

Board Committee Structure

Generally, the success of any committee structure for a board of directors rests in the commitment of the full board and its members to that structure. Committees are only effective in advancing the work of the board when their purpose: is clearly stated; constitutes real and substantive work; assists the board in making decisions; and is respected by all board members. The following committee structure reinforces a sustainability approach to board service. It tasks each committee with developing and accessing sustainability in each of an organization's core functional areas - leadership, programs, finance, and operations - while leaving assessment of overall mission fulfillment and organizational sustainability to the full board. Committees focus on both governance and operations issues within each area, reinforcing the connection between the two.

❖ Leadership Sustainability Committee

Charged with identifying, recruiting, cultivating, and assessing the leadership necessary to develop strategy, carry out mission, and make decisions that lead to vision fulfillment

- Governance
 - Board Assessment
 - Effectiveness in conducting own business (individual and as a whole)
 - Ability to provide needed support and guidance to operations
 - Recruitment
 - Orientation
 - Officer Assessment and Development
 - Assess leadership needs of the board
 - Identify and cultivate future leaders
- Operations
 - Executive Assessment
 - Assess leadership needs of the organization
 - Assess specific skills of the chief executive(s)
 - Salary Composition and Comparison
 - Leadership Succession
 - Evaluate leadership sustainability in to the future
 - Executive Transition

❖ Financial Sustainability Committee

Charged with ensuring the organization's business model attracts and allocates resources to meet current mission fulfillment needs while establishing a foundation for the future

- Business Model Assessment
 - Evaluate efficacy of underlying assumptions
 - Assess sustainability into the future
- Financial Reporting
 - Monthly Statements / Dashboards
 - 990
 - Audit

- Budget
 - Annual strategy
 - Annual budget development / review
 - Capital budget development / review
- Revenue Development
 - Fundraising (Can be a Task Force since fundraising is very “task” oriented)

❖ **Program Sustainability Committee**

Charged with developing, maturing, and eliminating programs to ensure efficacy, mission alignment, and furtherance of vision fulfillment.

- Mission-Program Alignment
- Program Evaluation
 - Assess program model (logic model) sustainability into the future
 - Assess effectiveness
 - Assess efficiency
- Program Development

❖ **Operations Sustainability Committee**

Charged with ensuring the current effectiveness and future foundation of organizational infrastructure to support effective mission fulfillment through enactment of policies and procedures that mitigate risk, ensure efficient operations, and support succession

- Infrastructure / Systems Assessment
- Staffing Resource Assessment (not evaluating staff or determining roles – rather ensuring coverage and skills alignment with functional needs)
- Marketing / PR Assessment
- Operations Policies
- Continuity of Service / Risk Assessment

❖ **Committee of the Whole (Full Board)**

Charged with ensuring overall organizational sustainability

- Crisis Management and Leadership (Financial / Executive Transition / Legal / ...)
- Mission Assessment/Realignment
- Mission Fulfillment Criteria
- Mission and Strategic Goals
- Overall Oversight / Accountability
- Review and Approval of Committee Action

Leadership Sustainability Committee Charter

Charge

The purpose of the Leadership Sustainability Committee is to engage in identifying, recruiting, cultivating, and assessing the leadership necessary to develop strategy, set vision, and make decisions that lead to mission fulfillment

Authority and Responsibilities

Governance

Board Operations Assessment

Conduct regular assessments (at least bi-annually) of the board of directors and its operations to determine effectiveness in conducting its own business. Determine specific procedural and/or structural changes needed to advance the overall work of the board, periodically reviewing bylaws to ensure compliance and relevance.

Board Member Recruitment

Conduct regular assessments of board composition to determine the leadership, diversity, talent, skills, personalities, constituent representation, and commitment needed to support effective group dynamics and further the board's work supporting mission fulfillment. Develop and maintain a process for identifying, cultivating, recruiting, and nominating new board members that meet the needs identified by the composition assessment. Inform the full board of each members' expected involvement in the process.

Board Member Orientation & Training

Develop and maintain a process for orienting new board members to the organization and the board, including clear job descriptions, organizational documents and materials (mission, vision, strategic/action plans, bylaws, program descriptions, mission fulfillment criteria, financials, past meeting minutes, org chart, etc.), and specifics on how the board operates. Maintain an ongoing professional development process for the board assessing, identifying, and coordinating training for the board.

