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Association of Clinical Research Professionals Executive Committee Charter 8.1

Article I. Purpose

The Executive Committee, a standing committee of the ACRP Board of Trustees made up of the officers of the Board, works in support of the full Board on matters affecting the institutional management and governing practices of ACRP. It serves at the direction of the ACRP Board of Trustees and shall perform all duties as delegated to it by the ACRP Board.

Article II. Authority

The authority for the Executive Committee is the same as the scope of the individual members' authority as officers of the Board as defined in the Association Bylaws.

The Committee may function in the interim periods between meetings of the Board of Trustees and shall, within the policies of the organization and budget limitations, act upon such matters as may be referred from time to time by the Board of Trustees. The Committee may on occasion act in place of the full Board in the event of an emergency. ABoT may reconsider any action by the Executive Committee.

In discharging its responsibilities, the Executive Committee shall have full access to any relevant records of the organization. It shall have the authority to obtain advice and seek assistance from internal and external advisors and consultants.

Article III. Composition

ACRP Bylaws, Article VI, Section 1, state that the Trustee Officers (voting members) shall operate as the Executive Committee. The ACRP Trustee Officers are:

- 1) Chair
- 2) Vice Chair
- 3) Immediate Past Chair
- 4) Treasurer
- 5) Secretary (only if an elected member of the ACRP Board of Trustees)
- 6) Per the Bylaws, such other offices as may be defined and created by the Board from time to time in its sole discretion

These Officers shall serve in an ex-officio capacity in the same positions on the Executive Committee. Committee terms are one-year, commencing at the start of the fiscal year, as are their officer terms on the Board of Trustees. The ACRP Executive Director shall be invited to attend Executive Committee meetings in a non-voting capacity.

Article IV. Meetings

The Committee shall meet as needed, prior to regularly scheduled ACRP Board of Trustees meetings, or in the interim periods between meetings of the Board. All

Committee members are expected to attend each meeting, in person or via telephone or videoconference. The Secretary of ACRP shall act as the Committee's Secretary, keeping a minute record of all proceedings of the Committee. The Committee shall report such proceedings at the next succeeding regular meeting of the ACRP Board of Trustees.

A simple majority of the voting members of the Executive Committee shall constitute a quorum for any meeting. The act of a majority of the voting members present at a Committee meeting at which a quorum is present shall be the act of the Committee.

Article V. Responsibilities

Executive Committee responsibilities include:

- 1) Providing input on ACRP Board of Trustee meeting agendas.
- 2) Developing content for presentations at the annual business meeting of the membership including:
 - Chair, Treasurer and Executive Director's Presentations
 - Reviewing Academy of Clinical Research Professionals Presentations
- 3) Serving as the primary source of support and counsel to the Executive Director on matters involving the management of the organization.
- 4) Acting as the liaison between the ACRP Board of Trustees and the Executive Director:
 - Developing annual goals and objectives (strategic planning) for Board approval
 - Conducting the Executive Director's annual performance review; providing Board feedback/updates on performance and assessment of progress towards meeting defined goals and overall performance.
 - Developing compensation program for Executive Director for Board approval.
 - Determining if Executive Director's compensation and benefit plans are appropriate to the market for the skills employed, and if not, make recommendations to the Board.
 - Maintaining up to date Executive Director job description.
 - Overseeing search for Executive Director.
 - Developing a succession plan for Executive Director.
- 5) Review Executive Director policies and Committee charter every one-to-three years according to the association's policy review schedule; recommend any changes or new policies for board approval as needed.

Article VI. Standard of Care

In exercising their responsibilities, members of the Executive Committee will act in good faith and with that degree of diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances. The Committee will incur only costs that are reasonable and appropriate in relation to ACRP's assets, its purposes, and the skills available to the organization.