Board Meetings and Committees
Tyler Technologies, Inc.

Our Board of Directors has the following four standing committees: Audit Committee; Compensation Committee; Nominating and Governance Committee; and Executive Committee. Each committee (other than the Executive Committee) has a written charter, which may be found at our website, www.tylertech.com. Below is a description of each committee. Each committee has authority to engage legal counsel or other advisors or consultants as it deems appropriate to carry out its responsibilities.

The Audit Committee assists the Board of Directors in its oversight of the quality and integrity of our accounting, auditing, and reporting practices. The Audit Committee’s role includes:

- considering the independence of our independent auditors before we engage them;
- reviewing with the independent auditors the fee, scope, and timing of the audit;
- reviewing the completed audit with the independent auditors regarding any significant accounting adjustments, recommendations for improving internal controls, appropriateness of accounting policies, appropriateness of accounting and disclosure decisions with respect to significant unusual transactions or material obligations, and significant findings during the audit;
- performing periodic formal committee evaluations;
- reviewing our financial statements and related regulatory filings with management and the independent auditors; and
- meeting periodically with management and/or internal audit to discuss internal accounting and financial controls.

The Audit Committee is responsible for the appointment, compensation, retention, and oversight of the independent auditor engaged to prepare or issue audit reports on our financial statements and internal control over financial reporting. The Audit Committee relies on the expertise and knowledge of management and the independent auditor in carrying out its oversight responsibilities. The Board of Directors has determined that each Audit Committee member is a non-management director who satisfies the New York Stock Exchange director independence standards, has sufficient knowledge in financial and auditing matters to serve on the Audit Committee, and is an “audit committee financial expert” as defined by SEC rules.

The Compensation Committee has responsibility for defining and articulating our overall compensation philosophy and administering and approving all elements of compensation for elected corporate officers, including base salary, annual cash incentive compensation, and long-term equity incentive compensation. Members of the Compensation Committee are non-management directors who, in the opinion of the Board of Directors, satisfy our Independence Standards. The Compensation Committee reports to stockholders as required by the SEC.
The Nominating and Governance Committee's duties include:

- identifying and recommending candidates for election to our Board of Directors;
- identifying and recommending candidates to fill vacancies occurring between annual stockholder meetings;
- reviewing the composition of board committees;
- periodically reviewing the appropriate skills and characteristics required of board members in the context of the current make-up of our Board of Directors; and
- monitoring adherence to our “Corporate Governance Guidelines.”

The Executive Committee has the authority to act for the entire Board of Directors but may not commit to an expenditure in excess of $5,000,000 without full board approval.