Board Officer and Committee Chair Recruitment and Development

Assess board leadership needs at the officer and board chair levels to ensure effective operations of board and committee functions. Develop a process for identifying and developing future leaders, periodically reviewing job descriptions for all leadership positions to ensure alignment with needs and attractiveness to future leaders.

Operations

Executive Leadership Assessment & Advancement

Regularly and systematically assess the performance of the chief executive/senior staff leader against his/her job description and any other clearly articulated and agreed-upon performance criteria, ensuring that the process provides the board with the appropriate information needed to assess the leader's ability at advancing mission fulfillment and managing efficient and effective operations. Determine professional development needs/aspirations of the leader and develop, implement, and monitor a plan for meeting them. Evaluate the chief executive's compensation to ensure that it is commensurate with job expectations and skills requirements, and that it reasonably aligns with industry/sector standards for comparable organizations.

Leadership Succession and Transition

Regularly evaluate the leadership needed to advance mission fulfillment of the organization determining the appropriate skills, expertise, and talent required today and into the future. Determine and monitor the leadership structure that is best for the organization. Establish and maintain a process for developing future leaders that is equitable and inclusive and create and review succession plans that will facilitate future leadership change, either planned or unplanned. Plan for and manage the executive transition process when leadership change occurs (this function may be accomplished by an ad-hoc task force that serves under the direction of the committee)

Educate the Board

Regularly report on leadership performance and potential changes to the board. Invite interested board members to participate in committee activity on an ad-hoc basis when appropriate (such participation is as a non-voting member). Inform full board of resource needs and expected level of board member engagement in leadership support activities.

Execute other such duties as delegated by the full board.

Organization

Review of Charter

This charter shall be reviewed and reassessed by the committee at least annually, and any proposed changes shall be submitted to the board for approval.

Membership/Structure/Quorum

The Leadership Sustainability Committee shall consist of at least three but no more than seven members, including ex officio members. The committee chair shall be an active board member appointed by the board chair. The chief executive shall be a non-voting, ex officio member of the committee. At least three members of the committee must be board members. Committee members should have program content expertise.

Meetings

The committee shall convene at least once between full meetings of the board. A quorum of any meeting of the committee shall consist of a majority of its voting members. Committee members may participate by teleconference.

Agenda, Minutes, and Reports

The chair, in collaboration with the staff designee, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent to committee members at least 10 days in advance of the meeting. Minutes for all meetings shall be drafted by a designated committee member, reviewed by the committee chair, approved by committee members at the following meeting, and approved by the full board at the meeting directly following committee approval.

Financial Sustainability Committee Charter

Charge

The purpose of the Financial Sustainability Committee is ensuring that the organization's business model generates and allocates resources to meet current mission fulfillment needs while establishing a foundation for the future and that the organization actively engages in financial planning, budgeting, and remains financially healthy.

Authority and Responsibilities

Business Model Assessment

Using mission fulfillment criteria, develop, articulate, and continually evaluate the business model employed by the organization to acquire and allocate needed resources for effective and efficient governance and operations. Determine sustainability of the business model into the future and make recommendations for change to the full board. Consult with the Program Sustainability Committee to ensure program-level financial models align with the overall organizational business model.

Budget Development

Facilitate annual strategic budgeting process working with the full board, each of the board committees, and staff to determine the strategic goals, organizational changes, and reserve and investment strategy that will serve as the parameters of the annual operational and multi-year capital budgets. Process should include: engaging staff (or delegate if reasonable) in building a good faith, reasonable budget that includes realistic projected revenue and reliable expense models based on agreed-upon budget parameters; reviewing draft budget and presenting it to the full board; and, ensuring full board approval of budget(s).

Financial Reporting

Establish appropriate financial reports / dashboards that translate general accounting reports into meaningful tools for board members and staff to use to monitor fiscal health, determine progress against budget and cash flow projections, and measure efficiency of resource allocation for mission fulfillment. Consult with the Program Sustainability Committee to ensure program evaluation is connected to financial reporting. Delegate regular reporting function as appropriate, ensuring reports are accurately produced and distributed on a regular and timely basis. Ensure annual IRS Form 990, state tax filings, and the annual report are completed.

