

**Broward Education Foundation  
Executive Committee Charter  
March 2015**

**Authority and Responsibilities**

1. Powers and Authority of Committee. During the intervals between meetings of the Board of Directors, the Committee shall, except as limited in this charter or by law, have and may exercise all the powers and authority of the Board of Directors, to act upon any matters which, in the opinion of the Chairman of the Board, should not be postponed until the next previously scheduled meeting of the Board of Directors.
2. Limitations. The Committee shall not have the power or authority, without the consent of the Board of Directors, in reference to approving or adopting, or recommending any action or matter expressly required by the By-laws of the Foundation to be submitted to the Board for approval including adopting, amending, or repealing any By-Law of the Foundation.
3. Reports to Board. The Committee shall report its actions and any recommendations to the Board of Directors after each Committee meeting.

**Operations of the Committee**

1. Conduct of Meetings. A quorum at any Committee meeting shall be a majority of its members. All determinations of the Committee shall be made either at a meeting duly called and held, at which a quorum is present and acting, or by a written consent to the actions taken signed by all of the members of the Committee.
2. Schedule of Meetings. In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required.

**Documentation and Reports.**

1. The Chairman of the Board shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting.
2. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, and they shall be approved at a subsequent meeting of the Committee.
3. The Committee shall make regular reports to the Board of Directors.

**Responsibilities**

The Executive Committee's specific responsibilities include:

1. Exercising some or all powers of the board between regularly scheduled meetings.
2. Serving as a sounding board for management on emerging issues, problems, and initiatives.
3. Reporting to the board at the board's next meeting on any official actions it has taken.

**Meetings**

The Executive Committee meets as needed. Meeting dates and times should be specified at the beginning of the fiscal year.

**Members**

The Executive Committee is composed of the officers of the corporation board chair, past chair, secretary, treasurer, president, CEO. The chairs of the board's committees are invited to attend meetings but do not have voting powers.