

**CHARTER OF THE
TECHNOLOGY AND DATA MANAGEMENT COMMITTEE
OF THE BOARD OF DIRECTORS
OF SCHOLASTIC CORPORATION**

Organization

The Technology and Data Management Committee (the “Committee”) of the Board of Directors of Scholastic Corporation (the “Company”) shall be comprised of no fewer than three (3) directors appointed by the Board of Directors (the “Board”).

Statement of Policy

The Committee’s primary objectives are (i) to provide assistance to the Board in fulfilling its oversight responsibilities with respect to monitoring the risk profile of the Company as it relates to the Company’s computer systems and software applications, including cyber security, and reporting its observations to the full Board, (ii) to provide oversight and guidance in respect to the Company’s information databases and the uses of such data by the Company’s operating businesses in the business activities of the Company and (iii) to provide guidance in respect to the Company’s product development process, including design and relevant technologies, with the objectives of enhancing the customer experience and driving customer satisfaction and the Company’s business success.

Responsibilities

The Committee shall be authorized to perform the following functions and engage in the following activities on behalf of the Board and in support of the Company’s STS management and to report its observations, recommendations and actions regularly to the Board:

- Monitor the state of technology and systems and software capabilities within the Company, including in relation to the Company’s business strategies.
- Review the overall strategy, direction and effectiveness of the Company’s technology programs and computer and business systems capabilities, and the metrics utilized by the Company in assessing the same, in the context of the achievement of business goals, including from an asset management perspective, with special focus on significant systems integration initiatives.
- Review, evaluate and make recommendations to management concerning the Company’s technology strategy, including reviewing the technology roadmap and dashboard and progress against the Company’s defined goals and metrics, as well as alignment with relevant best practices.

- Assess the risk profile of the Company as it relates to the Company's computer systems and computer software applications, including security and other technology risks, as well as competitive risk, and reporting its observations to the full Board.
- Periodically review specific systems risk areas, including disaster recovery preparedness, security against data breaches and the identification of breaches, reliability of systems performance and systems obsolescence.
- Provide oversight and guidance in respect to the Company's information databases, including its centralized data collection and analysis practices and the uses of such data by the Company's operating businesses in the assessment and marketing of the Company's products and programs, as well as the Company's use of social networking.
- Monitor, including periodically reviewing, the Company's privacy (including the treatment of personally identifiable information (PII) and other customer data), data retention and data protection policies and practices.
- Review with management the commercial risks of the Company's technology infrastructure and platforms, including marketplace and financial risks.
- Provide guidance and recommendations to management in relevant areas concerning the Company's strategy, processes, skills and resources designed to foster new product development, including evaluating the impact of technology changes on the businesses of the Company and customer satisfaction, the integration of new products and services, the adoption of relevant best practices and the monitoring of technology trends which may have an impact on the Company and its businesses.

Meetings

- The Committee shall meet in person or telephonically at least three times each fiscal year. A quorum for the transaction of business at any meeting shall be two Committee members. The Committee may also act by unanimous written consent.
- The Committee Chair shall be responsible for calling the meetings of the Committee, establishing meeting agendas with input from management and supervising the conduct of the meetings. Any Committee member may submit items to be included on the agenda and may also raise subjects that are not on the agenda at any meeting.
- In the discretion of the Committee Chair, but at least once each fiscal year, the members of the Committee should meet in Executive Session.

Additional Matters

- The Committee should report regularly to the full Board on its meetings and review with the Board significant issues and concerns that arise at Committee meetings.
- The Committee should have the authority and appropriate funding to retain, consult with and compensate outside counsel and other advisors as the Committee may deem appropriate.
- The Committee should, on an annual basis, review and reassess the adequacy of the Committee's Charter and recommend proposed changes to the full Board for approval.
- The Committee should assess annually the adequacy of the reporting and information provided by management to support the Committee's oversight responsibilities.
- Given certain of the risk assessment and other responsibilities of the Committee, the Chair of the Committee should closely communicate with the Chair of the Audit Committee on relevant matters or issues. The Chair of the Committee and the Chair of the Human Resources and Compensation Committee should also communicate with each other on relevant STS staffing matters or issues.
- The head of STS, as well as other appropriate members of management, should fully participate in meetings of the Committee, other than those portions which may be held in executive session.