

## **Executive Committee Charter**

### **Purpose**

The Executive Committee ensures the integrity of the Board and enhances board performance. The Committee serves to ensure the University operates within available resources and in compliance with applicable federal and state laws and University policies in a manner supportive of the University's strategic plan.

### **Authority and Responsibilities**

The Committee shall have responsibility to provide oversight in the following areas and recommend for approval the following actions to the Board:

1. Oversee presidential personnel matters, including the annual evaluation.
2. Exercise all powers and authority of the full Board on an as needed basis between regular Board meetings for time-sensitive matters, subject to limitations imposed by the Board.
3. Periodically review the bylaws and recommend needed amendments.
4. Develop and implement a process for Board members to define and regularly evaluate the Board's responsibilities and expectations in order to promote the advancement and continuous improvement of Austin Peay State University.
5. Take action on all items not clearly falling within the auspices of the other committees.

It is the expectation of the Board that the full Board will consider and make decisions regarding all significant matters before the Board. However, the Executive Committee is empowered to act for the full Board between regular Board meetings on an as needed basis for time-sensitive matters, subject only to such restrictions or limitations as the Board may from time to time specify, except that the following matters shall be reserved to the full Board for approval: (i) Board and committee officer selection, (ii) changes in the mission and purposes of the University, (iii) presidential selection, evaluation and termination, (iv) amendments to the Bylaws, (v) debt issuances, (vi) sale or other disposition of real property, (vii) the University's annual operating budget and (viii) the University's Facilities Master Plan. All actions taken by the Executive Committee pursuant to this authority shall be reported at the next meeting of the full Board, or when deemed sufficiently important by the Board Chair and the University President, such actions shall be reported to the Board within thirty (30) days after such action is taken, or at a meeting of the Board if a meeting is held within that period of time.

### **Composition of the Committee**

The Executive Committee shall be comprised of the at least the Board Chair, Vice Chair, and one additional Trustee as determined by the Chair. The President shall be an ex-officio, non-voting member of the committee.