



COMMITTEES OF THE WISHIN BOARD

Governance Committee

Members: Chris Queram* (Chair)
Linda Syth*
Steve Brenton*
Lisa Ellinger*
Henry Anderson, MD*
Brett Davis*
Denise Webb *

**Required by bylaws*

Charge: As provided in bylaws (Section 5.1):

“A Governance Committee is hereby established as a standing committee of the Corporation. It shall be composed of the Member Directors and State Directors. The Governance Committee shall:

- A. Solicit recommendations for persons to serve as Elected Directors from individual Directors, and approve a list of candidates for the Elected Director positions and submit that list to the Board of Directors;*
- B. Solicit recommendations for persons to serve as Board Officers from individual Directors, and approve a list of candidates for the Board Officer positions and submit that list to the Board of Directors; and*
- C. Perform other activities requested by resolution of the Board.”*

Frequency: Approximately twice per year

Executive Committee

Members: Chris Queram* (Chair)
Linda Syth *
Lisa Ellinger*
Steve Brenton*
John Foley

**Required by bylaws*

Charge: As provided in bylaws (Section 5.2):

“There shall be an Executive Committee of the Board. All Board Officers shall serve ex officio with the right to vote on the Executive Committee upon election as Officers of the Corporation. The Executive Committee shall be comprised of the Board Officers of the organization and one (1) additional Director appointed by the Chair. The Board Chair shall chair the Executive Committee. When the Board is not in session, the Executive Committee shall have and may exercise all of the authority of the Board, except to the extent, if any, that such authority shall be limited by the Board. The Executive Committee shall report all of its actions and deliberations to the Board for its consideration at the next meeting of the Board.”

Frequency: As needed

Finance Committee

Members: Steve Brenton* (Chair)
Jane Cooper
Brett Davis
John Foley
Sheila Jenkins

** Required by bylaws*

Charge: As provided in bylaws (Section 5.3):

“There shall be a Finance Committee of the Board. The Finance Committee shall safeguard the Corporation’s finances and oversee the financial operation of the Corporation. The Finance Committee shall be comprised of the Corporation’s Treasurer and no less than two (2) and no more than four (4) additional Directors, which shall be appointed by the Chair of the Board. The Corporation’s Treasurer shall serve as the Chair of the Finance Committee. The Finance Committee shall report to the Board as necessary, as but not less than once each year.”

Frequency: Quarterly

Audit Committee

Members: Steve Brenton* (Chair)
Patti Brennan
Diane Kiehl

** Required by bylaws*

Charge: As provided in bylaws (Section 5.4):

“There shall be an Audit Committee of the Board. The Audit Committee shall oversee the financial audit of the Corporation and is responsible for engaging or discharging the financial auditors of the Corporation. The Audit Committee shall be comprised of the Corporation’s Treasurer and no less than two (2) and no more than four (4) additional Directors, which shall be appointed by the Chair of the Board. At least two (2) Directors serving on the Audit Committee shall not concurrently serve on the Finance Committee.”

Frequency: One to two times per year

Executive Performance & Compensation Committee

Members: Chris Queram * (Chair)
Linda Syth
Lisa Ellinger
Denise Webb *

** Required by bylaws*

Charge: As provided in bylaws (Section 5.5):

“A Compensation Committee is hereby established as a standing committee of the Corporation. It shall have three (3) persons, two (2) of whom shall be appointed by the Chair upon the advice and consent of the Board, with the Chair serving as the third committee member. The Compensation Committee shall evaluate the performance of the Chief Executive Officer at least annually, report its evaluation and recommend compensation adjustments to the Board, and provide the Chief Executive Officer with his or her performance review following Board consideration of his or her evaluation and approval of any compensation adjustments. The Compensation Committee shall have such additional duties as may be delegated to it by the Board from time to time.”

Frequency: Annually