive years.

Vacancies

If a department's current committee member leaves prior to the end of their term, the department manager or their designee shall hold an election within their department for the purpose of selecting their department's next voting member.

Executive Sponsor

The committee will have one executive sponsor who will be elected by majority vote of the committee members. The executive sponsor will support the committee by:

- providing guidance to committee members;
- acting as the link between the committee and senior management;
- acting as an arbitrator and making decisions that may be beyond the authority of the committee members; and
- supporting DEI members in presentation of recommendations to the executive team.

The executive sponsor will serve a 12-month term on the committee. An executive sponsor who has already served a term may ask to serve for up to two additional terms. Such requests will be considered in light of the sponsor's expertise and commitment, and with consideration to the benefit of providing the opportunity to serve on this committee to other sponsors.

In the event that the executive sponsor voluntarily exits the committee, an election will be conducted during the next scheduled committee meeting. Executive sponsor candidates will be identified by the CEO and presented to the full body of the committee for consideration. The committee liaison will present the executive sponsor candidates to the committee. The committee will conduct a closed election. The executive sponsor will be elected by majority vote.

DEI Committee Meetings

The DEI committee will meet monthly, or at the call of the committee liaison. The agenda will prescribe the order in which the DEI committee conducts its business. **Committee meetings will be run in accordance with the Consensus Decision-Making Process (see attached addendum).**

Quorum

A quorum of committee members, being at least one more than half of official committee members (14), must be present to conduct business. The meeting may proceed without a quorum for the purposes of presenting information, correspondence, and reporting of old and new business. No vote may be taken without a quorum.

Voting

The committee shall make decisions by a majority vote of regular committee members (14). No vote can be taken without a quorum.

Meeting Attendance

Each representative will attend all DEI committee meetings. If necessary, committee members may attend committee meetings virtually via Zoom. If a member finds that they are unable to commit to regularly attending meetings, it is at the discretion of the appointing authority to replace that member. At the sole discretion of the committee, guests may be invited to attend all or a portion of a committee meeting. When guests have been invited, the committee shall ensure that any confidential committee business is conducted in the absence of those guests.

Meeting Minutes

Minutes will be recorded at each committee meeting and distributed to each member at least one week prior to the next scheduled meeting. Minutes of each committee meeting will be published in a centralized location (to be developed) and made available to all colleagues. The committee will retain the committee records for five years. All information, reports, and recommendations of the committee will be included in the minutes. The minutes will also identify committee members who were in attendance and who were excused or absent from each committee meeting.

Bylaws

Committee by-laws may be amended by the affirmative vote of a majority of the appointed members. However, final approval of amended by-laws will require CEO approval.

Addendum: Consensus Decision-Making Process

Consensus Decision-Making Process

Consensus decision-making is a creative and dynamic way of reaching agreement between all members of a group. Instead of simply voting for an item and having the majority of the group getting their way, a group using consensus is committed to finding solutions that everyone actively supports, or at least can live with. This ensures that all opinions, ideas, and concerns are taken into account. Through listening closely to each other, the group aims to come up with proposals that work for everyone.

Facilitation

Committee liaison to define time allotted to each issue based on the current stage (defined below). They will direct meetings to ensure that all voices are called upon, decisions are made, and follow-up items are defined.

Stages

Stage 1: Introduce an issue and explain why it needs to be discussed.

Committee members will define an issue prior to meeting in a way that sets up the question to be addressed. Ideally the question before us should not be a “yes” or “no” but an open question. Sample: “We have a request to record our meetings, but this may impact our the openness with which we encourage people to participate in meetings. How should we proceed?”

Stage 2: Open up discussion, allowing everyone time to process the information and gather their initial reactions and thoughts.

Good consensus decisions take into account the feelings, needs, concerns of everyone in the group. This stage is about making time to hear and share these and to get out people’s different perspectives and ideas.

Stage 3: Explore ideas in a broad discussion

Collect a range of ideas for solving the problem. Draw on all the experience, knowledge, and wisdom present in your group.

Stage 4: After discussing the issue freely, move on to formulating a proposal on what needs to be done.

Define the next steps, which means coming up with a proposal by combining elements from several different ideas or perspectives.

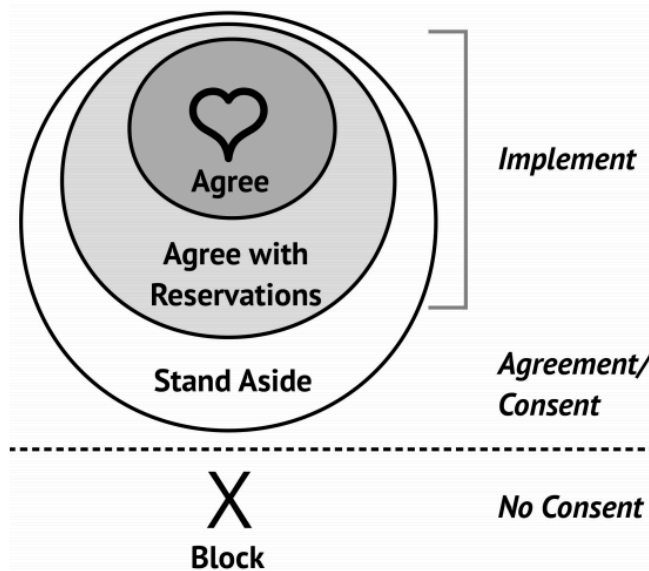
Stage 5: Amend the proposal,

Ensure that everyone understands the proposal and check whether people have any concerns.

Stage 6: Test for agreement

By clearly stating the proposal and asking people to signal whether they agree or disagree, we get an accurate picture of whether consensus has been reached.

Agreement - Not trying to achieve unanimity but looks for a solution that everyone involved is OK with



Agreement: “I support the proposal and am willing to implement it.”

Agreement with reservations: “I still have some problems with the proposal, but I’ll go along with it.”

Standing aside: “I can’t support this proposal because ..., but I don’t want to stop the group, so I’ll let the decision happen without me and I won’t be part of implementing it.”

Blocking: Blocking stops a proposal from being agreed to. It expresses a fundamental objection. It means that you cannot live with the proposal. This isn’t an “I don’t really like it” or “I liked the other idea better.” It means “I fundamentally object to this proposal!”

Blocking next steps: Members that utilize a block will be asked to take a lead role in resolving the issue, to ensure a solution appropriate for all participants is reached.

Source for process found here: <https://www.seedsforchange.org.uk/shortconsensus.pdf>

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