

## **The Nyack Hospital Executive Committee Charter**

The Charter of the Committee, which is approved by the Board of Trustees, constitutes a statement of the Committee's authority, structure, and responsibilities. It provides guidelines for the Committee's interactions with the Board, its Committees, the President & CEO, and senior management.

### **Purpose**

The Executive Committee (the "Committee") shall consider and develop the Hospital's corporate policies and strategic plans, as well as other Hospital action required from time to time by legal and regulatory requirements. The Committee also shall have the power to transact all regular business of the Hospital during the interim period between meetings of the Board of Trustees, provided that any action taken shall not conflict with the policies and expressed wishes of the Board.

### **Committee Membership**

The Committee will consist not less than eight (8) members, at least one of whom shall be a Medical Staff physician:

1. The Chair of the Board of Trustees who shall be the Chair;
2. The Vice Chairs of the Board of Trustees;
3. The Secretary of the Board of Trustees;
4. The Chair of the Finance and Investment Committee;
5. The Chairs of the Nominating and Governance, Performance Improvement (provided the Chair is a Trustee) and Audit and Corporate Compliance and Human Resources and Patient Satisfaction Committees; and
6. The President & CEO of the Hospital.

If the Vice Chairs or Secretary are also appointed as Chair of the Nominating and Governance, Finance and Investment, Human Resources and Patient Satisfaction or Audit and Corporate Compliance Committee, or if the Vice Chairs, Secretary or President & CEO are also appointed as Chair of the Performance Improvement Committee, other Trustees will be appointed to the Executive Committee by the Board of Trustees to maintain a total membership of not less than eight (8) members.

## **Meetings**

The Committee shall meet not less than six (6) times a year as called by the Chair, and shall keep a full record of its proceedings with copies thereof distributed to all members of the Board of Trustees, and the President and President-Elect of the Medical Staff. A majority of the members of the Committee shall constitute a quorum.

## **Loyalty, Confidentiality and Conflict of Interest**

Members owe a duty of loyalty to the Hospital. This duty of loyalty mandates that the best interests of the Hospital take precedence over any interests possessed by a member. The proceedings and deliberations of the committee are confidential. Each member shall maintain the confidentiality of the information received in connection with his or her service as a member. Members are to adhere to the Hospital's conflict of interest policy.

## **Key Responsibilities**

1. To the extent permitted by applicable law, the Certificate of Incorporation and the Bylaws, the Committee is empowered to act for the full Board, however, the Committee shall not have power or authority in reference to the following matters:
  - The appointment or removal of members of the Executive Committee or any other Standing Committee;
  - The appointment or removal of the Officers of the Corporation;
  - The authorization of indemnification for expenses incurred by Trustees, Officers or other persons in defending a civil or criminal action or proceeding under the applicable provisions of the NPCL;
  - The filing of a Petition for non-judicial dissolution of the Corporation, a plan of merger or consolidation, or a resolution recommending the sale or other disposition of all or substantially all of the corporate assets;
  - The amendment or repeal of any resolution of the Board of Trustees which by its terms shall not be so amendable or repealable; and
  - Amendment or repeal of the Certificate of Incorporation of the Hospital or of the Bylaws or adoption of new Bylaws.
2. Act for the Board only when the Board is not in session.
3. Call a special meeting of the Board.
4. Be responsible for recommending to the Board of Trustees the approval of the annual operating and capital budgets.
5. Provide policy and strategic guidance to management and the Board and recommend such actions as may be appropriate for the betterment of the Hospital.

6. Approve for execution such contracts and agreements as shall be set forth in the Table of Authorization.
7. Have the authority to engage, retain, and terminate any outside consultant to assist in addressing technical matters and to approve the terms of any such engagement and the fees of any such consultant. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Hospital and may request any officer or other employee of the Hospital, the Hospital's outside counsel, and any other person to meet with any members of, or consultant to, the Committee.
8. Evaluate the Committee's performance on an annual basis and develop criteria for such evaluation. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Governance Committee and the Board for approval.
9. Carry out such other duties that may be delegated to it by the Board from time to time.

Approved by Chair, Executive Committee:

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Date:

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Approved by Chair, Board of Trustees:

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Date:

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