



ALEAGENT HEALTH EXECUTIVE COMMITTEE CHARTER

I. STATEMENT OF PURPOSE

The Alegent Health Executive Committee (the “Committee”) shall be responsible for:

- Providing for a Mission Assessment review process, that assures that the organization is demonstrating the integration of the mission, values and commitments of Alegent Health throughout the Alegent Health organization and reporting the results to the Board; *(to be addressed after Mission Committee is seated)*
- Conducting an annual evaluation of the Chief Executive Officer (the “CEO”), determining appropriate compensation based upon the evaluation and the recommendation of the Compensation Committee and reporting the results to the Board;
- Reviewing and reporting to the Board the compensation ranges, incentive compensation and benefit programs for all Alegent Executive Management based upon the recommendation of the Compensation Committee and reporting the results to the Board;
- Acting on behalf of the Board between Board meetings, if necessary, and not specifically prohibited by Alegent’s Amended and Restated Articles of Incorporation (Articles) and Amended and Restated Bylaws (Bylaws).

II. EXECUTIVE COMMITTEE CALENDAR

- At the beginning of each year the Committee shall establish a proposed annual calendar to accomplish its purposes.
- The schedule shall be furnished to the Alegent Health Board Chair (the “Board Chair”) for discussion and planning with the CEO.

III. MEMBERSHIP

- The Committee shall be comprised of the Alegent Health Board Chair, Board Officers and Chair of the Governance Committee. In addition, each of the Board Sponsor representatives shall also serve on the Executive Committee.
- The Chair of the Committee (the “Chair”) shall be the Board Chair.
- The CEO shall serve as a non-voting member of the Committee and the CEO and/or the CEO’s designee shall attend all Committee meetings.
- The CEO shall arrange for appropriate staff support.

IV. RESPONSIBILITIES AND DUTIES

The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and Alegent Health's Articles and Bylaws:

- A. **Mission Assessment.** Assist the Sponsors in the development and implementation of a Mission assessment every three years. Work with management and staff to address the issues and recommendations identified by the Sponsors as part of the Mission assessment process. Report the results to the Board. Receive annual mission report from management and report the results to the Board. (to be addressed after Mission Committee is seated)
- B. **CEO Evaluation.** Conduct a performance evaluation of the CEO of the organization including a review of compensation, applicable incentive compensation and benefits. Such review shall be conducted to ensure competitive positioning and reasonableness in consideration of market information and applicable law and regulations. Based upon the recommendation of the Compensation Committee, determine, approve and report to the Board the compensation of the CEO, applicable incentive compensation and benefit program structure, changes and awards.
- C. **Executive Management Compensation, Incentive Compensation and Benefit Programs.** Annually review and report to the Board the compensation ranges, applicable incentive compensation and benefit programs for all Executive Management employees. Such review shall be conducted to ensure competitive positioning and reasonableness in consideration of market information and applicable law and regulations.
- D. **Action Between Board Meetings.** Act on behalf of the Board between Board Meetings, when necessary, and not specifically prohibited by the Articles and Bylaws.
- E. **Review Charter.** Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- F. **Annual Self-Evaluation.** Ensure that the Committee conducts an annual self-evaluation to determine whether it is functioning effectively. The outcomes of the assessment process will be discussed with the committee and a plan for improvements for the following year will be developed.

V. MEETINGS

- The Committee shall meet a minimum of four times per year.
- Committee members shall attend more than half of the meetings each year.
- A special meeting of the Committee may be called by the Chair or upon the request of any two Committee members.
- The agenda of each meeting shall be prepared, approved by the Chair and circulated to each Committee member prior to the meeting date.
- Unless the Committee or the Board adopts other procedures, the provision of Alegent's Bylaws applicable to meetings of Board committees shall govern meetings of the Committee.

VI. MINUTES

Minutes of each meeting shall be kept and forwarded to the Board accordingly.

VII. SUBCOMMITTEES

The Committee has the power to appoint subcommittees and their chairs, but no subcommittee will have any final decision making authority on behalf of the Board or the Committee.

VIII. RELIANCE; EXPERTS; COOPERATION

- A. **Retention of Advisors.** The Committee, upon concurrence of the Chair, has the power, in its discretion, to retain, at Alegent's expense, such advisors and experts as it deems necessary or appropriate to carry out its duties.
- B. **Reliance Permitted.** The Committee will act in reliance on management, Alegent's independent public accountants, internal auditors, and advisors and experts as it deems necessary or appropriate to enable it to carry out its duties.
- C. **Investigations.** The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.