



## Corporate Governance Guidelines

### CACI INTERNATIONAL INC. BOARD OF DIRECTORS CORPORATE GOVERNANCE GUIDELINES

#### I. Introduction

These Corporate Governance Guidelines have been adopted by the Board of Directors of CACI International Inc (the "Company" or the "Corporation") to assist it in its duties and the exercise of its responsibilities and in accordance with the listing requirements of the New York Stock Exchange (the "NYSE") and the rules of the Securities Exchange Commission (the "SEC").

The Board of Directors (the "Board") recognizes the importance of good corporate governance as a means of addressing the interests of the Company's shareholders, employees, customers and community. The Board also recognizes that ensuring that the Company maintains good corporate governance practices is an ongoing process. Accordingly, the following guidelines are subject to periodic review and change by the Board.

The Corporate Governance Guidelines do not in any way modify or constitute an interpretation of Delaware Corporation Law, the Company's Certificate of Incorporation or its By-Laws, or any Federal, state or local law or regulation.

#### II. Board Responsibilities

The Board's primary responsibilities are to oversee, monitor, and counsel the Management of the Corporation in the interest and for the benefit of the Corporation's shareholders. In carrying out its responsibilities, the Board will comply with the requirements of the Certificate of Incorporation and By-Laws, exercise sound and informed business judgment and act in what it reasonably believes to be the best interests of the Company and its shareholders. The Board's responsibilities involve decision-making and oversight.

Among other things, the Board's decision-making responsibilities are to:

- select nominees for Board membership;
- select and evaluate the Corporation's CEO;
- establish the terms of the CEO's employment, including his or her compensation package;
- approve major investments, divestitures, and transactions; and
- evaluate the performance of the Board and Committees of the Board.

Among other things, the Board's oversight responsibilities are to:

- review the Corporation's overall mission, strategies, objectives and policies as developed by the Corporation's Management;
- oversee the performance and effectiveness of the CEO and the Corporation's Management;
- evaluate the performance of the Corporation;
- oversee the Corporation's compliance with legal requirements and ethical standards;
- oversee the development of executive leaders and of sound succession plans; and
- oversee the integrity of the Corporation's financial statements and other public disclosures.

In order to fulfill its responsibilities, the Board expects each Director, among other things, to:

- adhere to the Corporation's policies regarding conflicts of interest, confidentiality, protection of the Corporation's assets, ethical conduct in business dealings and respect for and compliance with applicable law and all other requirements of the Corporation's Code of Ethics and Business Conduct Standards and the Director's Code of Business Ethics and Conduct;
- understand the Corporation's businesses;
- attend the meetings of the Board and of the Committees on which he or she serves;

- review and understand the materials provided to the Board;
- participate in Board and Committee meetings in good faith and with the best efforts intent to advance the best interests of the Corporation;
- share his or her perspective, background, experience, knowledge and insights as they relate to the matters before the Board and its Committees; and
- be reasonably available when requested to advise the CEO and Management on specific issues not requiring the attention of the full Board but where an individual Director's insights might be helpful to the CEO or Management.

