



## **SAMPLE COMMITTEE CHARTER: EXECUTIVE COMMITTEE**

### **Overall Roles and Responsibilities**

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An Executive Committee's authority derives from the authority of the board, and one of the more important decisions a board makes is to define the role and authority of the Executive Committee.

Some boards, especially large boards whose members are geographically dispersed, choose to vest their Executive Committees with significant power to perform the board's work through regular Executive Committee meetings. Other boards limit the Executive Committee's power by authorizing it to meet only as needed and to act only on urgent matters. Some boards grant the Executive Committee no formal authority at all.

The Executive Committee provides a mechanism for board leaders to engage, within the limits set by board policy and the bylaws, in decision making, oversight, and communication on important organizational matters.

### **Responsibilities**

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The Executive Committee's specific responsibilities include:

- Exercising some or all powers of the board between regularly scheduled meetings.  

(Note: Some boards restrict the Executive Committee's authority to "urgent matters." Some boards do not permit the Executive Committee to take final action on certain matters such as amending bylaws, removing a board member from office, hiring or removing the CEO, obligating the organization to new debt, or selling or acquiring a major asset. Some boards grant no decision-making authority to the Executive Committee. Some boards require that the full board approve any actions by the Executive Committee, while others require only that the committee's actions be reported at the next full board meeting.)
- Serving as a sounding board for management on emerging issues, problems, and initiatives.
- Reporting to the board at the board's next meeting on any official actions it has taken.
- If the Executive Committee also has responsibility for executive evaluation and compensation, insert those responsibilities here. See the sample charter for the Executive Evaluation and Compensation Committee.
- If the Executive Committee also has responsibility for governance, insert those responsibilities here. See the sample charter for the Governance Committee.

## Meetings

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The Executive Committee meets as needed. If the Executive Committee has responsibility for executive evaluation or governance, it will need at least two to three scheduled meetings a year. Meeting dates and times should be specified a year in advance.

## Members

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The Executive Committee is composed of the board chair, vice chair, secretary, president, CEO, and the chairs of the board's committees on finance, governance, and quality/professional affairs.

(Note: Some Executive Committees are composed only of board officers or only the officers and a few at-large members.)

If the Executive Committee has responsibility for executive evaluation, the CEO should be excused for matters relating to CEO compensation and evaluation.

If the Executive Committee has responsibility for governance, the CEO may participate in meetings but should not be a voting member of the committee for the purpose of nominations.



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