

Committee Purpose:

The executive committee acts on behalf of the Board of Directors to determine matters which, in the judgment of the Chairperson of the Board, do not warrant convening a special meeting of the Board, but should not be postponed until the next meeting of the Board. In addition, the executive committee serves as the compensation and management committee of the Board.

The executive committee’s specific authorities and accountabilities include:

- Exercising the power and authority of the Board in the management and direction of the business and affairs of the organization except for those matters which are expressly delegated to another committee of the Board and matters which cannot be delegated by the full board.
- Serving as a sounding board for management on emerging issues, problems and initiatives.
- Providing leadership, structure and support to ensure the effectiveness and accountability of the Board’s performance.
- Reviewing and approving the CEO/ED compensation, and other compensation and benefits plans and awards, as required.
- Reviewing and approving annually the organization’s goals and objectives applicable to the compensation of the CEO/ED.
- Evaluating, at least annually, the CEO/ED's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation.
- Establishing and monitoring an executive level succession plan to ensure the sustainability and continuity of the organization.
- Establishing, in partnership with the CEO/ED, an annual strategic planning process for the Board.
- Facilitating an annual process to assess its own and the full Board’s performance.
- The authority to obtain advice and assistance from internal or external legal, accounting, and other advisors and to approve the fees and other terms related to such external counsel, consultants or advisors.

Key Roles and Responsibilities:

Board	Committee Chairperson	Committee Members	CEO
<ul style="list-style-type: none"> ▪ Governance and Compliance: Ensure sustainability of the committee structure and responsibilities ▪ Committee Oversight: Review and approve charter and composition ▪ CEO/ED Goals, Performance and Compensation: Review and provide input on the CEO goals, performance evaluation and compensation 	<ul style="list-style-type: none"> ▪ Committee Leadership: Coordinate and communicate with full board to ensure fulfillment of the board’s agenda ▪ Report to the Board: Provide report and/or recommendations to the board for approval ▪ Committee Effectiveness: Ensure the committee charter, plans, agendas and goals are established and executed 	<ul style="list-style-type: none"> ▪ Governance and Compliance: Monitor and evaluate leadership and organizational sustainability ▪ Risk Management: Ensure key controls in place to manage and monitor overall organizational and management risk ▪ CEO/ED Goals, Performance and Compensation: Review and approve CEO goals, performance evaluation and compensation ▪ Guidance / Advisor: Use expertise to guide and support management and board actions and behaviors 	<ul style="list-style-type: none"> ▪ Planning and Partnership: CEO works closely with the Board Chairperson to refine the board’s agenda and proactively address emerging issues, problems and actions ▪ Strategy: Provides strategic options and recommendations for committee review ▪ Material Development: Develops key material and data required for executing the committee agenda ▪ Research / Analytics / Insights: Provides research, analytics and benchmarking needed to support committee goals

Meeting Cadence:

The committee meets monthly, or when necessary at the call of the committee chairperson.

Meeting Agendas:

Annually, the Committee Chairperson, in partnership with the CEO, will make efforts to define the key agenda topics and timeline for the committee meetings.

Members:

The committee members comprise of Officers of the Board and the immediate past Board Chair.

- Chair: Sharon O'Hara
- Arnold Salazar
- Mike Fallon

DRAFT PENDING APPROVAL