Executive Committee Charter

The Executive Committee (the “Committee”) of the Board of Governors of the Patient-Centered Outcomes Research Institute (PCORI) is authorized to exercise the powers of the Board as set forth in this Charter and as otherwise authorized by the Board.

Membership
The Committee shall consist of the persons serving as the Board Chairperson, the Board Vice Chairperson, and the Chairs of the Finance and Administration Committee, the Science Oversight Committee, the Engagement, Dissemination, and Implementation Committee, and the Research Transformation Committee, only if each such Chair is a member of the Board of Governors. The Chair of the Governance Committee shall also be a member of the Committee if s/he is not already a member of the Committee due to serving in a position that is already specified as a member of the Committee (i.e., serving as the Board Chairperson or Board Vice Chairperson), but only if such Chair is a member of the Board of Governors.

The Chair of the Committee shall be the Chairperson of the Board, or, if designated by the Chairperson of the Board, the Vice-Chairperson of the Board.

The Vice-Chair of the Committee shall be the Vice-Chairperson of the Board, unless the Chairperson of the Board has designated him/her to serve as the Chair of the Committee. If the Vice-Chairperson of the Board has been designated by the Board Chairperson to serve as the Chair of the Committee, the Board Chairperson shall designate a Vice-Chair of the Committee from among the members of the Committee.

Quorum and Voting
A quorum shall consist of a majority of the members of the Committee. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Any action that may be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Committee, and such written consent is filed with the minutes of the Committee. Such consent shall have the same force and effect as a vote at a meeting.

Committee Operations
The Committee shall meet only upon the call of the Committee Chair or Committee Vice-Chair, provided that reasonable notice has been provided to all Committee members. Meetings of the Committee may be held in person, by teleconference, or by other electronic means that allow appropriate participation by all members.
Action by unanimous written consent of the Committee shall only be requested by the Committee Chair or Committee Vice-Chair.

The Committee may meet in executive session without management present. Minutes of all meetings shall be retained and made available in the same manner as minutes of the Board of Governors.

The Committee shall be staffed by the Executive Director and by such other staff as the Executive Director, with the counsel of the Committee, deems appropriate.

*Committee Authority and Responsibilities*

Subject to compliance with applicable law, the Committee shall only be authorized to make decisions or take action on urgent matters when it is not practical or it is inadvisable to wait until the next Board meeting to make such decision or take such action.

As provided in PCORI’s authorizing law and District of Columbia non-profit law, the Committee shall not have authority to:

- Identify or modify the national research priorities;
- Establish or update the research agenda;
- Adopt or amend the methodological standards developed and updated by the Methodology Committee;
- Adopt or amend the peer-review process for primary research adopted by the Board;
- Authorize distributions;
- Fill vacancies on Board committees, except as permitted by applicable law; or
- Adopt, amend, or repeal Bylaws.

Any decision or action taken by the Committee shall promptly be reported to the Board of Governors and shall be reported at the next meeting of the Board of Governors.

The Board shall periodically review the Committee Charter and the Committee’s performance, and consider whether changes to the Charter may be appropriate.

*History:*

Approved by the PCORI Board of Governors 2/28/2017
Amended and approved by the PCORI Board of Governors 6/19/2018