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## DIA EXECUTIVE COMMITTEE CHARTER

### PURPOSE

The Executive Committee (EC) exists to manage the operations of the Board of Directors (“Board”). The EC shall facilitate the Board’s activities in many ways (See Duties and Responsibilities) and also serve as a sounding board for the Global Chief Executive. The EC shall make immediate or timely decisions where a delay would not be in the best interest of the association.

### DUTIES AND RESPONSIBILITIES

1. Establishes agendas for Board Meetings (face-to-face or teleconferences);
2. Assists, advises and acts as a sounding board for the Global Chief Executive;
3. Sets goals for the coming year with the Global Chief Executive, evaluates his/her performance at least yearly and gives feedback, all with input from the Board;
4. Determines the process for hiring and terminating the Global Chief Executive in consultation with the Board of Directors;
5. Sets, reviews, and approves the compensation of the Global Chief Executive and other executives with substantial influence to ensure compliance with IRS rules regarding DIA’s tax-exempt status;
6. President proposes standing committee members and chairpersons for review by the Executive Committee followed by Board approval, in accordance with the Bylaws;
7. Communicates actions and decisions in a timely manner (if possible, within 48 hours);
8. Works on special projects as assigned by the Board; and,
9. Performs other duties assigned through DIA’s Bylaws, including:
  - a. Overseeing any positions created by the Board, such as Secretary;
  - b. Recommending to the Board, the names of persons to fill a vacancy of a director or officer that may occur for any reason; and,
  - c. Appointing *ad hoc* or special committees for approval by Board.

### AUTHORITY

The Executive Committee is empowered to make decisions that can be made by the Board for matters that arise between regularly scheduled Board meetings and that require immediate or timely decisions where a delay would not be in the best interest of the Association. Excluding confidential personnel matters, decisions made by the Executive Committee will be reported to the Board in a timely manner. In the event of a true emergency, as determined by the Executive Committee, the matter will be brought to the attention of the Board for resolution via a face-to-face meeting, teleconference, or videoconference. If special expertise is needed, any contracts are required to have Board approval.

**Governance Limitations:** Any limitations placed upon the actions of the Executive Committee by the Board will be specified in policies, procedures and “best practices” which accompany the Bylaws.

### MEMBERSHIP

The Executive Committee shall be composed of the President, President-Elect, Immediate Past President, and the Treasurer; the Global Chief Executive serves as a non-voting member. The President is the Committee Chairperson.

## **MEETINGS**

The Executive Committee shall meet as many times as necessary to accomplish its objectives and will conduct face-to-face meetings as appropriate to fulfill obligations which may not be accomplished in other teleconferences, etc. The President (or President Elect) will assign and ensure that there will be an accurate recording of minutes of each meeting (as per Maryland law) and distributed to the Board. A majority of member attendance, whether face-to-face or by teleconference for these meetings, will constitute a quorum.

Approved by DIA Board of Directors, December 8, 2005  
Revised and approved, December 11, 2008  
Revised per new bylaws, April 2010  
Revised by Executive Committee, April 2011  
Revised by Executive Committee, April 2013

*This Charter was reviewed by the Governance & Leadership Committee and approved by the DIA Board of Directors on June 22, 2013.*