



# EXHIBIT A

## **CORPORATE GOVERNANCE MEASURES**

### **I. Addition of a Director with Aviation/Aerospace, Engineering, or Product Safety Oversight Expertise**

Pursuant to Article II, Section I of The Boeing Company's By-Laws (as amended August 31, 2021), the Board shall elect an additional director to the Board, which Boeing anticipates would make the then-current number of Board seats twelve (12).<sup>1</sup> The new position shall be filled within twelve (12) months of the date the Court enters the scheduling order for the approval of the Stipulation of Settlement ("Date of the Scheduling Order"), subject to reasonable extension of up to six (6) months to the extent deemed necessary by the Board to elect a suitable candidate. The Board shall elect an individual with knowledge, experience and/or expertise in aviation/aerospace, engineering, and/or product safety oversight to this newly-created board seat.

### **II. Separation of Chief Executive Officer and Chair Roles Memorialized in By-Laws**

- A. Article V, Section 1 of the Company's By-Laws (as amended August 31, 2021) shall be amended within nine (9) months of the Date of the Scheduling Order as follows:

SECTION 1. Chair of the Board. The Chair of the Board of Directors shall **be an independent director of the Corporation (consistent with the rules of the New York Stock Exchange and with any director independence standards set forth in the Corporation's Corporate Governance Principles).** The Chair **shall** preside, when present, at all meetings of stockholders and at all meetings of the Board of Directors, in each case except as required by law.

### **III. Director Experience Considerations**

- A. Boeing's Corporate Governance Principles shall be amended within nine (9) months of the Date of the Scheduling Order as follows:

#### **Selection of Nominees**

The Governance & Public Policy Committee reviews annually the skills and characteristics required of directors in light of the Board's current composition, evolving business requirements, and the long-term interests of the Company and its shareholders. This assessment includes consideration of experience in areas that are relevant to

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<sup>1</sup> As of October 1, 2021, the Board has twelve members. On August 31, 2021, the Company announced that Admiral Giambastiani had made the decision to retire from the Board at the end of the year, and that David L. Joyce had been elected to the Board). With the addition of a new Board member following Admiral Giambastiani's departure, the total number of directors would be twelve.

Boeing's global activities, such as engineering, manufacturing, safety, risk management, software, operations, finance, marketing, international business and affairs, government, and public policy, as well as other factors such as independence, diversity, age and absence of conflicts of interest. **The Committee shall ensure that at least three (3) directors have knowledge, experience, and/or expertise with aviation/aerospace, engineering, and/or product safety oversight.** Any person who is an employee or director of a significant competitor or supplier of Boeing is not eligible for service for election as a director. Directors should have a reputation for personal and professional integrity, honesty and adherence to the highest ethical standards, and be committed to acting in the long-term interests of all shareholders. Boeing recognizes the value of diversity and the Board seeks diversity of background, experience, skills, and perspectives among its members. The Governance & Public Policy Committee also assesses the overall composition of the Board and whether a potential director candidate, including those recommended by shareholders or otherwise nominated for election in accordance with Boeing's By-Laws and applicable law, would contribute to the collaborative process of the Board. When evaluating the suitability of an incumbent director for re-election, the Governance & Public Policy Committee, in consultation with the Chair of the Board, shall also consider the ongoing contributions of the director to the Board, including attendance and participation at meetings and ongoing relevance of their skills and experience, as well as the results of both formal and informal assessments. No candidate shall be nominated for election or otherwise be eligible for service on the Board if he or she would be 74 or older at the time of election.

#### **IV. Mandatory Safety Reporting to Board of Directors and Aerospace Safety Committee**

- A. The ASC Charter shall be amended within nine (9) months of the Date of the Scheduling Order as follows:

##### **Meetings**

The Committee meets in conjunction with the regular Board meetings and otherwise from time to time at the call of its Chairman. The Committee meets in executive session as it deems necessary or appropriate. The results of Committee meetings and other actions of the Committee shall be reported to the full Board. The Committee may invite to its meetings any member of management, including the Chief Executive Officer, the Vice President and Chief Engineer, **the Chief Aerospace Safety Officer**, the Vice President for Product Safety, **the Chief Compliance Officer**, and such other persons – inside or outside the Company – as it deems appropriate in order to

carry out its duties and responsibilities. **The Chief Engineer and Chief Aerospace Safety Officer shall ensure that each Committee meeting includes reporting and updates on significant safety issues, including significant safety events that have occurred since the prior Committee meetings. Such briefings will include information sufficient to understand management's judgment in developing new safety policies and procedures, or in addressing significant safety events.**

- B. The Chief Engineer and the Chief Aerospace Safety Officer shall ensure that the ASC receives regular, and at least semiannual, reporting on aerospace safety performance, including information pertaining to: "Speak Up" portal submissions, FAA airworthiness directives issued for Boeing airplanes, the issuance of FAA type certificates and/or production certificates, and significant communications with the FAA (including those relating to ODA interference and transparency). Upon request, the ASC shall be provided with original documentation with respect to any of the above items in the form of complaints, correspondence, or FAA official documents, as relevant.
- C. The Chief Aerospace Safety Officer shall report to the full Board at least twice annually on the performance of Boeing's safety management system and other significant safety initiatives.
- D. Consistent with applicable disclosure laws, the Company shall report to shareholders in its annual proxy statement that the Board has received and discussed reporting from management, including the Chief Aerospace Safety Officer, regarding the performance of Boeing's safety management system and other significant safety initiatives.

