



BOARD OF TRUSTEES

EXECUTIVE COMMITTEE CHARTER

Adopted:	September 2, 2026
Last reviewed:	September 2, 2026

1. Purpose and Role

The Executive Committee supports the Board in fulfilling its responsibilities, coordinates Board leadership and committee work, oversees the University's planning process and progress, monitors the President's performance, and acts on behalf of the full Board only in emergencies requiring Board action between Board meetings, as provided in Article VI, Section 1(a) of the Bylaws.

The Executive Committee is not a substitute for the full Board or the Board's standing committees. Routine matters should proceed through the committee assigned by the Bylaws or Board policy and, when Board action is required, be presented to the full Board.

2. Authority and Limitations

- Between Board meetings, the Committee may act for the Board only in an emergency requiring Board action when timely action by the full Board is not practicable.
- Every action taken for the Board must be reported at the Board's next meeting, at which the Board shall ratify or revoke the action, as required by the Bylaws.
- The Committee may review, discuss, and recommend non-emergency matters within its scope; coordinate committee work; and request relevant information and documentation through the President, Secretary to the Board, Board Liaison, or appropriate University officers as reasonably necessary to support the Board's oversight responsibilities and applicable accreditation reporting.
- When practicable, the Committee shall refer matters to the standing committee with subject-matter responsibility before full Board consideration.
- Unless the full Board expressly delegates authority in a manner permitted by law and the Bylaws, the Committee may not amend the Bylaws or other governing documents; elect or remove trustees or Board officers; appoint or remove the President; approve the annual budget; set tuition or fees; authorize borrowing; authorize significant contracts; authorize the lease, sale, mortgage, or disposition of real property; or take other action reserved to the full Board.
- The Committee shall not direct day-to-day University operations or assume duties assigned to the President or University administration.

3. Membership and Leadership

- As required by Article VI, Section 1(a) of the Bylaws, the Committee consists of the Board Chair, Board Vice Chair, Secretary to the Board, and chairs of all standing committees.
- The Board Chair presides. The Vice Chair presides when the Chair is unavailable.
- Membership arising from Board office or standing-committee leadership continues for the duration of service in that capacity.

4. Meetings and Procedures

- The Committee shall meet as needed to perform its coordination and oversight responsibilities and whenever an emergency may require action between Board meetings, and more frequently when necessary to discharge its responsibilities.



- The Committee Chair shall designate meeting dates and places. Meetings may be conducted by telephone, video conference, or other means that allow all members to participate, speak, and be heard, as permitted by the Bylaws.
- A quorum consists of a majority of the Committee membership. Action requires a majority vote of the members present after a quorum is established. The Committee may act without a meeting through the unanimous written consent of its entire membership, as permitted by the Bylaws.
- Notice shall be provided to Committee members and the public in the manner and within the time required by the Bylaws and applicable law. At the time of this Charter, the Bylaws require at least five calendar days' advance notice for committee meetings.
- General parliamentary rules, including Robert's Rules of Order as modified by Board rules, shall govern Committee proceedings.
- Agendas and materials should be distributed sufficiently in advance to support informed deliberation. Items should be identified, as applicable, as For Information, For Discussion, or For Action. Materials supporting a requested action should identify the issue, the proposed recommendation and its source, significant risks, financial implications, and the specific action requested.
- Minutes shall document attendance, evidence and reports reviewed, significant deliberation, decisions or recommendations, recusals, follow-up actions, and responsible parties. The Secretary to the Board is custodian of committee minutes under the Bylaws.
- The Committee may invite University officers, employees, counsel, auditors, advisers, or other persons to attend all or part of a meeting when their participation will assist the Committee. Attendance does not confer voting rights.
- When an emergency action is proposed, the minutes and supporting materials shall document the nature of the emergency, why full Board action was not practicable, the authority relied upon, the action taken, the vote, and the plan for Board ratification or revocation.

5. Responsibilities and Duties

In carrying out the duties below, the Committee shall provide oversight supporting the University's compliance with applicable accreditation requirements, including MSCHE Standard VI - Planning, Resources, and Institutional Improvement, and Standard VII - Governance, Leadership, and Administration, as they relate to institutional planning, financial sustainability, leadership accountability, coordinated Board oversight, governance effectiveness, and documented responses to significant risks.

5.1 Board Leadership, Coordination, and Agenda Planning

- Assist the Board Chair and President in developing strategic, trustee-led Board agendas consistent with their respective responsibilities under the Bylaws.
- Coordinate the work of standing committees, identify cross-committee matters, reduce duplication, and ensure that significant issues are routed to the appropriate committee and full Board.
- Monitor progress on Board priorities and follow-up actions and help ensure that Board materials are timely, complete, and decision-ready.
- Promote recurring financial reporting, substantive Board deliberation, and appropriate use of the full Board rather than overreliance on the Executive Committee.