Financial Oversight

Regularly (at least quarterly) review standard financial and accounting reports to assess overall fiscal health, adherence to budget and cash flow projections, potential fraud or accounting errors, and indicators of the strength or weakness of the business model. Evaluate the financial sustainability of the organization, given current and predictable changes in the future. Engage, manage, and review annual external audit process and results if mandated by law or other agency (engagement and management may be delegated to senior financial staff if applicable). Inform the full board of any findings, conclusions, and/or recommendations.

Revenue Development

Using the scope of the approved budget(s) and/or any unforeseen changes, determine the specific revenue needs of the organization. Identify the strategies and resources that will be needed to achieve revenue goals and determine board members' role(s) in supporting/generating fee-for-service, in-kind, and fundraising revenue (including individual board member contributions). Evaluate the long term sustainability of the revenue model. Monitor revenue generation and delegate tasks throughout the organization based on the staff and volunteer resources available. Inform full board of resource needs and expected level of board member engagement in revenue generation activities.

Educate the Board

Regularly report on financial performance and changes to the board. Invite interested board members to participate in committee activity on an ad-hoc basis when appropriate (such participation is as a non-voting member).

Execute other such duties as delegated by the full board.

Organization

Review of Charter

This charter shall be reviewed and reassessed by the committee at least annually, and any proposed changes shall be submitted to the board for approval.

Membership/Structure/Quorum

The Financial Sustainability Committee shall consist of at least three but no more than seven members, including ex officio members. The Treasurer shall serve as the committee chair unless the Treasurer is not an active, voting board member, in which case, the committee chair shall be appointed by the board chair. The chief executive or his/her senior financial staff shall be a non-voting, ex officio member of the committee. At least three members of the committee must be board members. Committee members should have comfort and understanding of financial content.

Staff Designee

The chief financial and development staff, if applicable, shall be staff to the committee.

Meetings

The committee shall convene at least once between full meetings of the board. A quorum of any meeting of the committee shall consist of a majority of its voting members. Committee members may participate by teleconference.

Agenda, Minutes, and Reports

The chair, in collaboration with the staff designee, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent to committee members at least 10 days in advance of the meeting. Minutes for all meetings shall be drafted by a designated committee member, reviewed by the committee chair, approved by committee members at the following meeting, and approved by the full board at the meeting directly following committee approval.

Program Sustainability Committee Charter

Charge

The purpose of the Program Sustainability Committee is to engage in developing, maturing, and eliminating programs to ensure efficacy, alignment, and furtherance of mission fulfillment.

Authority and Responsibilities

Program Performance Evaluation & Elimination

Using mission fulfillment criteria, review existing programs based on the effectiveness and efficiency with which they meet and/or mitigate the community needs targeted by your mission. Determine overall relevance to mission and sustainability of the program design/model and identify need for change/elimination if necessary.

Program Development & Maturation

Using scope of mission and mission fulfillment criteria, determine specific community needs requiring attention and re-align existing programs or develop new programs with clearly articulated programmatic and financial models to meet those needs.

Oversight of Program Implementation

Identify the strategy and resources necessary to re-align and/or develop programs. Ensure staff have access to resources needed including finances, in-kind resources, and/or volunteers. Delegate authority to staff leadership for management of the organization's programs upon approval of the full board and/or clearly articulate committee's role as "manager" and its relationship to staff leadership.

Educate the Board

Regularly report on program performance and changes to the board. Invite interested board members to participate in committee activity on an ad-hoc basis when appropriate (such participation is as a non-voting member). Consult with the Financial Sustainability Committee to ensure program evaluation is connected to financial reporting. Inform full board of resource needs and expected level of board member engagement in programmatic support activities.

Execute other such duties as delegated by the full board.

Organization

Review of Charter

This charter shall be reviewed and reassessed by the committee at least annually, and any proposed changes shall be submitted to the board for approval.

