	EXECUTIVE COMMITTEE (EXECOM) CHARTER	NATCCO MBAI-EXECOM CHARTER	
		Revision Code: 0	Page 1 of 3
Policy Area: Governance		Effective Date: Nov 15, 2018	
		Review Date: July 30, 2025	

1. INTRODUCTION

In accordance with the provisions of the By-Laws, the NATCCO MBAI Board of Trustees holds meetings on a quarterly basis. However, this schedule leaves the operations and emerging matters during the intervening months without direct oversight. The Board recognizes that this arrangement does not align with its critical role as the organization's strategic leadership and tone at the top.

2. PURPOSE


This document aims to provide guidelines on the performance of the Executive Committee (ExeCom) to ensure continuous governance oversight and timely decision-making in between the quarterly meetings of the Board of Trustees. By empowering the Executive Committee to act on urgent and routine matters, NATCCO MBAI reinforces the Board's leadership role and upholds its responsibility to provide strategic direction, responsiveness, and accountability throughout the year.

3. ORGANIZATION

3.1 Membership


- 3.1.1. Composition - The EXECOM shall be composed of the NMBAI Chairperson, Vice-Chairperson, Treasurer and CEO. The Board Secretary shall also act as the Secretary of the EXECOM.
- 3.1.2. Term – The members of the EXECOM shall serve for one (1) year, unless removed or replaced by the Board of Trustees.
- 3.1.3. Vacancy - Any vacancy in the EXECOM caused by the death, resignation, or disqualification of any member, or by any other cause, may be filled by the Board. The member appointed to fill the vacancy shall hold office for the unexpired term, or until a qualified successor shall have been appointed.

- 3.2. Meeting - The EXECOM shall hold meetings during the intervening months of the quarterly board meetings or as often as may be deemed necessary at a time and place determined by its Chairperson. The minutes of the EXECOM meeting will be recorded and maintained by the Secretary and presented to the EXECOM at the next EXECOM meeting for approval.

	EXECUTIVE COMMITTEE (EXECOM) CHARTER	NATCCO MBAI-EXECOM CHARTER	
		Revision Code: 0	Page 2 of 3
Policy Area: Governance		Effective Date: Nov 15, 2018	
		Review Date: July 30, 2025	

4. AUTHORITY & RESPONSIBILITIES

- 4.1 The EXECOM shall exercise the powers and perform the duties of the Board of Trustees during the intervening period between the Board of Trustees.
- 4.2 Up to certain limit and as authorized by the BOT, the EXECOM may approve matters at hand, in accordance with the BOT powers, as listed in Article VI, section 1 of the By Laws.
- 4.3 For matters listed under the powers of the BOT, but the EXECOM has no authorization to approve, EXECOM may recommend approval of the same to the BOT.
- 4.4 It shall act by majority vote of all its members on such specific matters as provided in the By-laws and applicable laws, rules and regulations, except with respect to:
- 4.4.1. approval of any action for which shareholders' approval is also required;
 - 4.4.2. Filling of vacancies in the Board;
 - 4.4.3. amendment or repeal of By-Laws or the adoption of new By-Laws;
 - 4.4.4. amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; and
 - 4.4.5. distribution of cash dividends to the shareholders.
- 4.5 An act of the EXECOM which is within the scope of its powers shall require confirmation by the Board for its validity and effectivity; provided, however, that such act shall be subject to revision by the Board, when necessary. Provided, further, that no rights or acts of third parties shall be affected by such revision.
- 4.6 REPORTING - The Chairperson of the EXECOM or his/her designated representative shall report to the Board of Trustees all actions of the EXECOM at the meeting of the Board following such actions.
- 4.7 CONFIDENTIALITY - The Secretary shall keep and have custody of the records of the EXECOM. Except for information that are required to be disclosed pursuant to law or regulations issued by competent government authorities, the records shall be kept confidential.

	EXECUTIVE COMMITTEE (EXECOM) CHARTER	NATCCO MBAI-EXECOM CHARTER	
		Revision Code: 0	Page 3 of 3
Policy Area: Governance		Effective Date: Nov 15, 2018	
		Review Date: July 30, 2025	

5. EFFECTIVITY

This charter will take effect upon the approval of the Board of Trustees.

6. REVIEW OF CHARTER

The charter will be reviewed by the EXECOM annually. Change/s will be approved by the Board of Trustees.