

Executive Committee Charter

The Executive Committee (the “Committee”) is a standing committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

Purpose

The purpose of the Committee is to act on matters that may properly come before the board in the interim between board meetings; to report its work and actions for approval or revision by the board; to exercise general supervision over the corporate and legal affairs of AAUW in conformity with the bylaws and the laws of the District of Columbia; to review staff operations; and to deal with any other matters as authorized by the board.

Responsibilities

In carrying out its purpose, the Committee, under the direction of the board, shall:

- Endeavor to exercise its authority to act on matters that may properly come before the board between board meetings only when it is not feasible to convene the board;
- As requested, serve as a sounding board for the CEO or board chair on matters that may need board approval or discussion in the future;
- Working together with the CEO, develop annual performance goals and objectives for the CEO;
- Plan and conduct an annual assessment of the CEO’s performance based on annual goals and objectives and report the results of the assessment to the board and the CEO;
- Annually review overall compensation and benefits for the CEO and report the Committee’s findings to the board, including any recommendations for adjustments or changes;
- Approve the annual bonus, if any, for the CEO, based on performance and within approved budgetary guidelines, and report the Committee’s action to the board;
- Assist the board in conducting an annual assessment of the board’s effectiveness;
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board;
- Notwithstanding anything in this charter or AAUW’s bylaws, the Committee shall have no authority to hire or fire the CEO or to approve transactions involving more than the authority specified in the designated authorities without express written delegation of authority from the board.

Committee Membership

The Committee shall consist of the board chair, board vice chair, board finance vice chair, board secretary and two additional directors elected by the full board from among the remaining eleven directors. The CEO serves as an ex officio nonvoting member of the Committee.

Terms

The board chair, board vice chair, board finance vice chair, board secretary shall serve on the Committee for their board term in those positions. Other Committee members (other than nonvoting ex officio members) shall be appointed annually for a term of one year beginning July 1 following appointment and shall be eligible for reappointment to the Committee as long as they serve on the board. In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the member be replaced.

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of the ex officio member shall not be counted for purposes of determining a quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet at least 4 times a year at the call of the board chair and at other times at the call of the board chair or at the written request of three members of the Executive Committee. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The board chair shall prepare written reports on the Committee's activities and any recommendations to the board shall be presented to the board at its regular and annual meetings.