



## **The Mountaineers Executive Committee Charter**

### **Purpose**

The Executive Committee (the Committee) is established by the organization's Bylaws. As a "Committee of the Board," it supports both the Board of Directors (the Board) and the Chief Executive Officer (the CEO).

### **Authority**

The Committee derives its authority from Bylaws (Article IV Section 2). It shall abide by the Bylaws and Board policies.

### **Responsibilities**

The Committee is responsible for:

1. **Providing direction to the Board.** The Committee shall provide direction to the Board regarding important issues facing the organization and set the Board's meeting agendas.
2. **Acting on behalf of the Board.** The Committee shall make decisions on behalf of the Board between meetings of the Board when special circumstances of timeliness or emergency require such action in order to protect the best interests of The Mountaineers. The Committee shall promptly notify the Board of all decisions made (at the next full meeting of the Board unless circumstances require more rapid notification) and request the Board ratify the decisions, if appropriate.
3. **Serving as a sounding board for the CEO.** The Committee shall work closely with the CEO, help set organization-wide priorities, and advise them on important matters.
4. **Addressing high-level behavior complaints and workplace issues.** If serious member behavior complaint(s) or employee issue(s) arise, the Committee shall work with the CEO to determine the appropriate steps to address the complaint(s)/issue(s). This may include serving in an adjudicatory capacity, if necessary.
5. **Support the President in hiring the CEO and coordinating the Board's review of the CEO's performance and compensation.** The Committee shall support the President's responsibility (per Bylaws Article Section 2) to recruit and hire the CEO. Committee members shall also solicit feedback from the Board regarding the CEO's performance, coordinate his or her regular performance review, and make recommendations to the President and Board regarding the CEO's compensation.

**Membership**

The Committee shall consist of the president, vice president, secretary, treasurer, vice president of governance, vice president of branches, and vice president of outdoor centers. The CEO and Books Division publisher shall participate on the Committee as ex officio, non-voting members.

**Meetings**

The Committee shall generally meet on a monthly basis as determined by the Board president and CEO.

**Terms of Service**

The Board shall appoint the president, vice president, secretary, treasurer, vice president of governance, vice president of branches, and vice president of outdoor centers (per Bylaws Article V Section 9). Officers shall then automatically serve on the Committee concurrent with their tenure in their appointed positions. The immediate past president shall also serve as a member of the Committee (and the Board) for one year following the completion of their term (per Bylaws Article III Section 2).

**Charter Owner**

The Mountaineers President