

Board of Trustees

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EXECUTIVE COMMITTEE CHARTER**I. PURPOSE**

The Executive Committee ("Committee") shall have three central responsibilities: first, to exercise the powers of the Board of Trustees (the "Board") of Northeastern Illinois University ("NEIU") in relation to emergency or pressing matters that arise between regularly scheduled meetings of the Board or when it is not practical or feasible for the Board to meet; second to act as a monitor of and advocate for best practices in higher education governance; and third, serve as a sounding board for the University president [and facilitate presidential evaluation and compensation]. The Committee is delegated the authority to act as the full Board when exercising the powers and authorities under this charter, subject to the limitations listed below in Section IV.

It is the general intention that all substantive matters in the ordinary course of business be brought before the full Board for action, but the Board recognizes the need for flexibility to act on substantive matters where action may be necessary between Board meetings which, in the opinion of the Chairperson of the Board, should not be postponed until the next previously scheduled meeting and where, in the opinion of the Chairperson, a special meeting is unwarranted or a quorum is not attainable. The Executive Committee shall act in accordance with the provisions set forth in the attached Appendix, as same may be amended from time to time.

APPENDIX TO EXECUTIVE COMMITTEE CHARTER

I. MEMBERSHIP

The Committee shall consist of the Chairperson, the Vice-Chairperson, and the Secretary of the Board who shall each serve a one-year term or until their successors are elected and qualified. Vacancies occurring in the membership of the Committee for any reason shall be filled consistent with the process outlined in the Bylaws.

II. MEETINGS AND QUORUM

The Committee shall meet upon the call of the Chairperson, or of any two members thereof.

Meetings of the Committee are subject to the Open Meetings Act, 5 ILCS 120/1 *et seq.*, and, consistent with the requirements of the Open Meetings Act, may be held by means of conference telephone or other communications equipment, by means of which all persons participating in the meeting can hear and speak to each other. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

III. AUTHORITY

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of NEIU. The Committee has the power to retain outside advisors, subject to NEIU's procurement rules, to assist it in carrying out its activities. NEIU shall provide adequate resources to support the Committee's activities, including compensation of the Committee's advisors. The Committee shall have the authority to retain, compensate, direct, oversee and terminate such other advisors hired to assist the Committee, who shall be accountable to the Committee. Consistent with the By-laws the unanimous vote of the members of the Committee who cast their votes shall be required to authorize the commitment of monies.

IV. KEY RESPONSIBILITIES

The Committee shall undertake the following responsibilities, which are set forth as a guide. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time. To fulfill its purposes, the Committee shall:

1. Possess all the powers of the Board when in session, including, without limitation, the power to ratify any action of the President that is needed to protect the university's interests and which would be compromised by delay, and to take any action that is administrative in nature and necessary for the university's efficient functioning except that it may not overrule, revise, or modify any previous acts of the Board and shall not have the power to lease, sell or purchase real estate, unless previously specifically authorized by the Board in session by a majority of the members individually in writing;
2. The Committee's responsibilities shall, at a minimum, include:

- Reviewing and recommending best practices in higher education governance to board members;
 - Ensuring that a substantive orientation program is provided to all new board members;
 - Overseeing the timing and process of period board self-assessment; and
 - Serving as a sounding board for the University president, when needed.
3. Call Special Meetings of the Board when necessary;
 4. Submit to the Board, within 24 hours and at its next regular meeting, a written report of all actions taken since the previous meeting of the Board. Such record shall thereupon be incorporated into the Minutes of the Board as an integral part thereof; and
 5. Conduct bi-annually a self-assessment regarding its performance against its stated responsibilities and share the results of such assessment with the Board.

Adopted September 17, 2020.