



Policy 135

Executive Committee Policy

Section: 100 - General Administration

Responsible Executive: Chief Executive Officer (or highest level administrator in organization)

Responsible Department: Executive Office

First Effective Date: April 17, 2026

Last Reviewed: April 2026

Next Scheduled Review: June 2029

1.0 PURPOSE

- 1.1. To outline the duties, roles, and responsibilities of the Executive Committee and provide guidance on the membership, selection, and appointment to the Committee.

2.0 BACKGROUND

- 2.1. The Board of Directors ("Board") has a responsibility over the activities, affairs, and corporate powers of the Cal Maritime Corporation ("Corporation"). To facilitate fulfilling its duty, the Board delegates certain responsibilities and corporate powers to management of the Corporation. In addition, the Board reviews the Corporation's operations on a quarterly basis.

3.0 POLICY

- 3.1. Executive Committee. An Executive Committee ("Committee") will be created to assist the Board in fulfilling its responsibilities by providing direction for the board, steering them toward the most important issues, and helping to prioritize board meeting agendas. The Committee will inform the adoption, publication, and distribution of all agendas for board meetings, in addition to approving the location of board meetings. The Committee will review quarterly and annual board meeting agendas, advise on format for board meetings, and analyze any pertinent supporting data and reports. The Committee will report to the full board the outcome of its meetings. In reporting to the Board, the Committee would ensure that the Board is alerted to any critical or important matters the Corporation is facing or is expected to face. Any advice or recommendations by the Committee for policy changes or board action that only the Board may make must be reviewed and approved by the Board prior to implementation.
 - 3.1.1. Membership. The Chair, the Vice Chair, the Secretary and the Treasurer of the Board, and the Chief Executive Officer of the Corporation shall constitute the Executive Committee.
 - 3.1.2. Responsibilities. The Committee will provide direction to the Board on important issues, helping to prioritize board meeting agendas, and making the Board aware of critical or important existing or projected operational risks the Corporation is facing or is expected to face. Duties and responsibilities of the Committee include:
 - 3.1.2.1. Review and approve quarterly and annual board meeting agendas.
 - 3.1.2.2. Review and approve quarterly and annual board meeting locations.
 - 3.1.2.3. Consult with the chief executive officer and advise him or her on important matters.
 - 3.1.3. Support to Committee. The chief executive officer (or highest level administrator of corporation, if different title), will provide reports, information and support, as needed, to assist the Committee in its role. The chief executive officer will also ensure staff support for the Committee is adequate to meet the needs of the Committee.

- 3.2. Reports to the Board. Committee Chair will report to full board at each meeting. The chief executive officer will support committee reports with updates on actions from committee recommendations.

4.0 DEFINITIONS

- 4.1. Chief Executive Officer. The Corporation staff member charged with primary responsibility for the Corporation operations in compliance with Board policies, and working directly with the Committee. If this position is not filled or title has changed, this will be the highest level administrator in the organization.

5.0 PROCEDURES, GUIDELINES AND FORMS

- 5.1. The chief executive officer shall provide appropriate staff support to the Committee to carry out the above policy.
- 5.2. The Committee is authorized to establish, procedures, guidelines and forms consistent with and in implementation of this policy

6.0 COMPLIANCE

- 6.1. All Corporation units, departments and personnel must comply with this policy.

7.0 REFERENCES AND RELATED POLICY

- 7.1. None.