

**AMERICAN CANCER SOCIETY, INC. (SOCIETY)
BOARD PROCESS COMMITTEE**

FINANCE COMMITTEE CHARTER

I. Purpose of Committee

The Board Process Committee was developed to assist the National Board of Directors (the "Board") in the efficient management of its own strategic governance function. This is accomplished by ensuring that the Board uses its time and energy effectively. The Finance Committee (the "Committee") is appointed by the Board to assist in fulfilling its oversight responsibilities for the financial performance and strategy of the Society.

II. Committee Membership

The Chair of the Committee will be the National Board of Directors' Treasurer. All voting Committee members must be members of the Board. The Committee membership, appointed by the Chair of the Board after consultation with the President, is composed of seven (7) members. The Committee may include up to three (3) non voting advisors. The Audit Committee Chair shall be an ex-officio, non-voting member of the Committee. There should not be overlapping membership between the Committee and the Audit Committee other than the Audit Committee Chair. Members are appointed for one year terms, commencing immediately following the National Assembly meeting.

III. Committee Authority and Responsibility

The Finance Committee will:

1. Review the following on at least an annual basis: financial statements and budget for the National Home Office, financial statements for the Society, the Internal Revenue Service Form 990s and accompanying schedules for the Society, the ACS chartered Divisions, and ACS Products, Inc. and other appropriate financial information including accounting policies as requested from time to time by the Committee;
2. Review the Society's external audit and tax reports in accordance with performance and strategy objectives including any relevant portions of the "management letter" and other communications from the auditor as referred by the Audit Committee. Review should include discussion with management of significant issues regarding accounting principles, practices and judgments, including certain matters required to be communicated to the Committee in accordance the AICPA SAS 61, as amended by SAS Nos. 89 and 90;
3. Review all Monitoring Reports assigned to the Committee and report the results of the review to the Board. Clarifications and/or additions to Executive Limitations and monitoring reports will be suggested to the Board Development Committee for review and presentation to the Board for approval;

4. Review the report presented annually by the Investment Workgroup on the results of the Society's managed funds, including funds in any employee benefit plan and funds invested directly by the Society;
5. Review the Society's internal and external risk management procedures and policies, ongoing and potential litigation matters and legal exposures, and insurance coverage for the Society;
6. Review National Financial Policies annually and make recommendations for revision to the Board;
7. At least annually, report its activities and findings to the Board.

In carrying out its responsibilities, the Committee's policies and procedures should remain flexible in order to react to changing conditions and to ensure to the Board of Directors and to the public that the accounting and financial reporting practices of the Society are in accordance with all requirements and are of the highest quality.

IV. Committee Meetings

The Committee will meet as often as it deems necessary or appropriate, either in person, telephonically or electronically, and at such times and places and manner as its Chair determines. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting and communicate meeting details to the membership in a timely fashion. The Committee should meet in separate executive sessions at least annually with management. Recommendations and/or issues discussed during these sessions should be communicated to the Board for decisions on further actions as required. In addition, the Committee should regularly communicate with management and, as necessary, with the independent auditor to review the Society's financial condition.

At least annually, the Committee will receive an orientation to the Society's financial statements, the application of generally accepted accounting principles to those statements, and other financial governance issues. At least annually, the Committee will meet in a joint session with the Audit Committee regarding cross-over issues as deemed necessary.

V. Committee Reports

The Committee will produce written reports at the conclusion of each meeting, which will include an attendance record, a copy of the agenda and a full report of Committee discussions and documented recommendations and decisions. These reports will be completed no more than three (3) weeks following the meeting and forwarded to the office of governance operations for proper filing. Additionally, the committee will produce an annual written report at the end of each term that describes the number of meetings, major decisions and outcomes, and any other pertinent information. All committee reports, if not confidential, will be posted on the Society's intranet "The Link" under the National Committees Community so that all Board members will have access to the reports.

VI. Committee Evaluation

The Committee will conduct an annual performance evaluation, which evaluates the performance of the Committee in relation to the requirements of this Charter and such other matters as the Committee may deem appropriate. The performance evaluation should recommend to the Board Development Committee any changes to this Charter deemed necessary or advisable by the Committee. The Board Development Committee will consider the recommended changes and examine the impact of these changes on other committee charters and/or governance processes in place and forward a recommendation to the Board. Changes to the Committee Charter and/or membership composition require Board approval. The performance evaluation by the Committee will be conducted in such manner as the Committee deems appropriate.