



EXECUTIVE COMMITTEE TERMS OF REFERENCE

PURPOSE

The Executive Committee (the “Committee”) shall be a standing committee of the Board and shall advise and assist the Board of Trustees (the “Board”) of the International Vaccine Institute (the “Institute”) with its responsibilities to coordinate and facilitate the successful execution of the ongoing work of the Board between the full meetings of the Board.

MEMBERSHIP

Members of the Committee shall be no more than 9 members appointed by the Board and consist of the following:

- The Chairperson of the Board of Trustees as Chair
- The Vice-Chair
- The Chair of the Finance and Audit Committee
- The Chair of the Compensation and Benefits Committee
- The Chair of the Governance and Nominating Committee
- The Chair of the Scientific Committee
- The Chair of the Strategy Committee
- The Director General as voting *ex officio*; and
- A host country (ROK) representative if he/she is not already represented in the above positions

RESPONSIBILITIES

The Executive Committee shall:

- Act in the spirit of and in accordance with the latest guidance from the Board as the need arises between full meetings of the Board
- Supervise the execution of the decisions of the Board
- Approve opportunistic or time-sensitive projects or project terms which should not be postponed until the next scheduled Board meeting
- Identify issues that should be brought to the attention of the Board Committees
- Act on specific items as delegated by the Board

PROCEDURES

- The Committee shall meet as necessary to fulfill its responsibilities, but at least twice each year. The location of the meetings shall be decided by the Committee Chair in consultation with the Director General, taking into account the financial and environmental (reducing unnecessary travel/ green initiative) implications
- The Secretary of the Board shall serve as Secretary of the Executive Committee.

- The presence of a majority of the members of the Committee shall constitute a quorum. Decisions shall be taken by a majority of Committee members present and voting. Actions may also be taken by mail, email, teleconference or videoconference consultation at the discretion of the Chair.
- A Board member representing a government or an organization other than the Director General may delegate his or her authority as a Board member to a single subordinate, who shall be permitted to vote in any matter before Committee on behalf of the delegating Board member; provided that the delegating member shall inform the Committee Chair and Secretary of the delegation in writing prior to the meeting and that the Chair approves the delegation of authority. Such notice shall clearly state the duration of the delegation of authority.
- The Committee may request that any directors, officers or employees of the Institute, or other persons whose advice and counsel are sought by the Committee, attend any of its meeting to provide such pertinent information as the Committee requests.
- All decisions taken by the Committee shall be reported to the Board at the next Board meeting, and the Board may modify, reject, or ratify any Executive Committee actions.
- The Executive Committee shall **not** have the power or authority to act on behalf of the Board with respect to the following matters:
 - 1) Adopting, amending, or repealing any provisions of the Constitution
 - 2) Amending the organization's mission or vision statement
 - 3) Filling Board vacancies
 - 4) Appointing or terminating the appointment of the DG
 - 5) The amendment or repeal of any Board resolution
 - 6) Agreements with Governments and States other than funding agreements
 - 7) Court cases and legal suits
- The Committee shall keep minutes of its meetings, and the minutes shall be distributed to all members of the Committee. Formal adoption of the summary record shall take place at the subsequent meeting of the Committee.
- The agenda of each meeting may include an executive session attended only by Board members.