

## **Lighthouse Youth & Family Services Executive Committee Charter**

**“Board” shall refer to the Board of Trustees of Lighthouse Youth Services, Inc. d/b/a Lighthouse Youth & Family Services (“Lighthouse” or the “Agency”).**

**“Boards” shall refer to the various Boards of Trustees of Lighthouse and its Affiliates.**

**“Affiliates” shall mean Lighthouse Beacon for Youth Foundation, Inc.; New Life Properties, Inc.; IDEAFOR, Inc.; McMillan Street Associates, LLC; EYH IOWA LLC; Iowa Avenue Associates, LLC; and the Sheakley Center for Youth LP. A related party, Lighthouse Community School, Inc., is a separate, public charter school board and is technically not an affiliate.**

### **Membership**

The membership of the Committee consists of the Lighthouse Board Officers, the chairs of the Affiliate Boards, the CEO, and a maximum of three others appointed by the Chair of the Lighthouse Board. The Chair of the Executive Committee is the Vice-Chair of the Lighthouse Board. The Board may remove any member from the Committee at any time with or without cause. **[NOTE: GOVERNANCE COMM question regarding term limits or some rotation for the at large members.]**

### **Operations**

The Committee shall be scheduled to meet bi-monthly. Additional meetings may occur as the Committee or its Chair deems advisable. Meetings may also occasionally be canceled with written notice to all members. Members may participate in meetings telephonically as permitted by the Code of Regulations. A simple majority will constitute a quorum for any meeting; however, the Committee may act without a meeting upon the unanimous written consent of all of its members.

The Committee will keep minutes of meetings and will report on its actions at the next Lighthouse Board meeting and, if any actions impact an Affiliate, the applicable Affiliate Board meetings. Committee meeting minutes will be published on the Board Portal including any action taken by unanimous consent. This Charter may be amended by the Board at any time.

### **Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. This includes exercising the full authority of the Lighthouse Board on time sensitive resolutions. Decisions made by the Executive Committee may be

implemented immediately, if required, and shall be described at the next regularly scheduled meeting of the Lighthouse Board. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

### **Responsibilities**

Subject to the provisions of the Code of Regulations, the principal responsibilities and functions of the Executive Committee are as follows:

1. Coordinate funding and strategic planning between the Lighthouse Board and its Affiliates to ensure all entities are aligned.

2. Act as an on-going advisor to the President/CEO on general Agency matters.

3. Establish CEO compensation package and annually review President/CEO performance.

4. Legal Matters:

a. Review and assess annually the Agency's legal exposure for any ongoing legal proceedings, including:

1. Worker's compensation claims
2. Unemployment Claims
3. EEOC claims
4. Wrongful termination claims

b. Review annually whistleblower complaints for the Agency and their resolution.

c. Review any other legal or ethical issues that are material to the Agency.

d. Review any fraudulent issues/behavior by any employee/volunteer of the Agency.

5. Risk Management Matters:

a. Assess annually with executive management the adequacy of Lighthouse policies and procedures for updates and changes. This includes review of changes to the Operations Manual with the COO.

b. Ensure that management monitors major risk exposures and performs a risk assessment periodically to ensure the Agency's assets, employees, clients and volunteers are protected.

c. Review annually the Agency's insurance coverage to ensure adequate coverage.

6. Compliance Matters:

- a. Review annually the Agency's compliance with regulatory requirements.
- b. Review annually a report from the Agency's Compliance Officer regarding any material compliance issue of which the Board should be made aware.
  
- c. Review annually review a summary and any "findings" of the Agency's compliance audits by funders or other outside entities including but not limited to:
  1. CARF
  2. DYS
  3. DHHS
  4. United Way
  5. Strategies to End Homelessness (HUD)
  6. Ohio Attorney General's office
  7. Medicaid
  8. HIPAA
  9. LIHTC – management company

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