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| RAILBELT RELIABILITY COUNCIL – CHARTER    | CHARTER NO.: <b>CH-04</b> |
| TITLE: <b>EXECUTIVE COMMITTEE CHARTER</b> | REVISION NO.: 0           |
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## EXECUTIVE COMMITTEE CHARTER

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**1.0 PURPOSE**

On behalf of the Board, the RRC Executive Committee (ExCom) will provide strategic leadership and governance to ensure all Board business is completed in a timely, cohesive, efficient, and transparent manner. ExCom will provide leadership in identifying, managing, and mitigating risks and issues by working cooperatively with RRC Committees, Board members, the Chief Executive Officer (CEO), and Board contractors to ensure continuity and cohesion. ExCom will monitor RRC activities and will ensure compliance with RRC bylaws (Bylaws) and Board policies along with statutory and regulatory requirements. ExCom will also provide general oversight and be the primary point of contact between the Board and the CEO.

**2.0 DEFINITIONS**

| Term  | Definition                   |
|-------|------------------------------|
| Board | RRC Board of Directors       |
| CEO   | RRC Chief Executive Officer  |
| RRC   | Railbelt Reliability Council |

**3.0 COMMITTEE MEMBERSHIP**

In accordance with Bylaws section 2.5.1, ExCom shall be composed of the Independent Director (Seat M), Board Chair, Vice-Chair, Treasurer, and Secretary. The Board Chair will serve as the chair of ExCom. ExCom will be supported as required by external resources, including organizational support, legal counsel, and other approved contractors.

**4.0 DELEGATION**

ExCom may, by unanimous consent of a duly constituted quorum, delegate all or a portion of its authority to act upon specific matters to the ExCom chair or to one (1) or more members of the ExCom

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or any other director, alternate, RRC staff, RRC Committee, or other expert resources as it deems appropriate, unless prohibited by applicable law, regulation, or other RRC policies and procedures. Any such entity who has been delegated authorities shall update the full ExCom at the next ExCom meeting on the status of the delegated matter.

## 5.0 KEY RESPONSIBILITIES

ExCom is to assist the Board with performing the duties listed in the Bylaws, duties listed in Table 1, and other duties assigned by the Board.

**Table 1 Key ExCom Responsibilities**

| Item  | Specific Duties  |
|-------|--|
| (i)   | In coordination with the CEO and other Board Committee chairs, facilitate annual Board planning and goal setting and oversee the development of a corresponding organizational workplan aligned with the budget. ExCom will regularly monitor CEO execution of organizational tasks and manage Board execution of Board tasks defined in the workplan.   |
| (ii)  | Act for and on behalf of the Board when the Board is not in session, being accountable to the Board for actions taken by reporting such actions to the Board at the next Board meeting.  |
| (iii) | During intervals between meetings of the Board, possess and as necessary exercise all the power and authority of the Board (including, without limitation, all the power and authority of the Board in the management, control, and direction of the financial affairs of the RRC) except with respect to those matters requiring a Supermajority vote of the Board or matters specifically reserved to the Board. |
| (iv)  | Review and approve the CEO's business expenses in accordance with RRC policy.  |
| (v)   | Support and provide oversight to cross-committee contractors (e.g. legal counsel), to ensure contractors' scope and deliverables are on budget, on schedule and aligned with Board direction.  |
| (vi)  | Identify, gain approval for, and schedule Board facilitation/support needs.  |

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| Item   | Specific Duties   |
|--------|---|
| (vii)  | Coordinate with committee chairs and CEO to ensure they have sufficient resources, they adhere to RRC public processes and other RRC Rules, they practice effective collaboration and integration of RRC activities, their progress follows and is tracked by the RRC’s annual workplan, and they comply with statutory and regulatory requirements.                                  |
| (viii) | Request action through the Board voting process for RRC decisions.  |
| (ix)   | Coordinate with other Board committee chairs, the CEO, and external contractors to ensure meeting materials, agendas, project documentation, procedural materials, and required public notice are properly executed.  |
| (x)    | Build consensus, cohesion, and facilitate resolution of issues as necessary among RRC Board members.  |
| (xi)   | Provide onboarding of new Board members.  |
| (xii)  | Work to focus RRC Board time on critical path issues.   |
| (xiii) | Work with the CEO to ensure proactive, inclusive, and coherent external communication to key stakeholders and groups, including the RCA, legislature and other elected officials, community members, civic groups, local media, and the general public. Communication avenues will include the RRC website, public notices, press releases, directed correspondence, and other means. |
| (xiv)  | Coordinate with the Governance Committee to ensure Bylaws and Board policies are carried out in an appropriate manner and recommend improvements as necessary.  |
| (xv)   | Perform additional duties as directed by the Board.   |

## 6.0 MEETINGS

ExCom will meet regularly as determined by the Chair or a majority of ExCom to resolve issues, review annual workplan execution status, and prepare for Board meetings and other major events, consistent with Board direction. ExCom will ensure deliverables are prepared for regular Board engagement at an appropriate cadence. ExCom will work with the CEO to provide the Board with at least monthly updates on overall scope, schedule, and progress of the RRC’s annual workplan. All ExCom meeting times will be

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posted and open to the public consistent with the RRC Public Meetings Rule (ER-6) and the RRC Public Notice Rule (ER-7). ExCom will adhere to all Board-approved committee practices, including regular reporting, and will provide regular updates to the Board highlighting progress on organizational activities and areas of interest. Meeting records and ExCom communications will be retained in accordance with RRC rules.

ExCom may request that any directors, officers, employees of the RRC as requested through the CEO, or other persons whose advice and counsel are sought by ExCom, attend any ExCom meeting to provide pertinent information.

## **7.0 QUORUM & VOTING**

A quorum of ExCom shall be defined in accordance with Bylaws section 2.4.3.3. Participation in a meeting held by telephone or video conference shall constitute presence of the ExCom member at the meeting. ExCom will work towards consensus and will bring substantial areas of non-consensus decisions to the Board for further discussion.