



Southern Nevada Community Health Center  
Executive Committee Charter

(As approved by the ~~Board of Directors~~Governing Board on ~~082/~~\_\_\_/20205)

***Committee Purpose:***

The Executive Committee (the “Committee”) supports the Board in the performance of its duties and responsibilities to provide a degree of flexibility and ability to respond to time-sensitive matters. It serves at the pleasure of the Board, acts in the intervals between Board meetings, and is at all times subject to Board control and direction.

***Scope of Duties and Responsibilities:***

The Executive Committee shall have and may exercise the powers and authority of the Board in the management of the Community Health Center’s business with respect to matters referred to it by the Board for deliberation or action and urgent matters requiring Board action that, in the Board Chair’s determination, should not await the full Board’s next regularly scheduled meeting. Actions taken on behalf of the Board ~~in emergencies~~ will be subsequently voted on by the ~~full b~~Board.

The Executive Committee shall not have the authority to: i) adopt, amend, or repeal any provision of the Bylaws or Board resolution(s); ii) exceed authority specifically delegated by the Board; or iii) act upon matters that have been reserved by the Board for its approval.

***Additional Authority:***

The Committee has the authority to take any actions ~~s~~ it considers appropriate to fulfill the above duties and responsibilities, including without limitation, the authority to invite such experts and other advisors as it deems appropriate to assist it in the performance of its duties.

***Composition:***

The Executive Committee shall be ~~appointed by the Board and shall be~~ comprised of at least the Board Chair, First Vice-Chair, and Second Vice-Chair. Ex-officio membership consists of the ~~Community Health Center’s~~Chief Executive Director~~Officer, and the~~ ~~Southern Nevada Health District’s (“Health District”) Chief District Health Officer, and one~~ ~~Board Community Member. Committee members serve at the discretion of the Board. The~~ Board Chair shall be the chair of the Committee.

***Voting and Quorum:***

At all meetings, a majority of the total number of members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall constitute the Committee’s action or decision.

The committee members shall have one vote each. Proxy voting is not allowed. Ex-officio members shall not vote and do not count toward quorum.

Board members who are not Committee members may attend Committee meetings but may not vote.

***Meetings:***

The Executive Committee shall meet as often as deemed necessary to carry out its responsibilities. Meetings may be called by the Chair~~man~~ of the Committee or any two members thereof. Meetings shall be held at such time and place as may be specified in the notice of meeting. Meetings will be held and posted consistent with Nevada's Open Meeting Law.

***Voting and Quorum:***

Voting on Committee matters shall be on a one vote per member basis. At all meetings, a majority of the total number of members of the Committee shall constitute a quorum for the transaction of business; and, the act of a majority of the members present at any meeting at which there is a quorum shall constitute the Committee's action or decision.

Executive Committee members who are Community Health Center or Health District staff shall be ex-officio non-voting members of the Executive Committee, shall not be counted for purposes of quorum, and shall not make or second motions. Board members who are not also Committee members may attend and participate in Committee meetings but may not vote.

***Reports:***

All actions authorized or taken by the Executive Committee shall be reported to the Board no later than the next succeeding meeting of the Board.