

Launch Federal Credit Union Executive Committee Charter and Membership Standards

Committee Purpose and Scope

The Executive Committee (the “Committee”) was formed to execute specific functions as approved by the board and in support of the strategic plan. The Committee is authorized to act for the board subject to such conditions and limitations, prescribed by the board in writing.

Key Responsibilities

- CEO Succession Planning: Interim (contingency) and long-term strategic succession planning. Has authority to act upon the board-approved interim contingency plan.
- Ensure the CEO job description accurately reflects the decision-making matrix approved by the board.
- Facilitate CEO annual performance and compensation review.
- Ensure the monthly CEO report reflects critical information on strategic initiatives, opportunities, and challenges.
- Approve board agenda structure as reconstructed by management.

Resources and General Considerations

In carrying out the Committee’s responsibilities, each member shall be entitled to rely on the integrity and expertise of those persons providing information to the Committee and on the accuracy and completeness of such information, absent actual knowledge of inaccuracy.

The Committee will have the resources and authority appropriate to discharge its responsibilities.

Composition, Meetings and Procedures

The Committee is comprised of the Chair of the Board, Vice-Chair of the Board, Secretary of the Board, and Treasurer of the Board. Management staff (e.g., CEO, COO, etc.), may be asked to participate in meetings as guests.

The Committee may request any employee of the credit union, or any special counsel or advisor, to attend a meeting of the Committee or to meet with any members of, or serve as a consultant to, the Committee.

The Committee may form sub-committees or working groups for any purpose that it deems appropriate and may delegate to such sub-committees or to members of the credit union’s management such power and authority as it deems appropriate.

The Committee shall meet as frequently as necessary to fulfill its duties and responsibilities, but no less than quarterly. Meeting agendas will be prepared in consultation with the Committee Chair and provided in advance to members, along with appropriate briefing materials.

The Committee shall report its activities to the board of directors on a regular basis.

Key Measurements of Success:

1. Review and update of Interim CEO Succession Plan annually
2. Annually review and update CEO Job description to ensure an accurate reflection of the visionary, strategic, execution and operational duties of the position.
3. Facilitate a relevant CEO performance review by February 28 of each year.
4. Propose new CEO compensation program by February 28 of each year.
5. Update market-relevant compensation rewards data by December 31 of each year.
6. Research and recommend CEO performance metrics by March 31 of each year.

Membership Standards and Specific Duties:

1. Apply critical and strategic thinking and acting competencies.
2. Be aware of blind spots and entrenched practices that detract from a growth mindset.
3. Regularly attend and actively participate in meetings.
4. Participate in the annual review of the Committee's performance and take steps to improve performance.
5. Stay abreast with respect to current issues impacting CEO succession planning, performance metrics, and compensation.
6. Ask questions and seek explanations to problems.
7. Exercise independent judgment.

Voting and Quorum

Quorum. A majority of Committee members shall constitute a quorum.

Voting. Voting on Committee matters shall be on a one member-one vote basis. When a quorum is present, the vote of a majority of the members present shall constitute the action or decision of the Committee. The Committee may conduct its prescribed tasks and take all appropriate action by written consent (including via electronic mail) of the members that would constitute a quorum based on the current composition of the Committee.