

## **Governance of the Board**

### **Executive Committee**

The Executive Committee will consist of Trustees as outlined in the bylaws.

#### Board of Trustees Representation

The Trustees shall appoint an Executive Committee of not less than five Trustees, two of whom shall be President and Secretary. These appointees shall hold office until the next Annual Meeting and until their successors are appointed. Trustee members of the Executive Committee are subject to removal at the pleasure of the Board of Trustees. Any vacancy occurring in this committee, other than a Board of Education vacancy, shall be filled for the unexpired term by the Board of Trustees.

#### Board of Education Sending District's Representative

The Woodstock Academy bylaws shall govern sending district representation.

#### Powers of the Executive Committee

The Board of Trustees may delegate any and all powers to the Executive Committee.

At any time, the Board may delegate to the Executive Committee the power to call for an unscheduled meeting for the purpose of addressing a specific situation or emergency when it proves impossible or impractical to convene the Board.

The Executive Committee may be delegated by resolution of the Trustees, any or all powers of the Board of Trustees, including discretionary powers which are subject to revocation at any time.

The Board may also defer to the Executive Committee any major financial decisions upon recommendation of the Finance Committee that are above the normal operating budget expenditures. The Executive Committee may not assume any of the fiduciary responsibilities associated with the management of any trust fund for which the Board is responsible.

A quorum of the Executive Committee for any vote shall be six members, one of whom must be the President, Vice President or a designee appointed by the President.

In order for a motion to carry, fifty percent (50%) of the members in attendance, shall be required to vote in the affirmative.

Policy Adopted: August 25, 1992

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Policy Updated: January 19, 2021

The Woodstock Academy  
Woodstock, Connecticut