## **V. Consideration of Safety Metrics in Determining Executive Compensation**

- A. Executive compensation decisions for named executive officers shall continue to include consideration of metrics related to safety. The Compensation Committee of the Board of Directors shall, in consultation with the Aerospace Safety Committee, identify what metric(s) are best suited to encourage strong oversight of safety improvements and overall safety of Company products. The Company shall continue to provide disclosure in the Company's annual proxy statement related to this practice and shall, where appropriate and consistent with disclosure rules, include additional information regarding the safety metrics considered by the Compensation Committee in making executive compensation decisions.

## **VI. Aerospace Safety Committee Composition**

- A. The Aerospace Safety Committee charter shall be amended within nine (9) months of the Date of the Scheduling Order as follows:

Membership

The Committee shall consist of three or more **independent** directors ~~and may include the CEO of the Company~~. The Committee shall comprise to the extent possible members who have knowledge, experience and/or expertise in **aviation/aerospace, engineering, safety systems oversight, and/or** safe product design, development, manufacture, production, operations, maintenance, and delivery. The Chairman and the other members of the Committee shall be elected annually by the Board, and the Board may remove one or more directors from the Committee at any time in its discretion.

## **VII. Public Disclosure of Safety Enhancement Programs**

- A. Within six (6) months of Date of the Scheduling Order, the Company shall post a report on its website describing safety-related enhancements and initiatives implemented by the Company, including the Board, since the events giving rise to this litigation, including organizational or structural changes (such as the creation of the Chief Aerospace Safety Officer position and the Product and Services Safety Organization); new or enhanced oversight mechanisms (such as the creation of the Aerospace Safety Committee, and enhancements to ODA oversight); the implementation of the Company's safety management system; the implementation of the "Seek, Speak, Listen" program; and the "Speak Up" portal. This report shall be reviewed and approved by the Chief Aerospace Safety Officer.
- B. The Company shall update this report at least annually to reflect changes to the safety-related enhancements and initiatives identified in Paragraph VII.A. and significant further aerospace safety-related enhancements. The Company's update shall also include additional reporting concerning aerospace safety oversight, including but not limited to the status of the "Speak Up" portal and the "Seek, Speak, Listen" program. The updated reports shall be reviewed and approved prior to being posted on the Company's website by the Chief Aerospace Safety Officer. This safety reporting shall supplement any existing annual statistical summaries of commercial airplane safety performance.

## **VIII. Ombudsperson Program**

- A. Within nine (9) months of the Date of the Scheduling Order, the Company shall implement an Ombudsperson Program, within the organization of the Chief Aerospace Safety Officer, providing an additional channel for Unit Members in the FAA's ODA program to raise work-related concerns, including any concerns relating to independence and transparency. The Ombudsperson shall report to the Chief Aerospace Safety Officer and shall be selected and/or removed in consultation with the Aerospace Safety Committee. The Ombudsperson shall serve as a neutral third party to advise and assist Unit Members with any concerns that they may raise, including where appropriate directing the Unit Member to the Company's existing mechanisms for investigating and reporting undue pressure allegations to the FAA. The Ombudsperson may request information related to the

status of concerns brought to his or her attention, including associated communications between the Company and the FAA. The Ombudsperson shall strive for impartiality, fairness, and objectivity in the treatment of persons and consideration of issues, and shall be an advocate for the adherence to Company policies, practices, values and standards. The Ombudsperson shall apprise management and the Aerospace Safety Committee of significant issues raised by Unit Members in a manner that protects the confidentiality of the Unit Member.

- B. Subject to the provisions of Paragraph VIII.A., and consistent with the guidance set forth by the International Ombudsman Association, the Ombudsperson shall protect the confidentiality of Unit Members who raise issues or concerns to the extent confidentiality is requested, to help ensure that a Unit Member's use of the Program shall be without fear of reprisal or retaliation. Notwithstanding the confidentiality procedures, the Ombudsperson shall comply with all applicable laws and legal obligations, including corporate disclosure and other regulatory requirements.
- C. The Ombudsperson shall meet with the Aerospace Safety Committee in its executive session at least once a year, and shall have the authority to communicate directly with the Aerospace Safety Committee at any time if in his or her discretion the issues are not being adequately addressed by management.

#### **IX. Time Period**

- A. Unless otherwise specified, each of the provisions of this Exhibit shall remain binding on the Company for no less than four (4) years following the Date of the Scheduling Order. After the four-year period has elapsed, the Board, as constituted at that time, shall have discretion to modify any of the enhancements provided for herein. In no event shall the Ombudsperson Program be terminated within five years following the Date of the Scheduling Order.