

FHI 360 GOVERNANCE

FHI 360 is governed by its Board of Directors, which is comprised of up to eleven members plus the Chief Executive Officer, who serves on an ex officio, nonvoting basis. The Board and its standing committees meet in regular session on a quarterly basis. The Executive Committee meets monthly when there is no quarterly meeting of the Board. Members of the Board are listed on this website under [About Us/Leadership](#).

A description of the Board of Directors' standing committees and their membership follows:

Executive Committee

The Board at each annual meeting appoints up to three directors to serve with the Chair and the Vice Chair of the Board as the Executive Committee. The Chair and Vice Chair of the Board serve as Chair and Vice Chair of the Committee. The Chief Executive Officer serves as an ex officio, nonvoting member of the Committee.

During the intervals between meetings of the Board of Directors, the Executive Committee may exercise the powers of the Board of Directors, including, without limitation, the management of the current and ordinary business of the corporation and all other powers of the Board, excepting those powers as specifically excluded in the bylaws.

All actions by the Executive Committee are reported to the Board of Directors at the directors' next meeting and are subject to revision or disapproval by the Board, provided that no rights or acts of third parties are affected by any such revision, alteration or disapproval.

The Executive Committee is comprised of Paul R. De Lay, Chair; Vivian Lowery Derryck, Vice Chair; Philip R. Lochner, Jr.; John E. Newstead; Louise B. (Holly) Wise; and Patrick C. Fine (ex officio/nonvoting).

Audit Committee

The Audit Committee is responsible for oversight of FHI 360 fiscal management and provides reports to the Board on the same. The Committee's oversight includes the reliability and integrity of accounting principles and practices, financial statements and other financial reporting, and related practices followed by FHI 360 management. The Audit Committee has oversight responsibility for (i) the qualifications, independence and performance of the independent auditor, (ii) the establishment by management of an adequate system of internal controls, and (iii) the maintenance by management of practices and processes to assure compliance with applicable laws. Additional Audit Committee duties are as provided in the Audit Committee Charter approved by the Board of Directors.

The Audit Committee is comprised of Philip R. Lochner, Jr., Chair; Janet R. Cowell, Gregory M. Gunn; Cindy Y. Huang; and John E. Newstead.

Corporate Officer Compensation Committee

The members of the Human Resources Committee serve as the Corporate Officer Compensation Committee to establish the compensation of the organization's principal officers.

The Corporate Officer Compensation Committee is comprised of Sheila W. Mitchell, Chair; Janet R. Cowell; and Gregory M. Gunn.

Directors and Governance Committee

The Directors and Governance Committee presents to the Board of Directors nominees for Director, Officer, standing committees, and Family Health International Foundation trustee positions to be filled by the Board of Directors. The Directors and Governance Committee reports to the Board of Directors at each annual meeting and may report to the Board of Directors at other meetings.

The Directors and Governance Committee is comprised of three directors who serve as voting members plus the Chief Executive Officer, who serves as an ex officio, nonvoting member of the Committee. Members are appointed to staggered two-year terms and do not serve for consecutive terms.

The Directors and Governance Committee is comprised of Warren Simmons, Chair; Cindy Y. Huang; Sheila W. Mitchell; Helga Ying; and Patrick C. Fine (ex officio/nonvoting).

Human Resources Committee

The Human Resources Committee, comprised of three directors, reviews with the Chief Executive Officer of the corporation and personnel management:

- (a) Any needed changes in personnel policies and procedures
- (b) Implementation of equal employment and affirmative action efforts
- (c) Any employment-related litigation, investigations, audits or EEOC charges
- (d) The impact of salary ranges on the competitive status and ability of FHI 360 to deliver its programs competently and efficiently
- (e) Recommendations regarding salary ranges applicable to non-officer employees

The Human Resources Committee is comprised of Sheila W. Mitchell, Chair; Janet R. Cowell; and Gregory M. Gunn.

Strategy and Social Performance Committee

The Strategy and Social Performance Committee's primary purpose is to advise FHI 360's Board of Directors and Management on its program strategy with a focus on continually improving and innovating the organization's efforts to achieve greatest social impact.

The Strategy and Social Performance Committee is comprised of Louise B. (Holly) Wise, Chair; Vivian Lowery Derryck; Warren Simmons; and Helga Ying.