The MGEX governance structure is designed to provide clear internal lines of responsibility and accountability pursuant to which the Board of Directors, committees, and MGEX management operate. It is also intended to provide personnel with sufficient independence, authority, resources, and access to the Board so that Exchange operations remain consistent with the risk management framework established by the Board. A description of the structure and lines of responsibility and accountability are provided in the paragraphs below.

**Board of Directors**
The MGEX Board of Directors is comprised of eleven directors (“Directors”). There are seven Member Directors and four Public Directors who are each elected to serve two year terms. The MGEX President is a non-voting member of the Board. The Board is the governing body of MGEX and is accountable to the Members of the Exchange.

The Board is responsible for the committees described within this policy, as well as any actions taken pursuant to a committee recommendation, and the Board also provides oversight of the Chief Risk Officer and the Risk Management Committee. While powers have been delegated to the Risk Management Committee and the MGEX Risk Team, the Board remains ultimately responsible for establishing and overseeing a clear risk management framework.

**Committees of the Board**
There are six Committees of the Board which are established by MGEX Rule and generally consist of an odd number of Directors, not including the Chairperson of the Board. The Chairperson of the Board and the President of the Exchange are ex officio members of all Committees of the Board. The six Committees include the Executive Committee, Audit Committee, Personnel and Compensation Committee, Nominations Committee, Regulatory Oversight Committee, and Risk Management Committee. The duties and powers of each of the Committees of the Board are enumerated in the MGEX Rules and Regulations. The Committees of the Board may also exercise additional authority as specifically designated by the Board. As depicted in the organizational chart of this policy, all Committees of the Board report and remain accountable to the Board.
Committees of the Exchange
There are four Committees of the Exchange which are established by MGEX Rule and generally consist of an odd number of individuals. The Chairperson of the Board and the President of the Exchange are ex officio members of all Committees of the Exchange unless otherwise serving on a committee as specified by Rule. The four Committees include the Cash Markets Committee, Hard Red Spring Wheat Committee, Disciplinary Committee, and Hearing Committee. The duties and powers of each of the Committees of the Exchange are enumerated in the MGEX Rules and Regulations. The Committees of the Exchange may also have additional duties and powers as specified by the Board. As depicted in the organizational chart of this policy, all Committees of the Exchange report and remain accountable to the Board.

Management
As shown on the organizational chart, MGEX management personnel (“Management”) are accountable and report directly to the President and CEO of the Exchange. Management may also report to the Board or Committees when appropriate or necessary. Management consists of the following roles:

President and CEO
The President and CEO is accountable and reports directly to the Board. The roles and responsibilities of the President and CEO of the Exchange are to manage and administer the business affairs of the Exchange. In addition, all employees of the Exchange are under the supervision of the President and CEO.

Treasurer and Corporate Secretary
The Treasurer and Corporate Secretary is accountable and reports to the President and CEO. As an officer of MGEX, the Treasurer and Corporate Secretary’s roles and responsibilities are to fulfill the requirements identified by MGEX Rules 218.00. and 219.00., including maintaining corporate records, attending meetings of the Board of Directors and of Members, and performing other prescribed duties. This role is also responsible for all finance related items, including preparing the annual budget for the Board of Directors’ consideration. In addition, this role acts as the Chief Regulatory Officer, who reports to the Regulatory Oversight Committee and is responsible for overseeing the Audits & Investigations department, and the Chief Compliance Officer (“CCO”), whose responsibilities include executing duties required by CFTC Regulation 17 CFR Part 39, as amended, as well reviewing the performance of the Board and of each individual Director of the Board on an annual basis.

Assistant Corporate Secretary and Chief of Staff
The Assistant Corporate Secretary and Chief of Staff is accountable and reports to the President and CEO. The responsibilities of this role include providing assistance to the Corporate Secretary, overseeing the annual election process, coordinating meetings of the Board and Committees, and coordinating Exchange personnel and internal projects. In addition, as Chief of Staff, this role involves overseeing personnel in finance, human resources, legal, Audits & Investigations, marketing, and membership and conducting the annual evaluation described below.
Director of Market Operations, Clearing, IT, and Business Development
The director is accountable to and reports to the President and CEO. The director’s roles and responsibilities are to (i) oversee all trading operations, including open outcry and MGEXpress, and lead any communications with the CFTC regarding data; (ii) oversee all Clearing operations, including the close and settlement of all MGEX futures and options contracts; (iii) manage projects that are integrated between Market Operations, Clearing and IT and oversee any development in clearing systems, processes, and programming; and (iv) develop and execute results-oriented business development plans that support the goals and objectives of the Exchange and oversee the research, development, and promotion of new business services. The director is also responsible for the supervision of personnel within each department and acts as the Chief Risk Officer, who works with the Risk Management Committee to oversee the MGEX Risk Team, aid in implementing the risk management framework of the Exchange, and make recommendations regarding the risk management functions of the Exchange.

Director of Real Estate Operations
The director of Real Estate Operations is accountable and reports to the President and CEO. The roles and responsibilities of the director include the execution of strategic real estate plans, oversight of effective facility management/operations, and optimization of MGEX’s buildings. The director is also responsible for managing the safety and security of employees through the implementation of defined security, environmental, health, and safety programs.

Internal Control Personnel
The MGEX Board of Directors has delegated the responsibility of overseeing internal control processes and procedures performed by the Exchange to internal control personnel (the “Internal Audit Team’). The Internal Audit Team is responsible for reviewing certain internal control procedures, including the risk management framework, in an effort to ensure the Exchange and the Clearing House are following proper protocol. The Internal Audit Team is comprised of the President and CEO, Chief Compliance Officer, Treasurer, Finance Administrator, in-house legal counsel, and one or more Investigators from the Audits & Investigations Department. The Internal Audit Team shall act independently and shall have such access to the Board, Directors, MGEX personnel, and financial information as necessary to conduct its responsibilities.

Annual Evaluation of the MGEX Risk Team and Internal Audit Team
In order to ensure the MGEX Risk Team and the Internal Audit Team are adequately performing their duties and responsibilities in a manner that is consistent with the risk management framework, the Chief of Staff performs an annual evaluation. Among the items to be evaluated by the Chief of Staff are the following:

1. Do the Risk Team and Internal Audit Team have sufficient independence within the Exchange to execute their duties and responsibilities?
2. Do the Risk Team and Internal Audit Team have sufficient authority and discretion to make and implement decisions?
3. Do the Risk Team and Internal Audit Team have sufficient resources (financial, technological, personnel, etc.) to carry out their duties and responsibilities?
4. In addition to reporting to the Risk Management Committee, has the Risk Team had sufficient access to the Board of Directors when necessary?
5. Does the Internal Audit Team have sufficient access to the Board of Directors?

The Chief of Staff shall have access to the Risk Team and the Internal Audit Team to conduct its evaluation. Further, the Chief of Staff may utilize such financial and personnel resources, both internal and externally, as the Chief of Staff determines necessary. The Chief of Staff’s evaluation shall be provided to the President and to the Board if any material concerns are discovered.