

## **MARY FREE BED REHABILITATION HOSPITAL EXECUTIVE COMMITTEE COMMISSION**

### **OBJECTIVES OF THE COMMITTEE**

The Executive Committee is commissioned by and responsible to Mary Free Bed's Board of Trustees to oversee the governance of the Board of Trustees. The Executive Committee has full power and authority to supervise and act upon all business requiring immediate action during intervals between regular meetings of the Board of Trustees provided that such authority does not circumvent the responsibility and authority vested in the Board of Trustees by the Bylaws. The Executive Committee shall serve as a standing resource to the Board of Trustees and President/CEO.

### **COMPOSITION**

The voting members of the Executive Committee shall be the Chairperson, Vice Chairperson, Secretary, Treasurer, Assistant Treasurer, President of the Mary Free Bed Guild, First Vice President of the Mary Free Bed Guild and one member of this Corporation's Board of Trustees. At least one-half of the members of this Committee shall be members of the Mary Free Bed Guild.

### **MEETINGS**

In compliance with the Bylaws, agendas, meeting notices, meeting minutes, and roster will be maintained in the President/CEO's office. Meetings of the Executive Committee shall be called by the Chairperson, or by the Vice Chairperson in the absence of the Chairperson, whenever it is deemed necessary between meetings of the Board. When action is taken by the Executive Committee, it shall be reported in detail to the Board of Trustees at its next meeting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business and the vote of a majority of those present at a meeting at which there is a quorum shall be the act of the Committee.

The Executive Committee shall meet as often as necessary, but at least two (2) times per year.

### **RESPONSIBILITIES**

1. Provide oversight and review all committee and task force initiatives and activities.
2. Respond to the call of the Board Chair or President/CEO for emergency meetings to deal with special issues between regular board meetings.
3. Responsible for the hiring and firing of the hospital CEO.
4. Oversees the process for the evaluation of the CEO.
5. Will seek and encourage nominations from all populations represented in our community including but not limited to persons of race, color, sex (including sexual orientation, or gender identity), national origin, and disability. All applicants for positions are protected from discrimination based on race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, age (40 or older), disability and genetic information (including family medical history).
6. Participates in the strategic planning process as lead by the CEO of the hospital and his executive team.
7. Provide oversight for the Corporate Ethics and Compliance program ensuring the Corporation obeys all laws and exhibits the highest standards of ethical behavior.

8. Reviews the effectiveness of the Compliance Officer and ensures the Compliance Officer has a direct reporting relationship to the board, free of conflict of interest.
9. Reviews and recommends actions for compliance and ethics issues including delegation of handling of those issues to respective Board committees of applicable domains.
10. Report of all actions taken by the Executive Committee at the next meeting of the Board of Trustees.