



The McGraw-Hill Companies

The McGraw-Hill Companies, Inc.
Board of Directors

EXECUTIVE COMMITTEE CHARTER

COMPOSITION

The Board shall annually appoint an Executive Committee comprised of at least three Directors. The Chairman of the Board shall be appointed as the Chairman of the Executive Committee.

RESPONSIBILITIES

The Committee shall have all the authority of the Board, except for those actions not permitted by Section 712 of the Business Corporation Law of the State of New York.

PROCEDURES

The Executive Committee shall hold meetings at such times and dates as shall be determined in the discretion of the Chairman of the Board. The Executive Committee Secretary shall be a member of management recommended by the Chairman of the Board and approved by the Board. The Secretary shall prepare regular minutes of each Executive Committee meeting, which minutes will be distributed to members of the Committee. The Chairman of the Committee shall report to the Board on its activities as appropriate.

October 2000