

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 on an as-needed basis as called by the Chair or Vice Chair 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 Chair and the Vice Chair of the Board together with the standing committee chairs comprise 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, 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; Cindy Y. Huang, Chair of the Program Impact Committee; Philip R. Lochner, Jr., Chair of the Audit Committee; Warren Simmons, Chair of the Directors and Governance Committee; 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; Aron Betru; Janet R. Cowell; Gregory M. Gunn; Jacqueline J. Mahal; Sheila W. Mitchell; and John E. Newstead.

Corporate Officer Compensation Committee

The members of the Executive 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 Paul R. De Lay, Chair; Vivian Lowery Derryck, Vice Chair; Cindy Y. Huang; Philip R. Lochner, Jr.; Warren Simmons; and Patrick C. Fine (ex officio/nonvoting).

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 is comprised of at least three directors who serve as voting members plus the Chief Executive Officer, who serves as an ex officio, nonvoting member of the Committee. Members serve no more than three consecutive one-year terms.

The Directors and Governance Committee is comprised of Warren Simmons, Chair; Janet R. Cowell; Cindy Y. Huang; Philip R. Lochner, Jr; John Newstead; and Patrick C. Fine (ex officio/nonvoting).

Program Impact Committee

The Program Impact Committee's primary purpose is to advise on FHI 360 systems, policies and processes that enable, enhance and drive social impact, including, but is not limited to, those related to monitoring, evaluation, learning, and communicating impact.

The Program Impact Committee is comprised of Cindy Huang, Chair; Aron Betru; Vivian Lowery Derryck; Gregory M. Gunn; Jacqueline J. Mahal; Sheila W. Mitchell; and Warren Simmons.