Our board requires the assistance of standing committees to effectively/efficiently meet its obligations, fulfill its responsibilities and perform its roles because: some aspects of governance work are best tackled by small groups; and our board does not have enough time, when it meets, to accomplish everything required of it. Excluding noted exceptions, standing committees are not authorized to formulate policies or make decisions on behalf of our board. Rather, committees are charged with performing governance “staff work” that leverages our board’s time and effort.

**purposes**

✔ serve as our board’s “navigation and command/control center”

✔ take action on behalf of our board in emergency situations and within limits set by board policy and the bylaws when convened; emergency actions taken by the executive committee must be reported to, and discussed/ratified by, our board at its next regularly scheduled meeting.

**tasks**

✔ develop our board’s annual objectives and work plan; forward to the board for discussion/action

✔ review potential agenda items forwarded by standing committees, President/CEO and medical staff; set the agenda for board meetings

✔ review recommendations of the governance and nominating committee regarding the selection of new directors; forward (with commentary) to the board for discussion/action

✔ review recommendations of the governance and nominating committee
regarding the reappointment of directors; forward (with commentary) to the board for discussion/action

✔ when necessary, recommend the removal of directors in mid-term; forward (with commentary) to the board for discussion/action

✔ provide advice/counsel to the board chair in appointing standing committee members and chairs

✔ review and approve annual standing committee work plans

✔ review and provide feedback regarding annual reports from standing committees regarding their activities/accomplishments and recommendations for performance improvement

✔ when the need arises, serve as our board’s President/CEO search committee

✔ direct and oversee staff assistance allocated to our board

✔ as requested, serve as a “sounding board” and “brain-storming” group for the board chair and President/CEO regarding issues of their choosing

✔ as needed, coordinate its work with other board committees

✔ perform other tasks requested by our board

✔ annually, forward a report to the board: detailing the committee’s activities/accomplishment; assessing its performance; making recommendations for alteration in functions/processes/procedures

meetings

✔ face-to-face: six times per year (estimated duration, two hours)
✔ via telephone conference call: monthly, approximately ___ days prior to regularly scheduled board meetings (estimated duration, 30 minutes)

✔ agenda books and background materials will be distributed to committee members at least ___ days prior to meetings

composition

✔ non-directors are not permitted to serve on this committee

✔ membership (all with vote) will include:
  - board chair (who will serve as committee chair)
  - board vice-chair
  - President/CEO (who will serve as committee vice-chair)
  - planning committee chair
  - credentialing and quality committee chair
  - finance committee chair

staffing

✔ administrative(secretarial): board coordinator or executive assistant/secretary to the President/CEO

NOTES:

A charter assists in directing and structuring committee work. This illustrative charter is crafted for the executive committee of a free-standing hospital board based on current best practices; modifications would need to be made for: health system (parent) boards; boards of hospitals which are system subsidiaries; and boards of other healthcare organizations (e.g., medical group, health plan).
This is an illustration and not meant to be comprehensive or inclusive. It is provided as a template, and point of departure, for formulating your board’s executive committee charter.

The charter is grounded on a model of healthcare organization governance forwarded in Board Work by Dennis Pointer and James Orlikoff (Jossey-Bass, 1999).

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