

# **NSTAR BOARD OF TRUSTEES**

## **Executive Committee**

### **Charter**

(Established by vote of the Board of Trustees dated May 1, 2003)

#### Purpose

As provided in Section 2.8 of the NSTAR Bylaws, the Executive Committee shall have and exercise the powers of the Board of Trustees in the intervals between meetings of the Board, except that the Executive Committee shall not exercise those powers of the Board which by law or by the NSTAR Declaration of Trust or Bylaws the Board is prohibited from delegating.

#### Composition

Members of the Executive Committee shall include the Chairman of the Board, the Chief Executive Officer, the President, the Chairpersons of the other Committees of the Board, and such other trustees as the Board shall elect, provided that at all times the Executive Committee shall be composed of a majority of outside, non-employee trustees.

#### Duties

The duties of the Executive Committee shall include, but not be limited to:

1. Serving as a sounding board for the Chief Executive Officer in the formation and development of the Company's strategic efforts.
2. Recommending to the Board the successor to the Chief Executive Officer when a vacancy occurs.
3. Carrying out such other responsibilities as deemed appropriate by the Board of Trustees.