

THE TRUSTEES OF THE STEVENS INSTITUTE OF TECHNOLOGY

CHARTER OF THE EXECUTIVE COMMITTEE Adopted December 3, 2021

Background: The Executive Committee (the “Committee”) is a committee of the Board of Trustees (the “Board”) of The Trustees of the Stevens Institute of Technology, a New Jersey nonprofit corporation (the “University”). This Charter of the Executive Committee (this “Charter”) replaces and supersedes in its entirety the Charter of the Executive Committee dated as of November 2, 2016.

Purpose: The purposes of the Committee are to provide strategic leadership to the Board and the officers of the University and to act on behalf of the Board when circumstances require such action, as further described in this Charter.

Membership: Upon recommendation by the Nominating and Corporate Governance Committee, each member of the Executive Committee shall be elected annually by the Board of Trustees. The Committee shall consist of the Chair of the Board of Trustees, the Chairs of each Committee of the Board, the Chair-Elect (if any), the Vice Chair of the Board (if one is then serving) and the President serving *ex officio*. The Committee shall be chaired by the Chair of the Board (the “Chair”).

Other persons, including other officers and employees of the University, may attend meetings upon the request of the Committee, at the Committee’s discretion. Non-members of the Committee may be excused from any meeting, or portion of any meeting, of the Committee upon the request of the Chair. Any individual other than a trustee member who attends a meeting of the Committee shall attend in an advisory, nonvoting capacity.

Meetings: The Committee shall meet at least two times per year or as necessary or appropriate to carry out its responsibilities under this Charter. Meetings shall be held upon the request of the Chair or a majority of the members of the Committee, or at the direction of the Board. Committee members may participate in meetings telephonically or by any other electronic means which allows all persons participating in the meeting to hear each other and participate in the meetings.

The Secretary of the University shall cause the agenda for each meeting of the Executive Committee to be distributed to the full Board of Trustees (via posting or other means of distribution) at the time the agenda is distributed to the Executive Committee, unless the Chair determines that time constraints or the need to preserve confidentiality do not permit such distribution.

At any meeting of the Committee, a quorum shall be necessary for purposes of conducting business of the Committee. A quorum is defined as at least a majority of the members of the Committee.

The Committee may meet in executive session which shall be limited to the trustee members of the Committee with only those employees, officers or guests of the University who the Committee elects to include, if any.

Subcommittees: The Committee will have the ability to establish sub-committees as necessary.

Reporting: The Chair shall report the decisions and actions of the Committee at each meeting of the Board and on other additional occasions as deemed appropriate by the Chair. The Committee will endeavor to provide the Board with information regarding any significant decisions and actions of the Committee which are not able to be reasonably promptly reported to the Board at a regular meeting of the Board, subject to confidentiality concerns which may exist from time to time. The Secretary of the University shall be responsible for maintaining meeting minutes and notes for all meetings of the Committee and will also be responsible for circulating these minutes and notes to the Committee for review and approval.

Duties and Responsibilities: In addition to the other duties and responsibilities set forth in this Charter, the Committee shall have the duties and responsibilities set forth as follows:

- (i) consider significant institutional matters which are of a time-sensitive nature or transcend the scope of responsibility of one or more committees of the Board;
- (ii) provide strategic guidance to the Board and University officers between regular meetings of the Board; and
- (iii) act upon routine matters for which a special meeting of the Board is impractical.

The Committee shall have and may exercise all of the powers and authority of the Board; provided that the Committee may not (a) make, alter or repeal the Act of Incorporation or any bylaw of the University, (b) elect, appoint or remove any trustee or officer, including the President, (c) amend or repeal any resolution previously adopted by the Board or take any other action prohibited to be taken by a committee by applicable law.

Evaluation: The Committee shall perform a periodic self-evaluation of the Committee's performance and report the results of such evaluation to the Board. The Committee also shall review and reassess this Charter on an annual basis and recommend any proposed changes to the Board. Any changes shall become effective upon the approval of the Board.