Membership/Structure/Quorum

The Program Sustainability Committee shall consist of at least three but no more than seven members, including ex officio members. The committee chair shall be an active board member appointed by the board chair. The chief executive shall be a non-voting, ex officio member of the committee. At least three members of the committee must be board members. Committee members should have program content expertise.

Staff Designee

The chief programming staff shall be staff to the committee.

Meetings

The committee shall convene at least once between full meetings of the board. A quorum of any meeting of the committee shall consist of a majority of its voting members. Committee members may participate by teleconference.

Agenda, Minutes, and Reports

The chair, in collaboration with the staff designee, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent to committee members at least 10 days in advance of the meeting. Minutes for all meetings shall be drafted by a designated committee member, reviewed by the committee chair, approved by committee members at the following meeting, and approved by the full board at the meeting directly following committee approval.

Operations Sustainability Committee Charter

Charge

The purpose of the Operations Sustainability Committee is ensuring the current effectiveness and future foundation of organizational infrastructure to support effective mission fulfillment through enactment of policies and procedures that mitigate risk, ensure efficient operations, and support succession.

Authority and Responsibilities

Infrastructure / Systems Assessment

Using the scope of the mission and mission fulfillment criteria, evaluate the quality, health, and sustainability of the organization's infrastructure. Consider the present and future needs of the organization to determine what facilities, technology, durable goods, land, service contracts, etc. are in place, in need of repair or development, and/or need to be acquired in order to support effective and efficient mission fulfillment today and into the future. Working with staff, other committees, and experts in the field, identify priority areas for investment and develop plans for the replacement and implementation of infrastructure. Make recommendations to the board for consideration as part of the operations and capital budget. Monitor and manage implementation (may be delegated if appropriate) of new infrastructure investments.

Staffing Resource Assessment

Using the scope of the mission and mission fulfillment criteria, develop and assess the staffing and volunteer structure of the organization to ensure that functional needs are being met to support effective mission fulfillment and that a reliable performance evaluation system is in place and utilized. As part of the assessment, review and ensure that the compensation structure throughout the organization is reasonable and comparable to industry/sector standards. (*Important Note: This committee, or the board as a whole, should not be engaged in individual level performance evaluation or salary determinations except for senior leadership staff)

Continuity of Service / Risk Assessment

Regularly assess organizational risk, both environmental (outside of the control of the organization) and structural (within the control of the organization). Working with staff, other committees, and experts in the field, develop, recommend, and manage implementation (may be delegated if appropriate) of risk mitigation strategies that strengthen continuity of service and are appropriate to the level of exposure and available resources of the organization.

Policies

Evaluate the need for governance and operations policies that ensure integrity, provide legal protection, promote succession, and improve accountability and decision making. Working with staff, other committees, and experts in the field, identify priority areas for review and implementation and determine timelines for policy development. Form ad-hoc task forces / sub-committees with specific charters related to the review, development, and/or implementation of policy. Submit policies for review and approval of the full board when appropriate. Monitor organizational compliance with policies.

Educate the Board

Regularly report on operations performance and changes to the board. Invite interested board members to participate in committee activity on an ad-hoc basis when appropriate (such participation is as a non-voting member). Inform full board of resource needs and expected level of board member engagement.

Execute other such duties as delegated by the full board.

Organization

Review of Charter

This charter shall be reviewed and reassessed by the committee at least annually, and any proposed changes shall be submitted to the board for approval.

Membership/Structure/Quorum

The Operations Sustainability Committee shall consist of at least three but no more than seven members, including ex officio members. The committee chair shall be an active board member appointed by the board chair. The chief executive shall be a non-voting, ex officio member of the committee. At least three members of the committee must be board members. Committee members should have program content expertise.

Staff Designee

The chief executive shall be staff to the committee.

Meetings

The committee shall convene at least once between full meetings of the board. A quorum of any meeting of the committee shall consist of a majority of its voting members. Committee members may participate by teleconference.

Agenda, Minutes, and Reports

The chair, in collaboration with the staff designee, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent to committee members at least 10 days in advance of the meeting. Minutes for all meetings shall be drafted by a designated committee member, reviewed by the committee chair, approved by committee members at the following meeting, and approved by the full board at the meeting directly following committee approval.