



SWOPE COMMUNITY ENTERPRISESSM

Innovative Solutions for Healthier Communities[®]

SCE BOARD

4 times per year

Ratifies proposals vetted by various committees not specifically delegated to the committee.

Approves significant transactions or decisions that are deemed beyond the committee's normal authorities.

Nominations and Corporate Governance Committee

2-4 times per year

Define Bylaws/Articles and approve modifications to system agreement

Maintain Conflict of Interest compliance

Nominate new board members

Evaluate the board

Gary Brown is management liaison to committee/board

Compensation Committee

2-4 times per year

Define CEO compensation

Define VP and above compensation ranges

Oversee succession planning and management development

Verneda Robinson is management liaison to committee/board

Executive Committee

2-4 times per year

Meets on an ad-hoc basis when significant event occurs or decision needs to be made and cannot wait for regularly scheduled full board meeting

E. Frank Ellis would initiate request for meeting

Finance & Audit Committee

2-4 times per year

Approve audit process (internal and external) and priorities and review 990's

Confirm (with CEO) that adequate controls are in place and being followed to manage risk

Verneda Robinson (with Pat Kaufman's assistance) is management liaison to committee/board

Investment Committee

2-4 times per year

Manage and monitor investment portfolio consistent with Investment Policy

Pat Kaufman is management liaison to committee/board