### III. Board Composition and Nomination

- A. Size of Board. The Board should be large enough to reflect a substantial diversity of perspectives, backgrounds and experiences, but not so large that its size hinders effective discussion or diminishes individual accountability. Given the current size and complexity of the Corporation's businesses, and in accordance with the provisions of the By-Laws, the Board should be between 9 and 11 Directors. The Board currently has 11 Directors.
- B. Board Leadership. The Chairman of the Board and CEO are currently the same person and the Board believes this arrangement serves the Corporation well by, among other things, providing a single vision for the Corporation. The Board may, however, separate these two positions if it deems it to be in the best interests of the Corporation to do so.
- C. Independent Directors. Independent Directors will constitute a majority of the Board. Independent Directors are those members of the Board that the Board has affirmatively determined are free from any relationship that would interfere with his or her independent business judgment in carrying out the responsibilities of the Board. In addition, a Director is not independent if he or she fails to satisfy the specific criteria for independence of the SEC, the NYSE or other applicable authority.
- D. Qualification of Directors. The Corporate Governance and Nominating Committee is responsible for determining the appropriate qualifications of Directors. The qualifications are based on many factors, including, but not limited to, the following:
  - judgment, intelligence and character;
  - relevant professional experience;
  - substantial relevant business experience;
  - general understanding of executive leadership functions, marketing, finance, corporate strategy and other business elements relevant to the operation of a publicly-traded company;
  - willingness and ability to devote the time and attention necessary to discharge the duties required of a Director;
  - ability to represent interests of shareholders as a whole rather than special interests or groups; and
  - personal and professional ethics, integrity and values.
- E. Nomination of Directors. The Corporate Governance and Nominating Committee will identify individuals qualified to become Board members, consistent with criteria approved by the Board and recommend such individuals to the Board. The Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of Directors and the composition of the Board. The Committee's assessment will include an evaluation of candidates' qualifications as described in these guidelines and the general needs of the Board. In this process, the Committee will seek and consider input from the Chairman of the Board regarding his recommendations concerning the experience and skill sets of nominees that the Chairman believes would best facilitate the success of the Corporation for the up-coming year. In addition, the Committee will consider the commitments and affiliations of candidates to determine whether they are in a position to devote the appropriate degree of time and attention to Board service. The Board will nominate Directors to be voted on by the shareholders. The Board shall consider candidates for nomination recommended by shareholders in accordance with the nomination procedures included in the Corporation's By-Laws and other applicable laws.
- F. Tenure of Directors. There are no term limits or any mandatory retirement age for Directors. It is the policy of the Board that Directors should have no expectation that they will be re-nominated from year to year.
- G. Change of Circumstances of Director. It is critical that directors devote appropriate time and attention to their duties. In order to ensure that they are able to do so, not only will the Corporate Governance and Nominating Committee review the range of a candidate's other commitments in determining whom to nominate for election, but a Director is expected to notify the Board promptly in the event of any significant change in his or her personal circumstances that could affect his or her ability to act in the best interests of the Corporation (including a change in his or her principal job responsibilities, upon accepting any other public-company directorship or any assignment to the audit committee or compensation committee of the board of any public company). Upon notification, the Board will review the continued appropriateness of such Director's Board and/or Committee assignment(s).
- H. Directors' Other Affiliations. The Board believes that individuals should limit the number of boards of publicly traded, for-profit corporations on which they serve in order to give proper attention to their responsibility to the Board. The

Corporate Governance and Nominating Committee of the Board is responsible for reviewing annually the scope of the other affiliations of each Director to determine whether those affiliations present any conflicts of interest or are otherwise burdensome or inconsistent with the best interests of the Corporation. The number and frequency of other board affiliations and obligations shall be a factor in evaluation of CACI Board membership suitability.

- I. Director Orientation and Continuing Education. The Corporate Governance and Nominating Committee of the Board is responsible for ensuring that new Directors receive proper orientation to the Company and, if necessary, training appropriate for continuing service as a Director.
- J. Director Compensation. Board compensation is set by the Compensation Committee annually and approved by the Board as a whole.

