

# Executive Committee Charter Board of Trustees Code of Support Foundation

## 1. Purpose

To provide for the establishment of the Code of Support Foundation (“COSF”) Executive Committee (“Committee”) which shall assist the Board of Trustees (“Trustee” or “Trustees”, and collectively the “Board”) by executing the duties and responsibilities, as described in section 4 below, in a manner provided by this charter and the by-laws of the COSF.

## 2. Type of Committee

The Committee is a permanent standing committee of the Board.

## 3. Membership

The Committee shall consist of the Board Chair, Board Vice Chair, and a Trustee Member (“Member”) representative from each of the Audit, Finance, Fundraising, Governance and Marketing Committees. The Board Chair shall serve as chairperson (“Chair”) of the Committee. The COSF’s executive director and deputy director, or other COSF staff as designated by the of Chair, may serve as non-voting advisors to the Committee. Committee meetings are open to all Trustees; however, only Members shall be eligible to vote during Committee meetings.

## 4. Duties and Responsibilities

The Committee is responsible for

- a. Acting on behalf of the Board when immediate or very near term actions or decisions are needed, in the best interest of COSF, and impractical to adjourn the entire Board, as determined by the Board Chair.
- b. Responding and acting on actions delegated to the Committee by the Board.
- c. Acting on minor actions, in which it is impractical to adjourn the entire Board; however, the Board Chair desires input and advice.

- d. Reporting as soon as practical to the Board on all actions taken and meetings of the Committee, no later than the next scheduled Board meeting.

**5. Delegation of Authority**

a. Task Forces. The Committee may establish temporary task forces constituted to last less than one year to assist the Committee in carrying out its duties and responsibilities. All task forces, including task force membership, must be notified to the Board during the next scheduled Board meeting. Task forces may be reconstituted as needed, subject to the approval of the Board.

b. Subcommittees. The Committee may establish permanent subcommittees ("Subcommittee") to assist the Committee in carrying out its duties and responsibilities. Creation or elimination of a Subcommittee must be notified to the Board during the next scheduled Board meeting.

**6. Procedures**

a. Meetings. The Committee shall meet as needed or called by the Chair. The Chair shall schedule and coordinate notification of all Committee meetings. Committee meetings may be either in person or via teleconference. A quorum of at least two-thirds of the designated members shall be required in order to conduct business.

b. Minutes. Minutes shall be kept for all meetings. Minutes shall be stored within COSF offices for review as needed by Trustees, COSF staff and others specifically designated by the Board.

c. Reporting. The Chair, on behalf of the Committee, shall provide reports at all Board meetings, updating the Board as to Committee actions and activities.

d. Task Forces. Creation of and membership to a task force must be voted on and approved by a quorum of the Committee, with notification of such action to the Board.

e. Subcommittees. Creation of, elimination of and membership to a Subcommittee must be voted on and approved by a quorum of the Committee, with notification of such action to the Board.

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Board Secretary Review: 1/14/2019 Brian Dettler

Date Approved by Board: 1/17/2019

(signed)

1/17/2019 (date)

ALAN B. SALISBURY (print name)

Certification by Board Chairman of Board adoption:

17<sup>th</sup> Regular Meeting of the Board of Trustees

January 17, 2019