

# Executive Committee Charter

## 1. Purpose

The Executive Committee (the “Committee”) will have and may exercise the powers and authority of the Board of Directors (the “Board”) of the Humane Society of the United States (the “HSUS”) in overseeing the business and affairs of the HSUS between meetings of the Board, subject to the HSUS’s Restated Certificate of Incorporation and Bylaws, applicable law, and this charter.

## 2. Composition

The Committee will consist of the Chair of the Board, chairs of the standing committees of the Board, and one at-large member (who is a Board director), if appointed by Board in its discretion. The at-large member will serve for a one-year term and may be reappointed for subsequent terms. The Chair of the Committee will be the Chair of the Board and will be appointed by the Board.<sup>1</sup> The Board may remove a member from the Committee at any time, with or without cause.

## 3. Responsibilities

The Committee’s specific responsibilities include:

- a. Acting on behalf of the full Board between regularly scheduled Board meetings, when time is of the essence or emergent developments require action between meetings;
- b. Overseeing matters within the responsibilities of the HSUS involving the HSUS’s affiliates that are relevant to the HSUS as a whole, liaising with affiliate boards of directors, and receiving reports from other Board committees about matters involving affiliates that fall within the responsibilities of those committees; and
- c. Performing such other duties and responsibilities as the Board may determine from time to time.

## 4. Meetings and Operation of the Committee

The President and Chief Executive Officer (“CEO”) is the Committee’s principal point of contact with management. The Corporate Secretary will schedule meetings, prepare agendas, and take minutes for the Committee. The Committee may request that the CEO provide additional staff support.

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<sup>1</sup> If there are Co-Chairs of the Board, such individuals will be the Co-Chairs of the Committee and will be appointed by the Board.

The Committee will meet upon the call of the Chair of the Committee or the CEO, either in person or telephonically, and at such times and places as determined by the Chair of the Committee. Attendance at Committee meetings will be limited to members of the Committee, the CEO, and other individuals that the Committee deems appropriate for particular matters under consideration.

The majority of the members of the Committee will constitute a quorum, and the vote of the majority of the members of the Committee present at a meeting at which a quorum is present will be the act of the Committee.

Minutes of Committee meetings will be prepared, furnished to Committee members for review, and approved by the Committee, all in a timely manner. The Chair of the Committee will promptly inform the full Board in writing of any key decisions made at Committee meetings, and the Committee will report regularly to the full Board with respect to its activities.

**5. Annual Self-Evaluation and Charter Review**

The Committee will annually evaluate its performance and the adequacy of this charter and recommend changes to the Board as appropriate.

*Adopted by the Board March 19, 2019*

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