

## **Purpose**

The purpose of this charter is to describe the governing policies, membership and scope of work for the ISACA Board Executive Committee.

The Board Executive Committee was established to ensure that business relevant to the ISACA Board of Directors continues between Board in-person meetings and teleconferences, acting in an operational capacity.

## **Governing Policies**

This Committee operates in accordance with ISACA Bylaws, Policies, Charters (including this Charter) and will adhere to ISACA Operating and Internal Procedures where relevant.

All actions of this Executive Committee shall be reported to the Board of Directors at the next regular meeting of the Board or by minutes from interim Executive Committee meetings, and at such other times as the Board requests or the Executive Committee deems necessary. For clarity, the Executive Committee shall not have any authority to adopt or approve any matters that otherwise require the approval of the Board of Directors, including without limitation the matters set forth in the Bylaws of the Organization. This Committee will largely provide recommendations to the full Board of Directors.

## **Responsibilities**

The ISACA Executive Committee is subject to the Bylaws and direction of the Board, and has the following authority:

- Conduct routine Board business between Board meetings, provided that the Executive Committee shall not transact any business that would require a vote of the Board
- Advise the CEO on important matters
- Generate the agenda for regular and special Board meetings

- Review the Strategic Plan and matters related to strategy and provide preliminary input and approval before these items go before the full Board.
- Receive periodic reports on progress towards the Strategic Plan. Provide general direction on plan implementation.

The Executive Committee shall **NOT**:

- Elect or remove Board officers
- Elect or remove Board members
- Hire or terminate CEO (or other staff)
- Amend ISACA bylaws or policies
- Change the Board-approved budget

### Membership

The Executive Committee shall be comprised of the Board Chair, Board Chair-Elect, Immediate Past Board Chair, and CEO. In the event one or more of these positions is vacant, the Board may select the Chair or Chairs of any Standing Board Committee or other Past Board Chairs to serve as members of the Executive Committee. Selection in the event of vacancy shall occur by majority vote at a regular Board of Directors meeting.

The Executive Committee may invite other Board members and/or staff to attend Executive Committee meetings from time to time in order to facilitate conversation on a specific topic due to that participant's expertise. Attendance at an Executive Committee meeting does not confer membership in the Executive Committee.

### Meetings and Decision-Making Process

The Executive Committee will meet virtually approximately once a month, or when necessary, at the call of any member of the Executive Committee. Meeting dates and times should be specified well in advance; however, they can be called at any time with at least 3 Executive Committee attendees (including at least the CEO) especially in the case of an emergency.

The Committee will keep adequate minutes of its proceedings and shall report on actions taken and significant matters reviewed by the Committee to the Board at the next regularly scheduled Board meeting following a Committee meeting. In addition, summarized minutes from Committee meetings separately identifying monitoring activities from approvals shall be available to each Board member at least one week prior to the subsequent Board meeting. Committee members will be furnished with copies of the minutes of each meeting and may take any action by a majority vote of the members present for the meeting or by unanimous written consent, including by e-mail or other electronic means, of all members of the Committee.

The Committee shall provide the Board with regular reports of the activities and review with the Board any issues that arise with respect to the ISACA's compliance with legal or regulatory requirements or any other matter the Committee determines is necessary or advisable to report to the Board.

### **Charter Review and Committee Evaluation**

- The Committee will review, annually at a minimum, the Committee's Charter and recommend any proposed changes to the Nominating and Governance Committee for Board approval.
- The Committee will not act in violation of the applicable laws, regulations, or the ISACA's bylaws. If a situation arises where the Committee's Charter is in conflict with the applicable laws, regulations, or the ISACA's bylaws, the Committee will recommend a change to bring the Committee Charter into compliance.
- The Committee shall prepare and report to the Board the results of an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter.

Reviewed and endorsed by the Governance & Nominating Committee on June 15, 2022.  
The Executive Committee Charter was approved by the ISACA Board on July 22, 2022.