Policy Regarding Executive Committee For Barth Syndrome Foundation

Authority
The Executive Committee (the "Committee") is a committee of the Barth Syndrome Foundation Board of Directors (the "Board") established under Article III, Section 16 of the Bylaws.

Membership
As defined in the Bylaws, the Committee shall be comprised of the Chairman, Treasurer, Secretary, and Executive Director (non-voting *ex-officio*). The Committee may also include the Board liaison representing families and the Board liaison representing science/medicine.

Operations
1. The Committee will meet with such frequency as it may determine but must meet at least three (3) times per year. The Chairman shall preside over Committee meetings. The minimum number of members present to form a quorum is 2/3 of the voting members. Committee approvals will require a vote of a majority of the Committee members.
2. The Committee may conduct its meetings either in person or by means of a conference telephone or by any means of communication by which all persons participating are able to hear one another.
3. The Committee will report its activities to the Board on a regular basis via dissemination of the approved minutes of its meetings.
4. The Committee may invite any Board member, employee, consultant, outside advisor or other individual who is not a Committee member to attend its meetings but such person will not have voting power and will not be considered a Committee member.
5. The Committee will review this Policy periodically and recommend any proposed changes to the Board for review.
6. The Committee will review all other published policies of BSF periodically and recommend any proposed changes to the Board for review.

Responsibilities
1. Act with full authority of the Board between Board meetings, subject to the following criteria:
    a. The Committee may not make any staff hiring or firing decisions.
    b. The Committee may only approve
        i. any budgeted item costing $10,000 or less.
        ii. any non-budgeted item costing $1,000 or less.
    c. The Committee may only approve any contracts which commit the Foundation for a total cost of
        i. $10,000 or less for any budgeted item.
        ii. $1,000 or less for any non-budgeted item.

2. Receive and review information provided by the Finance and Audit Committee and raise any material financial issues to the Board.
3. Ensure that the Annual Report including relevant annual financial reports and the most recent 990 filing is made available to the public through posting on the website within 12 months after the close of the fiscal year.
4. Ensure that the 501(c)3 status is maintained and that the 501(c)3 determination is made available to the public through posting on the website along with the mailing address of The Barth syndrome Foundation.
5. Monitor the performance of the Executive Director, conduct his or her annual performance review, and make recommendations to the Board regarding the Executive Director's performance goals for the subsequent year.
6. Obtain and evaluate relevant compensation information and make a recommendation to the Board regarding the Executive Director's compensation (including all benefits).
7. Provide a sounding board to the Executive Director and serve as a source of ready advice on operating and personnel matters.

Limitations on Committee Authority

1. The Committee may not:
    a. Fill vacancies on the Board or on any other Committee
    b. Amend, repeal or adopt provisions of the bylaws or articles of incorporation
    c. Amend or repeal any Board resolution
    d. Create Board committees or appoint members of Board committees
2. The Board may amend this Policy at any time.

Amended and Approved December 3, 2019