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| Policy Number | BD-6       |
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| Status        | Current    |

### **Executive Committee Charge**

#### **Purpose**

The charge to the *executive committee* is derived from the articles of incorporation and bylaws. The articles state that the bylaws may provide for an executive committee to exercise the powers of the council board of directors in the interim between its meetings. The board shall retain three powers:

1. To approve the budget
2. To adopt and amend policies
3. To determine reports and proposals to the membership or delegate body

#### **Composition**

1. The executive committee shall be appointed in accordance with the bylaws.
2. The executive committee shall be composed of the officers and the board development chair.
3. The board chair shall preside over meetings.

#### **Duties**

Additionally, through Article X of the bylaws, all powers of the Girl Scouts Heart of New Jersey board are deemed to be delegated in case of an emergency, and the executive committee is required to report its actions to the Girl Scouts Heart of New Jersey board of directors for ratification at the board's next regularly scheduled meeting.

Within the delegation of powers as described above, the Girl Scouts Heart of New Jersey board specifically charges the executive committee with the responsibility to:

- Provide overall strategic guidance to the Girl Scouts Heart of New Jersey board of directors to ensure that the work of the board is accomplished.
- Energize and maintain the momentum and focus of the board.
- Advise the board chair/president.
- Act on behalf of the board between meetings.
- Work closely with the chair of the board development committee to establish a process for the Girl Scouts Heart of New Jersey board of directors to evaluate its performance and ensure that board development opportunities exist.
- Work with the board chair/president to ensure that board members are actively engaged in board work—attending meetings, assigned to committees, etc.
- Promote the stability, continuity, appraisal, and progress of Girl Scouting on behalf of the Girl Scouts Heart of New Jersey board between board meetings
- Ensure effective communication among and between the board and senior staff.

The executive committee charge may be amended or rescinded at the discretion of the Girl Scouts Heart of New Jersey board.

**Limitations**

Notwithstanding anything contained herein to the contrary, the duties and responsibilities of the Finance Committee and each of its members is one of oversight and neither the Finance Committee nor any of its members shall have any duty or responsibility to:

- plan, conduct or provide resources for audits;
- determine that financial statements have been properly prepared or financial disclosures are full and complete;
- guarantee or provide other assurance that there are no financial risks or uncertainties or that such risks or uncertainties have been reduced or eliminated; or
- act as an expert or provide guarantees, representations, warranties, professional or other certifications or assurance with respect to, or verify, any matter within the scope of this Charge.