

THEODORE ROOSEVELT PRESIDENTIAL LIBRARY FOUNDATION

EXECUTIVE COMMITTEE CHARTER

Purpose of the Committee

The Executive Committee (the “Committee”) acts on behalf of the Board of Trustees (the “Board”) when a full Board meeting is not possible or necessary to efficiently move the business forward. It is also responsible for overseeing the performance of the CEO.

Roles & Responsibilities

The Committee:

- Acts on behalf of the Board between Board meetings when necessary or expedient
- Ensures that the strategic direction of TRPLF is established and integrated into the operational and financial plans and priorities; provides leadership and support to the senior staff in achieving strategic goals
- Reviews operations between Board meetings and advises the Board on management and policy issues to ensure effective execution and success
- Acts in an advisory or consulting capacity on operations and policy issues for the CEO
- Ensures alignment among the various committees of TRPLF
- Provides input to the Chair prior to the Chair’s conduct of the annual review of the CEO’s performance
- Recommends to the Board for approval the annual adjustments to the CEO’s compensation (provided such adjustments are within the Board-approved annual budget) and payment of a performance-based bonus to the CEO (again, provided such bonus is within the Board-approved annual budget)
- Reviews and approves any management incentive compensation policies and programs
- Reviews TRPLF’s succession plan

Membership

The Committee consists of the Chair, Vice Chair, Immediate Past Chair (if any), Secretary, Treasurer, and any other Trustees as determined by the Board.

Meetings and Procedures

The Committee normally meets once each calendar quarter, and upon the call of the Chair.

The presence of a majority of Committee members with voting rights constitutes a quorum. A majority vote of those Committee members present at a meeting and entitled to vote shall be sufficient to transact any business, and each such Committee member is entitled to one vote.

Proxy voting is not permitted. TPRLF's Bylaws and associated policies, including its Conflict of Interest Policy, apply to the Committee.

Primary Staff Contact

The Committee's primary staff contact shall be the Chief Executive Officer (other staff may provide support as needed).

This Charter was approved by the Board of Trustees on August 10, 2021.

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