5.2 Strategic Oversight and Institutional Direction

- Oversee the University's planning process and progress as assigned by the Bylaws, in coordination with the Planning Committee and other committees having relevant responsibilities.
- Review major strategic initiatives, emerging issues, opportunities, and risks and recommend matters requiring Board consideration.
- Monitor alignment among the University's mission, strategic plan, financial sustainability, academic priorities, accreditation obligations, and Board work.



5.3 Presidential Performance and Succession

- Monitor the President's performance as assigned by the Bylaws and support a documented annual evaluation process established by the Board.
- Coordinate with the Governance Committee on standards, schedules, and periodic review of the presidential evaluation process.
- Support Board planning for presidential succession, continuity of leadership, and emergency delegation, subject to full Board authority.
- Review and recommend to the full Board matters concerning the President's compensation and contract.
- Serve as a sounding board for the President on significant, sensitive, or confidential institutional matters while preserving the distinction between Board oversight and the President's responsibility for University administration.

5.4 Emergency and Crisis Oversight

- Determine whether a matter constitutes an emergency requiring Board action before the full Board can practicably meet.
- Obtain accurate and timely information concerning the emergency, material alternatives, legal authority, significant risks, financial implications, and proposed action.
- Coordinate with the Audit, Finance and Budget, Academic, Research and Student Affairs, Governance, or other committees when their expertise can be obtained without impairing the required response.
- Ensure that trustees receive timely information concerning significant institutional risks and that emergency actions are promptly presented to the Board for ratification or revocation.

5.5 Governance Integrity and Board Operations

- Promote adherence to fiduciary duties, ethical standards, applicable law, the Bylaws, Board policies, and appropriate Board-management boundaries.
- Address governance matters spanning multiple committees and refer governing-document and Board-development matters to the Governance Committee.
- Support legally compliant open- and executive-session practices in consultation with legal counsel.
- Ensure that Committee action is transparent to the full Board through timely reporting, complete minutes, and the ratification or revocation process required by the Bylaws.

6. Relationship to Other Committees and University Leadership

- The Committee coordinates but does not displace the work of standing committees. Standing committee chairs serve on the Executive Committee to support information flow and coordinated Board action.
- The Governance Committee leads governing-document review, Board and committee assessment, trustee development, and succession processes; the Executive Committee participates where those matters involve Board leadership or presidential oversight.
- The Audit and Finance and Budget Committees retain their respective independent oversight and financial responsibilities. The Executive Committee should refer audit and finance matters to them except when emergency circumstances require action under the Bylaws.
- The Board Liaison provides administrative support. The President and University officers provide information and recommendations but retain responsibility for institutional administration and implementation of Board policy.
- Support clear and timely communication among the full Board, its committees, the President, and senior University leadership concerning matters within the Committee's responsibilities.

7. Reporting to the Board

- The Committee Chair, or the Chair's designee, shall report on Committee activities at regular and special meetings of the Board, as required by the Bylaws.



- Reports shall identify matters reviewed, recommendations requiring Board action, significant risks or unresolved issues, and follow-up expected of the Committee or University administration.
- Approved minutes, recommendations, reports, and evidence of completed follow-up shall be maintained in the Board's governance records repository.

8. Annual Work Plan

- The Committee shall maintain an annual work plan addressing Board agenda coordination, committee reporting, strategic priorities, planning oversight, presidential assessment, leadership continuity, significant institutional risks, Board-material standards, and review of any emergency actions taken between Board meetings.
- The Committee shall adopt its annual work plan at its first meeting following the annual meeting of the Board and update it as necessary throughout the Board year.

9. Evaluation and Charter Review

- The Committee shall assess its performance annually against this Charter and its annual work plan and shall identify needed improvements in information, expertise, meeting practices, or follow-up.
- The Committee shall review this Charter at least annually, preferably before the final regular Board meeting of each Board year, and submit proposed revisions to the Governance Committee for review before recommendation to the full Board.
- This Charter and any amendment become effective only upon approval by the Board of Trustees. If a provision conflicts with applicable law or the Bylaws, applicable law and the Bylaws control.

10. Governing References

- UVI Bylaws, Article II, Section 4; Article IV, Sections 1-4; Article V, Section 2; and Article VI, Sections 1(a) and 3-9.
- Board-approved policies concerning presidential assessment, succession, emergency delegation, meetings, and executive sessions, as applicable.
- Board-approved governance implementation plans and delegations of authority, as applicable.
- Middle States Commission on Higher Education, Standards for Accreditation and Requirements of Affiliation, Fourteenth Edition (2023), including Standard VI - Planning, Resources, and Institutional Improvement, and Standard VII - Governance, Leadership, and Administration.