

Board Committees

Name of Committee and Members	Principal Functions of the Committee
<p>Audit Doreen A. Toben, Chair Raul E. Cesan Joichi Ito David E. Liddle</p>	<ul style="list-style-type: none"> • Engages the Company’s independent auditors, subject to ratification by the stockholders, and receives periodic reports from the auditors and management regarding the auditors’ independence and other matters. Recommends appropriate action to ensure the auditors’ independence. • Reviews with management and the independent auditors the Company’s quarterly and annual financial statements and other financial disclosures, the adequacy of internal controls or disclosure controls and procedures and major issues regarding accounting principles and practices, including any changes resulting from amendments to the rules of any authoritative body affecting the Company’s financial disclosure. • Meets regularly with the Company’s senior internal audit executive, representatives of management and the independent auditors in separate executive sessions. • Reviews and approves the scope of the audit at the outset and reviews the performance of the independent auditors and any audit problems or difficulties encountered. • Reviews the Company’s risk assessment and risk management policies. • Reviews the scope of the annual audit plan of the Company’s internal audit department, its progress and results. Reviews the responsibility, organization, resources, competence and performance of the Company’s internal audit department. • Monitors the Company’s systems of disclosure controls and procedures and internal control over financial reporting. • Prepares the report to stockholders included in the annual Proxy Statement.
<p>Compensation Raul E. Cesan, Chair Ellen R. Marram Brian P. McAndrews Thomas Middelhoff</p>	<ul style="list-style-type: none"> • In consultation with all non-employee directors, annually evaluates the performance of the Chairman, the Chief Executive Officer and the Vice Chairman and, together with the other independent directors, approves their compensation arrangements. • Approves compensation arrangements for the Company’s other executive officers, including base salaries, salary increases, incentive compensation plans and awards. Reviews the reasonableness and appropriateness of all such compensation. • Reviews and approves and, when appropriate, recommends to the Board for approval, the administration of incentive compensation plans for all executive officers and broad-based equity-based plans, subject to stockholder approval, if required. Determines awards granted to executive officers under such plans. • Advises the Board on the reasonableness and appropriateness of executive compensation plans and levels generally, including whether these effectively serve the interests of the Company and its stockholders by creating appropriate incentives for high levels of individual and Company performance. • Appoints the ERISA Management Committee, which oversees benefits administration of the Company’s retirement and health benefit plans and which reports to the Compensation Committee once a year. • Has sole authority to engage an executive compensation consultant. • Reviews and approves the Compensation Discussion and Analysis, considers the results of the most recent stockholder advisory vote on executive compensation and prepares the report to stockholders included in the annual Proxy Statement.
<p>Finance Robert E. Denham, Chair Steven B. Green Carolyn D. Greenspon James A. Kohlberg Ellen R. Marram Doreen A. Toben</p>	<ul style="list-style-type: none"> • Reviews the Company’s material financial policies, practices and matters, including, without limitation, its dividend policy, investment of cash, stock repurchase, short- and long-term financings, foreign currency, hedging and derivative transactions, material acquisitions and dispositions and capital expenditures. • Establishes (and adjusts from time to time) investment policies for the Company’s retirement and savings plans. • Appoints the Pension Investment Committee, which appoints and reviews the performance of the trustees and investment managers for the Company’s retirement and savings plans and which reports to the Finance Committee from time to time. • Reviews and makes recommendations to the Board with respect to the Company’s contributions to The New York Times Company Foundation.

<p>Nominating & Governance Ellen R. Marram, Chair Robert E. Denham James A. Kohlberg</p>	<ul style="list-style-type: none"> • Makes recommendations to the Board regarding the composition of the Board and its Committees, including size and qualifications for membership, and the designation of a presiding director. • Recommends candidates to the Board for election to the Board at the Annual Meeting. • Advises the Board on appropriate compensation for outside directors. Assesses periodically the Company’s director stock ownership guidelines and the directors’ ownership relative to such guidelines, and makes recommendations as appropriate. • Advises the Board on corporate governance matters. • Oversees annual evaluation of the Board. • Has sole authority to engage a search firm to identify director candidates.
<p>Technology & Innovation David E. Liddle, Chair Joichi Ito Brian P. McAndrews Thomas Middelhoff</p>	<ul style="list-style-type: none"> • Reviews with management the Company’s overall technology and innovation strategy, including objectives, strategic initiatives, investments and research and development activities, and, as and when appropriate, makes recommendations to the Board. • Consults with the Finance Committee in connection with its review of material acquisitions, dispositions, capital expenditures and long-term commitments, to the extent such actions relate to the Company’s technology and innovation strategy. • Periodically monitors and evaluates the performance of the Company’s initiatives in support of its technology and innovation strategy, including the execution, consumer acceptance and integration of new products and services. • Reviews with management, as appropriate, major technology risks and opportunities for the Company, and emerging issues and trends in the broader marketplace.