



## EXECUTIVE COMMITTEE CHARTER

### I. PURPOSE

The purpose of the Executive Committee (“Committee”) of the Board of Directors (“Board”) of Eastern Washington University Foundation (“the EWU Foundation”) shall exercise all the powers of the full Board of Directors, subject to the direction and control of the full Board of Directors. The committee also provides oversight and coordination for the work of other board committees. The Executive Committee is established in the Bylaws as a standing Committee of the Board.

The Committee’s activities and recommendations shall include but are not limited to:

- Review slate of officers as recommended by the Governance & Nominating Committee
- Review Committee Assignments as recommended by the Governance & Nominating Committee
- Review Board of Director re-election as recommended by the Governance & Nominating Committee
- Review & recommend approval of the Annual Endowment Distribution and Service Fees Policy as recommended by the Investment Committee
- Review & recommend approval of the annual unrestricted budget as recommended by the Finance Committee
- Review & recommend approval of the annual meeting calendar

### II. MEMBERSHIP

The membership of the Committee shall consist of the Foundation Board Chair, Vice Chair, Treasurer and Secretary. The Chair and members will serve terms pursuant to the established Foundation Bylaws.

### **III. MEETINGS**

The Committee shall hold regular meetings pursuant to a schedule issued by the Chair of the Directors and pursuant to the Foundation Bylaws. Special meetings of the committee may be held upon the call of the Committee Chair, Chair of the Directors, at any time that the attendance or consent of at least a majority of the committee can be obtained.

### **IV. OPERATIONS**

The Committee Chair shall prepare or approve an agenda in advance of each meeting. The Committee Chair shall preside at all meetings. At the request of or in the absence of the Chair, the Vice Chair shall preside at meetings and otherwise fulfill the duties and obligations of the Chair. The Committee may meet periodically in executive session without foundation management present. The Committee will cause to be kept adequate minutes of its proceedings, and shall present any findings, actions taken, activities or recommendations to the Board. Minutes shall be filed with the foundation records. Committee members will be furnished with copies of the minutes of each meeting and any action taken.

In accordance with the approved Bylaws, the Committee will be governed by the same rules regarding meetings (including meetings conducted telephonically), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision hereof, (b) any provision of the Bylaws of the Foundation, or (c) the laws of the state of Washington. The Committee shall have the authority to delegate to subcommittees and to Foundation staff. A quorum shall consist of a majority of the members who are entitled to vote. The Committee Chair shall initiate an annual performance self-evaluation that considers matters related to its responsibilities prior to the annual Board meeting.

### **V. RESPONSIBILITIES AND DUTIES**

To the extent permitted by the Bylaws, the Executive Committee is empowered to act for the full board. However, the committee shall not have the power or authority in reference to the following:

- Adopting, amending or repealing any bylaw;
- Filling vacancies on the Board;
- Changing the membership of, or filling vacancies in the Executive Committee

The Committee shall report all action taken by it to the Board at its next regularly scheduled meeting succeeding the recommendation of such action.

The Committee may, at its discretion, use the services of any outside advisors as the Committee determines is necessary and appropriate to enable the Committee to fulfill its responsibilities