COMMITTEE CHARTER OF THE
BOARD OF TRUSTEES OF KETTERING UNIVERSITY

KETTERING UNIVERSITY EXECUTIVE COMMITTEE

Purpose

The purpose of the Executive Committee is to discharge the responsibilities of the Board of Trustees and act upon any matter within the jurisdiction of the Board, except to grant degrees, make removals from office, or make any determinations or actions that under the bylaws shall be made by the full Board.

Furthermore, the Executive Committee attracts, nominates, orients, organizes, motivates and assesses the performance of trustees and ensures the continuing ability of the Board to exercise its responsibilities. The Committee is also responsible for making recommendations to the Board with respect to appointments to Board committees, Board appointments to non-Board committees and the evaluation of the governance activities and functions of the Board.

Organization

Review of Charter

This charter shall be reviewed and reassessed by the Executive Committee at least annually, and any proposed changes shall be submitted to the Board of Trustees for approval.

Membership/Structure/Quorum.

As defined in the Bylaws of the University, the Executive Committee is composed of the Chair of the Board (to serve as Chair), the Vice Chair of the Board (to serve as Vice Chair), the Secretary of the Board, the President of the University, the Chair of each standing committee, any Past Chairs of the Board who remain active members of the Board shall constitute the Executive Committee of the Board. A quorum of any meeting of the Executive Committee shall consist of a majority of its voting members.

Staff

The Secretary of the Corporation or his/her designee shall serve as staff to the Committee.

Meetings

Meetings shall be held in conjunction with regularly scheduled meetings of the Board, or as deemed necessary by the Chair of the Committee. Meetings may be in person or telephonic and the Chair shall present any findings or recommendations to the full Board of Trustees.

Agenda, Minutes and Reports

The Chair of the Committee, in collaboration with the staff designee, shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with relevant materials, shall be sent to the Committee members in advance of each meeting. Minutes for all meetings shall be prepared in draft form by the staff designee and reviewed by the Chair, and shall be approved by the Committee members at the following meeting. The minutes shall be distributed periodically to the full Board of Trustees. The Committee shall make regular reports to the Board of Trustees and shall make reports of any actions discharging the responsibilities of the Board of Trustees to the full Board at the Board’s next meeting.

Roles and Responsibilities

The Executive Committee’s primary responsibilities are to:
Subject to the provisions of the Bylaws, exercise all powers of the Board of Trustees in the interim between meetings of the Board;

Monitor the performance of the President and determine all elements of compensation and other financial benefits for the President;

Recommend candidates for the Board of Trustees in accordance with the Bylaws of the University;

Exercise oversight of the management of the investment assets of the University and its affiliated entities;

Appoint such other committees, subcommittees, task forces, and similar groups which may be made up of members selected from Trustees, officers, alumni, students, and friends of the University, which shall include at least one Trustee, and with appropriate powers and duties as may be deemed necessary and proper by the Executive Committee;

Coordinate the activities of the other standing committees and serve as a forum for the consideration of significant institutional issues and priorities that transcend the jurisdiction of the other standing committees of the Board;

Serve as a conflict of interest committee to review potential conflicts of interest of the Trustees;

Provide a sounding board to the President, serving as a source of ready advice on executive decisions;

Monitor Board and staff issues and oversee/conduct investigations if required related to values, ethics, and conflicts of interest;

Design the composition of the Board to meet the governance demands of the University;

Develop a statement of criteria for determining appropriate attributes for and expectation of trustee candidates;

Ensure implementation of a trustee orientation program;

Develop fair, measurable, and effective criteria to assess trustee performance and to anticipate new leadership;

Develop a schedule for the regular assessment of trustee performance;

Decide whether to nominate sitting trustees for reappointment and make such recommendations to the Board as needed;

Develop practices and recommend strategies and policies to attract, orient, organize, and motivate trustees, including programs that continue the commitment of former trustees;

Recommend to the Board for its approval candidates for honorary degrees;

Make recommendations to the Board for appointment to the rank of Trustee Emeritus;

Make recommendations to the Board for appointment to the rank of President Emeritus;

Establish and amend guidelines with respect to the goals of the Trustee appointment process;

Develop and implement a systematic, open and proactive process for seeking nominations for Trustee;

Provide recommendations to the administration regarding promotion of awareness of Board activities to members of the University community;

Recommend to the Board the appointment of members to standing committees of the Board;

Recommend to the Board the appointment of representatives to non-Board bodies and committees;

Recommend to the Board the appointments of the chair and vice-chairs of Board committees, with the exception of the Committee on Audit and Compliance and the Executive Committee;

Ensure, where possible, that all Board members are members of at least one committee, and that committee memberships and chairs are rotated regularly, Board members from the internal constituencies of the University are included as appropriate, and committee memberships are balanced as appropriate;

Receive and review recommendations from each standing committee of the Board at least every three years regarding their terms of reference; and recommend revisions thereto to the Board, as appropriate;

Annually review the terms of reference of ad hoc committees of the Board and recommend to the Board the creation or abolition of standing and ad hoc Board committees;

Review the Board's governance structure and activities at least every three years, including Board Committee Regulations and the Board of Trustees Code of Ethics;

Monitor compliance with the Board of Trustees Conflict of Interest and Code of Ethics policies;

Conduct an annual evaluation of the Committee’s performance;

Report to the Board at each meeting on Committee activities; and

Review annually the Executive Committee Charter and recommend any changes to the Board.