

**Virginia Medical Group Management  
Association Executive Committee Charter  
(June 2020)**

**Purpose, Authority, and Duties**

The Executive Committee (“Executive Committee” or “Committee”) of the Virginia Medical Group Management Association (“VMGMA”) Board of Directors (the “Board”) serves to assist the Board in the governance of VMGMA. The Executive Committee is authorized to act with the authority of the Board in the event of an Emergency or in the interim periods between meetings of the Board.

An “Emergency,” for purposes of this Charter, shall be declared by the Executive Committee if the Executive Committee determines that (a) immediate or urgent action is necessary to protect VMGMA or any of its affiliates, and (b) a quorum of the Board cannot be convened within a practicable period of time to take the necessary action. Unless otherwise specifically granted by the Board, the Executive Committee shall not have the authority to (i) approve an amendment to the VMGMA Articles of Incorporation or Bylaws, (ii) borrow funds, (iii) sell all or substantially all of VMGMA’s assets, (iv) enter into any merger or joint venture agreement; (v) pledge any assets of VMGMA; or (vi) terminate the President [or the Executive Director] of VMGMA.

**Mission**

The primary mission of the Committee is to complete day to day operations of the association and to ensure transparency and communication to all members of the Board, Executive Director and the committees.

**Report and Accountability**

The Committee shall provide reports and make recommendations to the Board. It shall provide a report of its activities and recommendations at each Board meeting. The Committee may work with other committees of the Board from time to time.

**Governance**

The Committee is overseen and has delegated authority as an authorized committee by the Virginia Medical Group Management Association Board of Directors.

The Committee shall be comprised of the following Officers of VMGMA: President, Vice President, Secretary, Treasurer and the Executive Director (non-voting). The President shall act as the Chair of the Executive Committee. In the event the President is unable to perform his or her duties, the Vice President will be the chair. The Board may remove a member of the Executive Committee for cause, as reasonably determined by the Board.

## **Operating Responsibilities**

The Executive Committee shall be responsible for, including but not limited to, the following:

- Ensure mission and purpose of the association are being executed by all Board members and the Executive Director.
- If necessary, oversee committee to recruit Executive Director for Association.
- Support and evaluate the Executive Director.
- Ensure the Board as a whole is actively participating in the overall planning process and oversee and assist in implementing and monitoring the Association's goals.
- The Committee is tasked to monitor and strengthen programs and services within the Association. To determine which programs are consistent with the organization's mission and monitor their effectiveness.
- The Committee is to ensure adequate financial resources are available and that the Association has adequate resources to fulfill its mission.
- Emergency decision-making.
- Decision-making authority between full board meetings.
- Oversee and annual review bylaws, policies, Board education, Board self-assessment, new member orientation materials, and the Board's succession plan.

## **Goals**

For emergency situations, the Executive Committee shall:

- Meet upon demand and make decisions on behalf of the Board where rapid action is necessary;
- Act on behalf of the VMGMA Board during emergency situations; and
- Notify the full VMGMA Board of the emergency and selected course of action as soon as practicable.

Upon request of the VMGMA Board, the Executive Committee may be asked to act on the Board's behalf between Board meetings to:

- Carry out specific directions of the Board on routine issues such as signing or renewing a contract or endorsing standard, repetitive actions or documents on a

regular basis; ensure these items are included on the VMGMA's consent agenda at its next meeting; and

- Take action on policies when they affect the work of the Committee or when the full Board directs the Committee to do so.

The Executive Committee shall support and interact with the President of VMGMA ("President") as follows:

- Coordinate the search for a new Executive Director for VMGMA when needed, and make a hiring recommendation to the Board;
- Provide a communication channel between the Board and President to offer counsel, feedback and support;
- Serve as a sounding board for the President, as needed;
- Develop and oversee a process for evaluating the performance of the President; and

Review the Executive Director's compensation and benefits.

### **Quorum**

A majority of the then current voting Members of the Committee, either in person or by electronic vote as deemed appropriate by the Board and legal counsel, shall constitute a quorum for the transition of business at a meeting of the Executive Committee.

### **Meetings**

The Committee shall meet as needed, in the event of Emergency or when otherwise deemed desirable in the opinion of the Chair of the Board.

### **Voting**

Each voting member of the Committee shall have (1) vote to adjudicate authoritative actions of the Committee or to make formal recommendations for review and ratification by the VMGMA Board of Directors. If the Executive Committee has a tie vote, the appointed director from the Board will be asked to hear the issue and cast his/her deciding vote.

### **Minutes**

The Committee shall keep minutes of its meetings and a full account of its transactions. The Executive Director shall be responsible for the recording of all minutes of every meeting of the committee. However, in the event the Executive Director is not available, the Chair of the Committee may appoint an individual to take minutes of the meeting. In the absence of the

Executive Director, the individual taking minutes shall ensure that the minutes are legible and will forward the minutes to the Executive Director for preparation and posting.

**Procedure**

The Executive Committee shall follow all procedures followed by the Board in conducting its affairs, including but not limited to preparing written agendas and maintaining written minutes, and shall otherwise conduct itself as required by §13.1-869 of the Code of Virginia.