



Executive Committee Charter

I. Purpose

The purpose of the Executive Committee of Morehouse School of Medicine (the “Committee”) is to exercise the full authority and powers of the Board of Trustees in the management of the affairs of the Corporation during the interval between the meetings of the Board. The Committee shall specifically be charged with the duty of reviewing and/or approving the budget of the Corporation and of formulating long-range plans for the activities of the Corporation. The Committee shall only act on such emergency or other matters as must, in order to protect the best interests of the Corporation, be disposed of in advance of the next meeting of the Board of Trustees. Nothing herein shall operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him or her by law.

II. Composition

The Executive Committee shall include the Chairperson and Vice Chairperson of the Board of Trustees, the chairperson of each of the Standing Committees, the Corporation’s Chief Financial Officer and Senior Vice President for Administration and the Secretary. The President shall serve *ex officio* as a non-voting member of the Committee. The Chairperson of the Board shall serve as the Chair of the Committee.

III. Duties & Responsibilities

The following shall be the principal duties and responsibilities of the Committee regarding executive matters. These are set forth as a guide that the Committee may modify or supplement as appropriate.

- A. Exercise the authority of the Board of Trustees when it is not feasible to get an urgent matter before the full Board.
- B. To promptly report to the Board at the next regular meeting of the Board all actions taken by the Committee.
- C. The Chair may appoint a Subcommittee on Presidential Compensation and Evaluation. The subcommittee shall assess the performance of the President and convey its assessment and a compensation recommendation to the Executive Committee for its deliberations and referral by the Committee of a recommendation to the full Board.
- D. Conduct an annual performance evaluation of the Board and of the Trustees and review the performance evaluations prepared by each Board member. The evaluation will include consultation with Trustees to elicit views of the Board and of individual Trustees’ performance.

IV. Resources and Authority

The Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Corporation and with the authority to engage independent counsel and other advisors if deemed necessary to carry out its duties at the Corporation's expense.

V. Meetings

A majority of the members of the Committee will constitute a quorum for the transaction of business. The Committee shall maintain written minutes of its meetings, which will be filed with the Secretary of the Corporation. Reports of all meetings will be made to the Board of Trustees.

The Executive Committee shall meet as needed to fulfill its designated purpose, as determined by the Chair of the Corporation

VI. Adoption of Charter

This charter was approved by the Executive Committee on July 9, 2010.

VII. Amendments

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board of Directors for approval. This Charter shall not be amended except upon approval by the Board of Trustees.