

WASHINGTON VACCINE ASSOCIATION EXECUTIVE COMMITTEE COMMITTEE CHARTER

Purpose

The Executive Committee of the Board of Directors of the Washington Vaccine Association shall have all of the authority of the board of directors of the Association, subject to the limitations set forth in Section 5.10 of the bylaws and applicable law. Those limitations limit delegation of authority in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the association; amending the Articles of; adopting a plan of merger or consolidation with another association; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the association other than in the ordinary course of business; authorizing the voluntary dissolution of the association or adopting a plan for the distribution of the assets of the association; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

The purposes and responsibilities of the Executive Committee are:

- (a) to take action with the full authority of the board of directors as necessary from time to time to expedite the work of the board of directors, for example, by taking action between meetings of the board of directors;
- (b) to monitor the performance of the Executive Director, conduct the Executive Director's annual performance review, and make recommendations to the Board regarding the Executive Director's performance goals for the subsequent year;
- (c) to obtain and evaluate relevant compensation information and make recommendations to the board of directors regarding the Executive Director's compensation (including benefits, if any);
- (d) to serve as a sounding board and source of advice to the Executive Director;
- (e) to report its activities to the board of directors on a regular basis and keep minutes of its meetings;
- (f) to review this charter periodically and recommend any proposed changes to the board of directors for review. The board of directors may amend this charter at any time.

Meetings

The Executive Committee may, but shall not be required, to establish a regularly scheduled time and place for meetings. Notice of meetings shall be as required and set forth in the association bylaws for director meetings. Committee members are required to attend meetings in person or by conference telephone. The Executive Committee may take action by unanimous written consent.

Membership

The Members of the Executive Committee shall include the officers of the association, and such other members as shall be appointed by the board of directors. The board chair and the board vice chair shall be the chair and vice chair of the committee respectively.

Quorum; Voting

A quorum for a meeting of the committee shall consist of three members. The vote of a majority of the members of the committee at a meeting at which a quorum is present shall be sufficient to approve a proposed action.

Independent Advice; Engagement of Consultants

In discharging its responsibilities, the Executive Committee shall have access to any relevant books, records, facilities, and personnel of the Corporation. The Executive Committee, upon approval of the Board and at the Corporation's expense, may obtain advice and assistance from outside consultants to advise the Executive Committee. The Executive Committee may also request that any officer or other employee of the Corporation, the Corporation's outside counsel or any other person meet with any members of, or consultants to, the Executive Committee, or provide other assistance to the Executive Committee in the discharge of its duties.

Reviewed by Committee

Date: March 24, 2022

Chair: C. Murphy

Approved by the Board

Date: April 14, 2022

Chair: C. Murphy