

HOUSTON COMMUNITY COLLEGE FOUNDATION
EXECUTIVE COMMITTEE CHARTER

This Charter sets forth the responsibilities of the Houston Community College Foundation's Executive Committee.

I. Purpose

The purpose of the Executive Committee (Committee) of the Board of Directors (Board) of Houston Community College Foundation (Foundation) shall exercise all the powers of the full Board between meetings of said Board, subject to the direction and control of the full Board. The Committee also provides oversight and coordination for the work of other board committees. The Committee is established in the Foundation's Bylaws as a standing Committee of the Board.

The Committee's activities and recommendations shall include but are not limited to review and comment on recommendations of the committees.

II. Responsibilities

- i. The Committee will assist the Board of Directors in fulfilling its responsibilities for conducting the business of the organization.
- ii. The Committee exercises the authority to the Board in the management of the business of the Foundation between meetings of the full Board.
- iii. The Committee shall review and reassess its roles and responsibilities along with those of the Board and board officers at least every other year and recommend any proposed changes to the Board.
- iv. Oversee the process for monitoring and evaluating the performance of the President.
- v. Review and approve grant and Program-Related Investment recommendations that require action before a scheduled Board meeting.
- vi. Provide a sounding Board to the President, serving as a source of ready advice on executive decisions.
- vii. Monitor Board and staff issues related to values, ethics, and conflicts of interest.
- viii. Submit minutes of all meetings of the Executive Committee to the next scheduled full Board meeting of the full Board.
- ix. Review annually the Executive Committee Charter and recommend any changes to the Board.
- x. Understand and review the Foundation's policies and procedures, its Code of Ethics, and its Conflicts of Interest policy.

However, the committee shall not have the power or authority in adopting, amending or repealing any bylaws.

III. Membership

The membership of the Committee shall consist of the Chair, each Vice Chair, Immediate Past Chair (if a person is currently serving in such capacity), Secretary, Treasurer, President, and the Chancellor. The President and Chancellor shall be ex-officio, non-voting members of the Committee. No voting member of the Committee may in the current fiscal year or in the previous fiscal year have been associated in the capacity of a full-time employee or of compensated officer of Houston Community College or the HCC Foundation. Nor may any member of the Committee accept, either directly or indirectly, any consulting, advisory, or other compensatory fee from the Foundation.

IV. Authority

The Committee is authorized to perform duties described in Article V of the Bylaws and responsibilities expressed in this charter.

V. Meetings

The Committee shall hold quarterly meeting pursuant to the Foundation's governing documents. Special meetings of the Committee may be held upon the call of the Chair of the Board, at any time that the attendance or consent of at least a majority of the committee can be obtained. Meetings may be in person or virtual. Action can be taken without meeting with the consent of two thirds of the voting Executive Committee members.