
Executive Committee Charter

Membership, Meetings and Compensation

The Executive Committee (the “Executive Committee”) of the Board of Directors (the “Board”) of Unitil Corporation shall be appointed by the Board annually and shall consist of a minimum of three (3) independent, non-employee members of the Board. Additional Board members may be appointed by the Board to serve on the Executive Committee. The members of the Executive Committee are subject to removal at any time by a majority of the Board. Any vacancy may be filled by the Board. The Executive Committee’s powers and authority may be modified at any time by vote of the Board.

The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. Unless otherwise determined by the Board, the Executive Committee may appoint a chairman and a secretary and such other officers of the Executive Committee as it may deem advisable, and may determine (a) the time and place of each meeting thereof, (b) the notice of meetings to be given to members and (c) all other procedural questions which may arise in connection with the work of the Executive Committee.

The Executive Committee shall hold meetings during each calendar year as necessary to fulfill its duties and responsibilities. The Executive Committee may request members of management or others to attend meetings or to provide relevant information. The Executive Committee shall meet in executive session, absent all members of management, as the Executive Committee may deem appropriate or necessary in its sole discretion.

The only compensation that an Executive Committee member shall receive from the Company is an annual retainer fee for serving on the Board and committees thereof. The Company shall also provide reimbursement for all out-of-pocket expenses incurred in connection with meeting attendance.

Power, Authority, Duties and Responsibilities

The Executive Committee represents the Board, discharging its oversight responsibilities with the following power and authority and carrying out the following duties and responsibilities:

- A) To act on behalf of the Board when necessary between scheduled Board meetings.
- B) To recommend to the Board for approval the Directors to serve on each standing committee.
- C) To receive comments and feedback from all Directors and report to the Board with a summary of the Board’s Annual Evaluation.
- D) To conduct an annual evaluation of the Chairman and Chief Executive Officer to be presented to the Board for discussion and review.



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- E) To work with management to identify and assess key business risks; and to implement appropriate risk management policies, practices and plans to mitigate such risks to the Company.
 - F) To provide the CEO advice and counsel on new ideas, and emerging industry and regulatory issues.
 - G) To independently retain, engage, or obtain the advice of outside legal counsel, special consultants or other experts or advisers (each, an “Adviser”) to advise the Executive Committee on any matter as it may deem appropriate or necessary in its sole discretion; direct responsibility for the appointment, terms of retention, and oversight of the work of any Adviser retained by the Executive Committee; and sole authority to determine appropriate funding to be provided by the Company for the payment of reasonable compensation to an Adviser retained by the Executive Committee.
 - H) To review and assess the adequacy and accuracy of the Executive Committee Charter on an annual basis.
 - I) To participate in the annual Committee Self-Evaluation process.

The existence and activities of the Executive Committee do not alter the traditional roles and responsibilities of the Company's management. The Executive Committee may delegate authority to individuals or subcommittees when it deems appropriate. However, in delegating authority, the Executive Committee shall not absolve itself from the responsibilities it bears under the terms of this Charter.

The Executive Committee shall undertake any other action or exercise such other powers, authority, duties, and responsibilities as necessary or appropriate to the discharge of the responsibilities and duties set forth in this Charter or the Company's Bylaws, or otherwise required by the listing standards of the New York Stock Exchange or other applicable laws, rules or regulations, or as shall otherwise be determined by the Board.

Current Charter: Reviewed and Approved October 25, 2017.