

EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS OF
THE UNIVERSITY FOUNDATION AT SACRAMENTO STATE

CHARTER (Draft)

I. PURPOSE

The primary function of the Executive Committee (“Committee”) is to assist the Board of Directors (“Board”) of the University Foundation at Sacramento State in providing 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.

The 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.

The Executive Committee shall have all the authority of the Board at times when it is not convenient for the Board to act at a special meeting except with respect to those matters described in the Bylaws, Section 4.8 (a) and to any expenditures in excess of ten thousand dollars ((\$10,000)).

II. COMPOSITION

(a) Qualifications and Appointment of Executive Committee Members.

Appointments to the Executive Committee shall be made by a majority vote of the Board and shall include the Board Chair, President or Vice President for University Advancement as his or her designee, Past Chair, Vice Chair, Secretary, Treasurer, and Committee Chairs.

(b) Committee Membership. The Executive Committee shall consist of no fewer than three (3) Directors.

(b) Delegation. When appropriate, the Executive Committee may designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification for the Committee as the Committee may direct.

III. MEETINGS

The Executive Committee meets as needed. At a minimum, the Executive Committee will meet prior to the scheduled Board Meetings. Meeting dates and times should be specified and adjusted to coincide with the timing of the Board meetings.

IV. RESPONSIBILITIES AND DUTIES

The Executive Committee’s specific responsibilities include:

- Exercising some or all powers of the Board between regularly scheduled meetings.
- 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.
- Identify annual priorities or areas of focus for the Board.
- Conduct an annual performance evaluation of the Committee and report its findings to the Chair of the Board.

Nothing in the foregoing list is intended to be, or shall, limit the scope of activities the Committee may undertake in the fulfillment of its purposes, as noted above. The Committee may perform such other or additional activities as it deems necessary or desirable consistent with this Charter and the Foundation's bylaws and governing law, or as may be delegated to it by the Board of Directors of the Foundation.