

MACD Executive Committee Charter - Duties and Responsibilities

For consideration at 8.8.2022 Board Meeting

Purposes.

1. This Charter implements the Bylaws of Montana Association of Conservation Districts (MACD) with regard to the Executive Committee.
2. The Executive Committee is delegated authority to Act for the Board in fulfilling the Board's fiduciary duties by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed by law, within the limits established in this Charter and the Bylaws.

Limitations. No committee of the board has the authority to:

1. Approve dissolution, merger, sale, pledge, or transfer of MACD's assets.
2. Elect or remove directors or permanently fill board vacancies.
3. Amend or repeal bylaws or articles of incorporation.
4. Hire or fire executive director.
5. Approve or change the budget.

Chair. The President of the Board shall be Chair of the Executive Committee.

Membership. Membership on the Executive Committee shall consist of seven directors, with the intent of having geographical diversity.

Membership includes current MACD officers, the immediate past Board President, if he/she is still on the MACD Board, and other directors as approved by the Board. The Board has the authority to modify the composition of the Executive Committee through an action of the Board.

Ex Officio Member. The Executive Director shall be an ex officio member without vote, invited to attend meetings of the Executive Committee unless requested not to attend by the person acting as Chair.

Meetings and Procedure.

1. **Governance Calendar.** The Committee shall establish and continuously update and revise a Board Governance Calendar that outlines the months or quarters that basic functions of the Board and Committees occur.
2. **Scheduling meetings.** The Committee shall hold meetings at the call of the committee chair, Executive Director, or any two members of the committee.
3. **Minutes.** The Committee shall maintain minutes of its meetings and provide them to the full Board at regularly scheduled meetings or per MACD policies.
4. **Reporting to the Board.** Any action taken by the Executive Committee between meetings of the Board shall be reported to the Board at the next meeting.

Responsibilities of the Executive Committee.

Decisions between board meetings. The Committee is authorized to make "incidental" decisions between board meetings, with the exception of the limitations listed above and any additional limitations directed by policy or the Board.

Investigate Conflict of Interest Transactions. The Executive Committee shall conduct investigations into potential conflicts of interest and make a final determination on whether any potential conflicts exist and, if it does, on whether the transaction is fair to MACD.

Executive Oversight. Subject to limitations on its authority established by the Board, MACD Bylaws, or law, the Executive Committee shall oversee the performance of the Executive Director and make recommendations to the Board on reasonable executive compensation.

Personnel Matters and Policies. Assists in the development/review of personnel policies. Recommends policies to the Board for approval and oversees the implementation of these policies by MACD management. Acts as the last stop for employee grievances, per policy.

Annual updates and signing. Reviews and updates the Board Governance Calendar and ensures that Conflict of Interest Disclosures are signed annually.