**CHARTER FOR EXECUTIVE COMMITTEE**

The Executive Committee (“Executive Committee”) shall be comprised of three members of the Board of Curators (the “Board”). Each calendar year, the Chair of the Board, subject to approval of the Board, shall appoint from the Board an Executive Committee of three members, and may fill vacancies at any time. The Chair of the Board shall serve as one of the three Executive Committee members and as the Chair of the Executive Committee. Such Executive Committee members shall hold office until their successors have been duly appointed.

**I. Scope & Powers**

The Executive Committee, when the Board is not in session, shall have the powers of the Board to take such action as the Executive Committee may deem to the best interest of the University; provided, however, that such action shall be in accord with the provisions of these bylaws, and not in conflict with the standing rules and regulations of the Board.

The vote of any members on any question coming before the Executive Committee may be taken in person, by telephone, telegraph, facsimile transmission, email or letter. Concurrence of three members shall constitute action of the Executive Committee. The Executive Committee shall be entitled to take such action as deemed necessary under the provisions of Section 172.230 and other provisions of the Revised Statutes of the State of Missouri, as amended.

**II. Executive Liaison**

The General Counsel, the Vice President and Chief Human Resources Officer and the Secretary of the University or some other person(s) designated by the Chair of the Board, shall be the executive liaisons to the committee.

**III. Responsibilities**

In addition to the overall “Scope & Powers” of the Committee described above and in carrying out its responsibilities, the charge of the Committee shall also include:

A. Reviewing and making recommendations to the Board in the following matters:

1. University Marketing and Communications, as necessary; and

2. Performance and compensation of individuals reporting directly to the Board:

a. President

b. General Counsel

c. Secretary of the Board of Curators

**IV. Board Review & Approval/Ratification/Modification**

A complete record of all actions of the Executive Committee shall be kept by the Secretary of the Board, and a copy of such record shall be submitted to each member of the Board monthly and in advance of the next regular meeting of the Board. Actions of the Executive Committee may be ratified, approved, or modified at the next regular meeting of the Board, but any modification thereof shall be prospective only. If, at its next regular meeting, the Board takes no action on an Executive Committee action, the record of which was submitted to the Board prior to that regular meeting, such action shall be deemed ratified by the Board.

Approved by the Board of Curators: [date]