

## **Executive Committee**

### **Purpose**

Subject to limitations prescribed by law or in the Bylaws, the Executive Committee (“EC”) shall have and exercise all powers of the board in the intervals between board meetings except:

- Granting of honorary degrees
- Election or removal of the president
- Removal of board members
- Amendment, alteration, or repeal of the bylaws

The Executive Committee may also provide for the execution of orders and resolutions not otherwise specifically committed or provided for but, except in emergencies, will generally refer all matters to the entire board for subsequent action.

### **Authority and Responsibilities**

The Executive Committee has the authority and the responsibility to:

- As needed, act on behalf of the board between board meetings;
- Address special issues and emergency situations;
- Handle significant matters dictated by the calendar or events that cannot wait for a board meeting;
- Assign committee chairs and vice-chairs to the standing committees;
- Appoint committee members to the standing committees;
- Oversee the Board self-evaluation process;
- Oversee presidential personnel matters, including annual evaluations;
- Exercise all powers and authority of the full Board on an as needed basis between regular Board meetings for time-sensitive matters, subject to limitations imposed by the Board;
- Periodically review the Bylaws and recommend needed amendments.

### **Membership**

The Executive Committee shall consist of the current Board of Trustees Chair and the two previous Board chairs. If any of the previous chairs have since rolled off the Board and are no longer members, then the membership of the committee shall be selected by the Trustees.

### **Meetings**

The Executive Committee shall meet only as necessary to carry out its duties. Meetings of the Executive Committee may be called by the chair, president, or any member of the committee.

Two members of the committee shall constitute a quorum for the transaction of business.

Members of the Executive Committee may participate in meetings by teleconference or similar

medium that allows for two-way communication. Notice of the time and place of all meetings of the Executive Committee shall be given in the same manner as the board meetings.

The minutes of the Executive Committee meetings shall be sent to all board members and shall serve as written reports of its acts and transactions.

Approved December 12, 2023