

# THE HAVEN

## EXECUTIVE COMMITTEE CHARTER

### I. PURPOSE AND AUTHORITY

The Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of The Haven (“The Haven”) shall exercise the powers of the Board in relation to matters that arise when the Board is not in session or when it is not practical or feasible for the Board to meet. The Committee is delegated the authority to act as the full Board when exercising the powers and authority under this Charter, subject to the limitations below or listed in the Articles of Incorporation, as amended, supplemented or restated, the Bylaws and applicable law. The Executive Committee shall also be responsible to gather data to inform the Board on compensation and evaluation of the President and CEO, to make recommendations as to any changes in the President and CEO’s compensation, benefits, and/or contract; provided, however, without first obtaining approval of the full Board, the Executive Committee does not have power to hire, terminate, reduce or lessen the hours or benefits of, otherwise engage a new or different individual as, or begin or terminate a search for President and CEO.

The Chair of the Executive Committee shall form an advisory Compensation Subcommittee to have the specific oversight with respect to the President’s annual performance evaluation and compensation review. The Compensation Subcommittee shall make recommendations to, and advise, the Executive Committee.

The Compensation Subcommittee shall have the authority to obtain advice and assistance, as needed, from internal or external compensation consultants, legal counsel, accounting advisers, and other advisers (each, an “adviser”) as it may deem appropriate, in its discretion with consultation from the Executive Committee, and shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Compensation Subcommittee.

### II. COMMITTEE MEMBERSHIP

The membership of this Committee shall consist of the Board Chair, the Vice Board Chair, the Secretary of the Board; the Treasurer of the Board, the Immediate Past President, and the President and CEO (as an ex officio, non-voting member). The Compensation Subcommittee shall consist of not fewer than two (2) Directors from the Executive Committee. The President and CEO may not be a member of the Compensation Subcommittee.

### III. COMMITTEE MEETINGS

The Committee shall meet monthly or as circumstances dictate as determined by the Board Chair. The Committee may also act by unanimous written consent of its members.

The Compensation Subcommittee is subject to the same rules and duties as outlined in this Charter with respect to meetings, minutes, and responsibilities for reporting.

Notice of meetings shall be given to all Committee members, or may be waived, in the same manner as required for meetings of the Board. Meetings may be held as provided in the Bylaws of

The Haven. Minutes of meetings shall be kept, together with supporting back-up materials, and filed with the Secretary of the Board.

#### **IV. KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate, subject to the Board's control and direction:

1. Act on behalf of the Board on matters that arise between scheduled Board meetings or when it is not practical or feasible for the Board to meet in a special meeting, to the extent permitted by applicable law and regulations, the Articles of Incorporation, as amended, supplemented or restated, and the Amended and Restated Bylaws.
2. Oversee strategic planning, collective bargaining, executive employee compensation including benefits, and any other subject area not otherwise assigned to another committee or subcommittee.
3. Make recommendations to the Board on the development and coordination of long-range planning and the general administration of The Haven.
4. Consider the requirements of accreditation standards in all programs and services in rendering decisions and recommendations to the Board.
5. **Risk Assessment and Management:**
  - a. Review the risk assessment and management plan that drives internal reviews and plans annually, including with respect to cyber security and insurance coverages, and make recommendations to the Board as appropriate.
  - b. Review emergency preparedness planning and preparations for The Haven, and make recommendations to the Board as appropriate.
  - c. Review significant adverse risk assessment findings and management's response.
  - d. Review the effectiveness of the internal risk assessment, including staffing, responses, planning, and related matters.
6. Oversight of Legal and Ethical Compliance:
  - a. Oversee legal and regulatory compliance and compliance with The Haven's ethical standards and policies.
  - b. Review possible areas of noncompliance with laws or policies and ensure that management follows up with relevant procedures where appropriate.

7. Conduct, at least every two years, a self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter, and recommend to the Board such amendments of this Charter as the Committee deems appropriate.
8. Review and approve recommendations from the Compensation Subcommittee, which is responsible to: (a) evaluate the annual performance of the President and CEO; (b) determine a recommendation of the appropriate annual salary and other benefits of the President and CEO (during which the President and CEO shall not be present); and (c) recommend for approval to the Executive Committee the employment agreement (if any) for the President and CEO, to be drafted in consultation with legal counsel.
9. Delegate responsibilities to subcommittees as the Committee may deem appropriate, in its sole discretion.
10. Report regularly to the Board any Committee findings, recommendations and actions taken since the prior Board meeting, and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.
11. Undertake such other responsibilities as the Board may delegate or assign to the Committee from time to time.

This Executive Committee Charter was adopted by the Board of Directors of The Haven on \_\_\_\_\_, 2023.

\_\_\_\_\_  
By \_\_\_\_\_

Its \_\_\_\_\_