

CHARTER OF THE R CONSORTIUM PHARMA WORKING GROUP OVERSIGHT COMMITTEE

This Charter was adopted on March 24, 2021, by the Board of Directors of R Consortium (the “Organization”).

1. *Mission.* The mission of the Pharma Working Group Oversight Committee (“Committee”) is to promote the R language in a specified industry. The responsibilities of an Oversight Committee include advocating for the use of R on behalf of the industry, openly developing a strategy for promoting R, and coordinating the technical activities of any related ISC working groups. Furthermore, Oversight Committee members will represent the R Consortium with their peers in other companies and non-profit organizations active in the industry. To achieve the goals outlined above, the Board of Directors may delegate funding from the general fund through a directed funding program, or otherwise as the Board deems appropriate.

2. *Eligibility.* Except as otherwise determined by the Board of Directors, any R Consortium member (“Consortium Member”) may send one voting representative to participate in the Committee. In addition, the Consortium Members may vote to invite specific individuals from related non-profit organizations (“Non-profit Participant”) to participate as a voting representative.

3. *Officers.* The Consortium Members participating on the Committee shall elect a Chair from among themselves, and may elect a Vice-Chair. The Chair shall preside at each meeting of the Committee. In his or her absence, the Vice-Chair shall preside, or, if there is no Vice Chair, a person appointed for such purpose by the Chair. The responsibilities of the Chair will include managing an annual budget for the funding allocated to the committee by the Board of Directors. The Chair will also be responsible for approving payment of expenses and reimbursements authorized under the budget, and reporting on activities to the Board of Directors on a quarterly basis.

4. *Meetings of the Committee.* The Committee will ordinarily hold 12 telephonic meetings per year, each when and as called by the Chair, who may also call additional telephonic or face to face meetings of the Committee for any reason.

5. *Notice of Meetings.* Notice of the time and access number (or physical location, as appropriate) of all meetings shall be given to each member of the Committee at least five days in advance (in the case of a telephonic meeting) and thirty days (in the case of a face to face meeting).

6. *Representation.* Each Consortium Member represented on the Committee shall have the right to designate one individual to serve as its primary representative on the Committee and

one individual to serve as its alternate representative. The alternate representative of a Consortium Member shall, in the absence of the primary representative, have all of the rights, obligations and responsibilities of a primary representative.

7. *Quorum and Minimum Votes.* A majority of the voting representatives, participating by phone (or in person, as the case may be) that have appointed representatives to the Committee shall constitute a quorum, and a majority of those participating when a quorum is present shall be required to approve any action.

8. *Action by Consent.* Any action that can be taken at a meeting of the Committee may be taken without a meeting if a majority of the voting representatives then represented on the Committee approve the action by email or other electronic means.

9. *Agenda.* The agenda for all meetings of the Committee shall be as determined by the Chair with the assistance, if desired, of staff. The agenda for each meeting shall provide time for any voting representative to raise any topic or matter of concern within the mission and responsibilities of the Committee.

10. *Minutes.* The Committee shall cause minutes to be kept at all meetings of the Committee, which minutes will be distributed to the Board of Directors and Committee a reasonable time after each such meeting.

11. *Attendance.* Notwithstanding anything to the contrary in this Charter, any Consortium Member or Non-profit Participant shall lose its right to vote on the Committee if its Primary and Alternate Representatives both fail to attend two (2) out of any three (3) consecutive in person and/or telephonic meetings of the Committee. In such event, its voting privileges shall be restored when it has been represented at two consecutive meetings.

12. *Limits on Member Authority.* The Board of Directors may amend or modify this Charter or the mission or responsibilities of the members of the Committee at any time upon prior notice to the Members.

13. *Applicability of Organization Policies.* In carrying out their responsibilities under this Charter, all Members representatives shall abide by this Charter and adhere to the policies of the Organization, as the same may be adopted and modified from time to time by the Board of Directors, including, without limitation, the Organization's Antitrust Policy and Intellectual Property Rights Policy.