#### **IV. Board Operations**

- A. Regular and Special Meetings. The rules by which the Corporation calls meetings are set forth in the By-Laws. In accordance with those rules, the Board will normally hold 4 regular meetings each year, although the number of scheduled Board meetings may vary with circumstances. Special meetings as necessary will be called in accordance with the procedures set forth in the By-Laws at any time to deliberate the specific needs of the Corporation. In accordance with the requirements of the By-Laws, the Board may also take action from time to time by unanimous written consent.
- B. Agendas. The Chairman of the Board will issue a Notice and Call for each meeting as required by the By-Laws. In addition, in consultation with other members of the Board or the Corporation's officers, the Chairman of the Board will publish the agenda for each Board meeting and distribute it in advance of the meeting. In consultation with the Chairman of the Board, Directors may propose the inclusion of items on the agenda, request the presence of, or a report by, any member of the Corporation's Management, or raise at any Board meeting subjects that are not on the agenda. Generally, during the course of the year, the Board will have presentations from finance, business development, and the other major business segments and operations of the Corporation.
- C. Meeting Materials. In advance of each Board meeting, in addition to the Notice, Call and agenda, Directors will receive various written materials designed to provide a foundation for the Board's discussion of key issues and allow the Board to make the most efficient use of its meeting time, including:
  - o written materials pertaining to the matters to be presented for Board decision at such meeting;
  - o summary financial information needed to understand the performance of the Corporation;
  - o minutes of the most recent Board meeting and of any Committee meetings held since the distribution of materials for the most recent Board meeting; and
  - o other necessary written materials that are available in advance of the meeting.
- D. Access to Management. It is the policy of the Corporation that Directors should have access to the Corporation's Management and other employees. In order to facilitate such access in an orderly way, Directors wishing to communicate with management and/or employees shall coordinate their requests with the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee. The Board encourages Management to schedule managers to make presentations at Board Meetings that provide insight into the items being discussed.
- E. Employee Access to Directors. It is the policy of the Corporation that employees should have access to the Directors of the Board. In order to facilitate such access in an orderly way, employees wishing to communicate with the Directors have a number of opportunities required by the NYSE, the rules of the SEC, and other relevant regulations. It is the intent of these avenues for communication that any legitimate concern has a means of expression and that employees have ample opportunity to see full redress.
- F. Meetings of Non-Management Directors. The Board's Non-Management Directors will meet at least twice each year at meeting scheduled as executive sessions. These will take place without the presence of the Corporation's Management. To the extent the Non-Management Directors believe that an additional executive session is required at any time, they shall request that the Chairman include such session in the agenda for the next meeting. The chair of the Corporate Governance and Nominating Committee shall chair these meetings.
- G. Communications with Non-Management Directors. Any party wishing to communicate with the Corporation's Non-management Directors should address such communication in writing to the Secretary of the Corporation. Promptly upon receipt of any such communication, the Secretary shall review it to determine whether the communication, in fact, is intended to address the Non-Management Directors. Upon a determination that the communication is intended to reach the Non-Management Directors, the Secretary shall forward a copy of such communication to each of the Non-Management Directors.

#### **V. Committees of the Board**

The Board currently has six standing Committees: the Executive Committee, the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee, the Investor Relations Committee and the Chairman's Technical Advisory Panel. At the suggestion of the Chairman of the Board, or upon action of the Board, additional Committees may be established. The Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee are composed entirely of independent Directors as defined by applicable rules and regulations.

- A. Committee Composition. The size, membership, and chairs of each Committee will be determined by the Board and will comply, as applicable, with New York Stock Exchange and legal requirements. The Corporate Governance and Nominating Committee proposes annually assignments for Committee chairs and members to the Board. The Board is responsible for the appointment of Committee members and Committee chairs. The Chairman of the Board in consultation with the Board and the Corporate Governance and Nominating Committee annually will provide recommendations to the Board regarding Committee chairmen and assignments. In accordance with NYSE and other applicable requirements regarding the composition of certain Committees, Committee assignments will rotate from time to time among the Directors.
- B. Committee Charters. Each Committee will have its own charter that complies with applicable requirements of the SEC and NYSE and other applicable law. The Board of Directors will review and approve each such charter. Each charter will set forth the purposes, policies and responsibilities of the Committee in addition to the qualifications for Committee membership, procedures for Committee nomination and removal, Committee organization and functioning, and the requirement that each Committee report to the Board on the activities of the Committee at each quarterly meeting of the Board. The charters will provide that each Committee will meet to review its performance once a year. The charters, as amended from time to time, will be published on the Corporation's website, and will be mailed to shareholders upon written request.
- C. Committee Meetings, Agendas and Written Materials. Each standing Committee, in consultation with the Chairman of the Board, will approve an annual schedule for its meetings. The Committee chairs will create an agenda for each Committee meeting. The agenda, together with written materials pertaining to the matters to be presented for consideration at such meeting and the minutes of the most recent meeting of the Committee will be provided to all Directors in advance.
- D. Use of Consultants. Each Committee has the authority to engage outside experts, advisers and counsel to the extent it considers appropriate and necessary to assist the Committee. The chairman of any Committee wishing to engage any outside advisor, consultant or counsel will coordinate with the Chairman of the Board prior to taking action to engage any such person.

