



**William & Flora Hewlett Foundation**  
**Executive Committee Charter**  
**Adopted: March 19, 2018**

**I. Purpose**

The Executive Committee (the “Committee”) shall assist the Board of Directors in the governance of the foundation, specifically as described below, and may, except as limited by law, the bylaws, or by resolution of the board, exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board.

The board and the Committee believe that board governance works best when decisions are made with the input of the entire board. Therefore, the Committee will endeavor to exercise the authority of the board only when it is unable to convene a quorum of the board, whether in person, by phone, or electronically.

**II. Status**

The Committee is a permanent standing committee of the board, authorized in section 6.3 of the foundation’s Amended and Restated Bylaws.

**III. Authority and Responsibilities**

In addition to its general authority, the Committee shall regularly:

- Review and approve conflicts of interests in accordance with the foundation’s Conflict of Interest Policy;
- Review and provide comments on the proposed agenda and resolutions (except for actions proposed by other standing committees) before each board meeting;
- Review and provide comments on the proposed annual budget;
- Review the Executive Committee Charter and recommend any changes to the board for approval; and
- Otherwise provide advice and guidance to the president



#### **IV. Membership**

The Committee must comprise no fewer than three members. The President of the foundation and the Chairman of the Board shall serve as ex officio voting members of the Committee. Except for the ex officio voting members of the Committee, Committee members may be replaced by action of the board.

The Chairman of the Board shall serve as chair of the Committee.

#### **V. Meetings**

The chair of the Committee shall preside at each meeting of the Committee and, in consultation with the president, set the length of each meeting and the agenda of items to be addressed at each meeting. The chair of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. In the absence of the chairman, the other members of the Committee may appoint another member of the Committee to preside at a meeting.

The Committee shall meet at least once before each regular board meeting or more frequently if circumstances dictate. Meetings may be held in person or by conference telephone at the discretion of the chair of the Committee. The Committee shall maintain minutes or other records of its meetings and activities. The Committee shall, through its chair, report its decisions and actions to the board no later than the next regular board meeting.

The presence of a majority of the Committee members, whether appointed by the Board or serving ex officio in accordance with the foundation's Amended and Restated Bylaws, constitutes a quorum at each Committee meeting. Members are deemed present if (a) present in person, or (b) able to hear and communicate with the other members through telephonic or other means of communication. Each Committee member has one vote, and the majority vote of a quorum is the act of the Committee. Alternatively, the Committee may take action without a meeting in accordance with the provision for unanimous written consent of the foundation's Amended and Restated Bylaws.