**CULTURAL COUNCIL OF GREATER JACKSONVILLE**

**CHARTER OF THE EXECUTIVE COMMITTEE**

**STATEMENT OF PURPOSE**

The purpose of the Executive Committee (the “Committee”) is to exercise such limited powers of the Board of Directors (the “Board) of the Cultural Council of Greater Jacksonville (the “Company”) as may be needed from time to time to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such a nature as to require action prior to the next regular meeting of the Board but do not require calling of a special meeting of the Board of Directors.

 **COMPOSITION**

The Executive Committee shall consist of the elected Officers of The Cultural Council, other than the Executive Director, the immediate Past Chairman of the Council, and such other members of the Board as the Board may elect. The Executive Director shall serve as staff to the Committee. The Chairman of the Board shall chair the Committee. All Committee members shall be free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member or advisor or give the appearance of lack of independence.

**OPERATIONS**

Meetings. The Committee shall meet as often as is required by the Company. The Chair of the Committee can convene a meeting of the Committee at any time, at his/her own discretion, or upon the written request of a Committee member.

Any Board Member who is not a member of the Committee may attend Committee meetings as an observer. Other observers may attend meetings under exceptional circumstances and contingent upon Committee Chair approval.

Agenda. The Chair shall develop the Committee’s agenda for each Committee meeting. The agenda and all pertinent information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be delivered to all Committee members sufficiently in advance of each meeting to permit meaningful review. Further, Committee agendas shall be circulated to all Board Members in advance so that if any non-Committee Board Member has specific issues to raise, they can be submitted in writing to the Chair. The Chair may invite that Board Member to attend and participate in the meeting to speak on that specific topic.

Reporting. The Committee formally reports to the Board. The Committee shall keep minutes of its meetings and regularly report on its meetings and other activities to the Board at the direction of the Board.

Voting. A majority of the Committee members, present and voting, shall constitute a quorum. The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board.

Delegation of Authority. The Committee shall have the power to delegate on an exceptional basis its authority and duties to the Committee chair or individual Committee members as it deems appropriate.

Amendment. This Charter may only be amended or varied by resolution of the Board.

**RESPONSIBILITIES AND AUTHORITY**

The Committee has the following responsibilities and authority:

1. The Committee shall act for the Board between regular meetings and in situations where an assembly of a quorum of the Board would be impracticable or impossible. The powers of the Executive Committee are broad, excepted as specifically limited according to the Bylaws and its Committee Charter.
2. The Committee also serves as an advisor to the Executive Director, providing consultation, support and guidance on an informal basis as requested from time to time.
3. Any action taken by the Committee involving exercise of the powers of the Board shall be reported promptly to the Board, and ratified by the Board at the next meeting of the Board following such action.
4. The Committee may, at the direction of the Chairman of the Board, present to the Board of Directors an annual evaluation of the performance of the Executive Director.
5. The Chair of the Board shall present Executive Director compensation changes to the Committee to for approval.
6. The Chair of the Board shall present the final candidate for the position of the Executive Committee for their approval.
7. The Chair of the Board shall seek Committee approval for any recommended termination of the Executive Director.
8. Assess the adequacy of this charter at least biennially and recommend changes to

the full Board, and carry out an annual evaluation of the Committee’s performance.

1. Discharge any other duties or responsibilities delegated to the Committee by the Board.

The Executive Committee **shall not** have the power to:

1. Amend the Bylaws;
2. Appoint or remove Directors;
3. Approve a dissolution or merger or the sale of substantially all of the Corporation’s assets;
4. Adopt the budget;
5. Approve financial transactions, contracts or expenditures in excess of $50,000; or
6. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.

**Approved by the Board of Directors, \_\_\_, 2017.**