## **VI. Review of Management and Board**

- A. Formal Evaluation of CEO and Senior Managers. The Compensation Committee annually will set expectations for the CEO's performance for the year. All of the independent Directors will conduct a review of the CEO's performance against those expectations annually in one of their Non-Management Directors' meetings. The Compensation Committee will be responsible for annually reviewing the performance of the other senior managers. It will provide the results of these evaluations to the entire Board for review and approval.
- B. Succession Planning and Management Development. The CEO will review succession planning and management development with the Board on an annual basis. From time to time, the Corporate Governance and Nominating Committee may make recommendations to the Board regarding succession planning and/or management development, including the Company's policies and criteria for selection and review of the performance of the CEO (nothing in this section is intended to usurp or interfere with the exercise of the Board's prerogative to replace the CEO).
- C. Review of Strategic Plans. The Board will review the Corporation's strategic plan annually. The Chairman's Technical Advisory Panel will provide a written review of the plan to the management planning committee and the Board.
- D. Formal Evaluation of the Board. Annually, an evaluation of the performance of the Board and each of its Committees will be conducted by the Corporate Governance and Nominating Committee. These evaluations will review the conduct and contributions of the Board and the Committees as a whole, and will specifically review areas in which the Board and management believe improvements can be made. In order to enhance the independence with which such evaluations are performed, evaluation of the Corporate Governance and Nominating Committee, however, will be conducted by the Executive Committee. The results of all such evaluations will be presented to the Board by the Committees which performed them at a quarterly meeting of the Board.

## **VII. Other Matters**

- A. Officers of the Corporation. Article IV of the Corporation's By-Laws spells out the duties of the Chairman of the Board and the President (as well as others, including the Secretary and Treasurer). These positions are also described more fully under Section 6, Chairman of the Board, and Section 7, President. These Guidelines incorporate those descriptions

completely and in no way are to be taken as amending those position descriptions.

- B. Communications. The Board believes that Management speaks for the Corporation. The Chairman of the Board and CEO alone has the responsibility, authority, and duty to speak for and represent the Corporation, as its designated official to do so. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Corporation, but it is expected that Board members would do this only with the full knowledge of Management and, in most instances, at the request of Management. In any case, individual Board members are prohibited from speaking for or officially representing the Corporation on any matter without the advance approval of the whole Board authorizing such action.
- C. Code of Ethics. The Board will approve the Director's Code of Business Ethics and Conduct. Any significant revisions to such Code, or to the Corporation's Code of Ethics and Business Conduct Standards, should be reviewed and approved by the Board. Any proposal to waive the Corporation's Code of Conduct for any Director or officer must be approved in advance by the Board and promptly disclosed as required by NYSE rules and applicable law.
- D. Conflicts of Interest. As set forth in more detail in the Director's Code of Business Ethics and Conduct, Directors shall avoid any action, position or interest that conflicts with any interests of the Corporation, or gives the appearance of conflicting with the Corporation's interests. The Corporation annually will solicit information from Directors in order to monitor potential conflicts of interest.
- E. Charitable Contributions. Contributions by the Corporation to not-for-profit organizations with which a Director is affiliated as a board member, trustee or officer must be approved by the Corporate Governance and Nominating Committee if they are over \$25,000, and by the full Board if they are over \$100,000.