

COMMITTEE CHARTER FOR THE EXECUTIVE COMMITTEE

Mission Statement

The Executive Committee acts in the stead of the Board of Trustees between meetings of the Board. The Committee also evaluates the performance of the Board of Trustees, its Committees and individual Trustees.

Organization

- a. The Committee shall consist of the Chair of the Board, who shall be the Chair of the Committee, the President, and at least three additional Trustees.
- b. The Committee shall meet as necessary.
- c. A majority of the Committee shall constitute a quorum for the transaction of business at any meeting thereof, and the act of a majority of the members of the Committee present at any meeting at which a quorum is present shall be the act of the Committee.

Roles and Responsibilities

The Committee shall:

- a. Possess and exercise the authority of the Board of Trustees in the management of the business of the Foundation between meetings of the Board, except that the Committee shall not have authority to: fill vacancies on the Board; fix the compensation of the Trustees for serving on the Board or on any Committee; amend or repeal the Bylaws or adopt new Bylaws; amend or repeal any resolution of the Board that by its terms may not be amended or repealed; or perform any function of the Audit Committee or Membership Committee.

- b. Conduct an annual performance evaluation of the Board and of the Trustees and review the performance evaluations prepared by each Board Committee. The evaluation will include consultation with each Trustee to elicit views of the Board and of individual Trustees' performance. The Chair will lead a group discussion of Board performance during the annual meeting of the Board. The Committee will develop a checklist of benchmarks of Board members' performance as the basis for these discussions.
- c. Manage the succession planning for the President including the review and recommendation to the Board of appointment of an interim president.
- d. Periodically review and assess the adequacy of this charter and make recommendations to the Management and Governance Committee of changes.
- e. Conduct an annual performance evaluation of the Committee.
- f. Maintain minutes of Committee meetings and report regularly to the Board.