



Board of Directors Executive Committee Charter

1. Purpose

The purpose of this charter is to describe the governing policies, membership and scope of work for the CDISC Board Executive Committee.

As CDISC is a non-profit charitable organization, it must adhere to stringent rules regarding adherence to Bylaws and Policies, including neutrality and transparency, and balanced processes as a global Standards Development Organization (SDO). CDISC must also be diligent regarding the spending of funds received from membership, education, grants and other contributions and the reporting to stakeholders.

The Board Executive Committee was established to ensure that business relevant to the CDISC Board of Directors continues between Board in-person meetings and teleconferences, acting in an operational capacity.

2. Governing Policies

CDISC is organized and shall at all times be operated exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and within the meaning of the Massachusetts General Laws Chapter 180, Section 4, as amended.

This Committee operates in accordance with CDISC Bylaws, Policies, Charters (including this Charter) and will adhere to CDISC Operating and Internal Procedures where relevant.

All actions of this Executive Committee shall be reported to the Board of Directors at the next regular meeting of the Board or by minutes from interim Executive Committee meetings, and at such other times as the Board requests or the Executive Committee deems necessary. For clarity, the Executive Committee shall not have any authority to adopt or approve any matters that otherwise require the approval of the Board of Directors, including without limitation the matters set forth in the Bylaws of the Organization. This Committee will largely provide recommendations to the full Board of Directors.

Succession Planning Committee Charter

3. Responsibilities

The CDISC Executive Committee is subject to the Bylaws and direction of the Board, and has the following authority:

- a. Conduct routine Board business between Board meetings, provided that the Executive Committee shall not transact any business that would require a vote of the Board
- b. Advise the CEO on important matters
- c. Generate the agenda for regular and special Board meetings
- d. Review the Strategic Plan and matters related to strategy, and provide preliminary input and approval before these items go before the full Board.
- e. Receive periodic reports on progress towards the Strategic Plan. Provide general direction on plan implementation.
- f. Coordinate input from the Board on CEO performance and conduct the annual CEO performance review.

The Executive Committee shall not:

- a. Elect or remove Board officers
- b. Elect or remove Board members
- c. Hire or terminate CEO (or other staff)
- d. Amend CDISC bylaws or policies
- e. Change the Board-approved budget

4. Membership

The Executive Committee shall be comprised of the Board Chair, Board Chair-Elect, Immediate Past Board Chair, and CEO. In the event one or more of these positions is vacant, the Board may select the Chair or Chairs of any Standing Board Committee or other Board members to serve as members of the Executive Committee. Selection in the event of vacancy shall occur by majority vote at a regular Board of Directors meeting.

The Executive Committee may invite other Board members and/or staff to attend Executive Committee meetings from time to time in order to facilitate conversation on a specific topic due to that participant's expertise. Attendance at an Executive Committee meeting does not confer membership in the Executive Committee.

5. Meetings and Decision-Making Process

The Executive Committee will meet via teleconference approximately once a month, or when necessary at the call of any member of the Executive Committee. Meeting dates and times should be specified well in advance; however, they can be called at any time with at least 3 Executive Committee attendees (including at least the CEO) especially in the case of an emergency.

A majority of the Committee members, present and voting, shall constitute a quorum.

Succession Planning Committee Charter

Decisions should be taken by consensus as much as possible. In the event a consensus cannot be reached, a proposal would have to be approved by a majority of the Committee members to be deemed approved; the fact that no consensus could be reached, and the results of the vote would have to be disclosed to the Board together with the presented proposal. All decisions made and topics discussed will be presented to the Board of Directors in writing or at the next Board meeting.

6. Authorization

This document has been approved and is in effect on this date:

Name	CDISC Board of Directors
Date	09/12/2017