**NLN Affiliated Constituent League**

**Policy and Procedure**

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| policy number | **7.2** |
| policy name | Committee Job Descriptions |
| **date of origin** | (Date) |
| purpose | * Provides descriptions for committees. |
|  | **Executive Committee Job Description**   1. Participates in selection, supervision, and evaluation of the chief executive. 2. Approves and/or assists in long-range planning. 3. Reviews the financial status of the organization and progress towards goals, biannually. 4. Establishes procedures for maximum utilization of board member potential, including  * Evaluation of board functions * Yearly evaluation of board members according to job description * Review of each board’s member’s activity and participation * Board development and education  1. Recommends new board members. |
| 1. **policy** | **GOVERNANCE COMMITTEE JOB DESCRIPTION**  The governance committee is commissioned by and responsible to XYZ board to ensure board effectiveness, maximum participation and performance; to recommend new board members in a timely fashion; to ensure board policies are being observed; to implement board development and growth opportunities throughout the year; to ensure all board members receive orientation; and to annually recommend a slate of officers to the board for approval.  The governance committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board. The focus of the committee revolves around the following five major areas:   1. **Board Role and Responsibilities**    1. Leads the board in regularly reviewing and updating the board’s statement of its role and areas of responsibility, and the expectations of individual board members    2. Assists the board in periodically updating and clarifying the primary areas of focus for the board — the board’s agenda for the next year or two, based on the strategic plan 2. **Board Composition**    1. Leads in assessing current and anticipated needs for board composition, determining the board’s knowledge, attributes, skills, abilities, influence, and access the board will need to consider in order to accomplish future work of the board    2. Develops a profile of the board as it should evolve over time    3. Identifies and presents potential board member candidates and explores with each candidate his or her interest and availability in board service    4. Nominates individuals to be elected as directors of the board    5. In cooperation with the board chair, meets annually with each board member to assess his or her continuing interest in board membership and term of service. Works with each board member to identify the appropriate role he or she might assume on behalf of the organization. 3. **Board Knowledge**    1. Designs and oversees a process of board orientation, including information prior to election as a board member and information needed during the first cycle of board activity for new board members    2. Designs and implements an ongoing program of board information and education for all board members 4. **Board Effectiveness**    1. Leads the periodic assessment of the board’s performance; proposes, as appropriate, changes in board structure, roles, and responsibilities    2. Provides ongoing counsel to the board chair and other board leaders on steps they might take to enhance board effectiveness    3. Regularly reviews the board’s practices regarding member participation, conflict of interest, confidentiality, etc., and suggests improvements as needed    4. Periodically reviews and updates the board’s policy guidelines and practices 5. **Board Leadership**    1. Takes the lead in succession planning, taking steps to recruit and prepare for future board leadership    2. Nominates board members for election as board officers |
|  | **FINANCE AND AUDIT COMMITTEE JOB DESCRIPTION**  The finance and audit committee coordinates the board’s financial oversight responsibilities by recommending policy to the board, interpreting it for the staff, and monitoring its implementation. The committee also provides board oversight of the organization’s financial audit.  The finance and audit committee monitors the organization’s financial records; reviews and oversees the creating of accurate, timely, and meaningful financial statements to be presented to the board; reviews the annual budget and recommends it to the full board for approval; monitors budget implementation and financial procedures; reviews internal financial controls; monitors budget assets; monitors compliance with federal, state, and other reporting requirements; reviews the organization’s insurance coverage; and helps the full board understand the organization’s finances.  The finance and audit committee also ensures that the organization has an independent audit of its financial statements annually, recommends the independent auditors for full board approval, receives the audit report and any other reports relating to the audit or to the assets and collection management practices of XYZ, and periodically reports the auditor’s findings and recommendations to the board.  The finance and audit committee shall consist of not fewer than \_\_ board members. The members of the finance and audit committee shall be elected for \_\_-year terms by the board at the annual meeting. Committee members should have a strong background in accounting, finance, or business. The board treasurer should chair this committee.   1. **Ensure that accurate and complete financial records are maintained**.    1. Monitor income and expenditures against projections.    2. Review and recommend financial policies to the board, including ensuring adequate internal controls and maintaining financial records in accordance with standard accounting practices. 2. **Ensure that accurate, timely, and meaningful financial statements are prepared and presented to the board.**    1. Present quarterly or monthly financial statements to the board. 3. **Budget and oversee financial planning.**    1. Propose for board approval a budget that reflects the organization’s goals and board policies.    2. Ensure that the budget accurately reflects the needs, expenses, and revenue of the organization. 4. **Safeguard the organization’s assets.**    1. Review proposed new funding for financial implications, recommending approval or disapproval to the board.    2. Ensure that the organization has the proper risk management provisions in place, including appropriate insurance coverage for the organization and for the board. 5. **Help the full board understand the organization’s financial affairs**.    1. Ensure that the board as a whole is well-informed about the organization’s finances.    2. Take measures to educate the board on areas that need further explanation. 6. **Ensure compliance with federal, state, and other requirements related to the organization’s finances.**    1. Ensure that the organization maintains adequate insurance coverage. 7. **Ensure that the IRS Form 990 or any other forms required by government are filed completely, correctly, and on time.** |
|  | * **Compensation**: Boards that are too large and unwieldy to manage the compensation process as a group may delegate oversight of the chief executive’s compensation to a special committee or task force. A smaller committee can devote its attention as needed to the often detailed process of managing compensation matters. Some compensation committees also review other staff compensation levels, set annual performance objectives with the chief executive, and facilitate the chief executive’s performance review. * **Strategic Planning**: Strategic planning is usually a periodic activity that requires participation by board and senior staff members. The board’s role is to establish strategic direction, and the staff’s role is to flesh out goals and create a plan that will guide the organization for the next several years. A strategic planning committee or task force can help ensure that the planning process is well structured, involves the right people at the right time, and integrates all aspects of the organization. Often, a temporary committee will guide the planning process through the approval stage and put mechanisms in place for the full board to monitor progress against the plan.  **Purpose** The purpose of the strategic planning committee is to promote, coordinate, and oversee planning across the organization. It will attempt to link XYZ’s programs and services with its mission, markets, and resources. In meeting the challenges of external as well as the internal environment, it will strive to display and foster strategic thinking, timely action, and adequate communication.   **Charge**   * + Assist the chief executive in formulating, advancing, and communicating a vision for the future of XYZ.   + Coordinate the work of other groups involved in planning and integrate their products into a coherent set of action plans.   + Identify strategic issues and options through ongoing analysis of XYZ’s internal strengths and weaknesses in relation to its external opportunities and threats.   + Prepare and periodically update planning assumptions.   + Ascertain the need for outside planning expertise and retain consultants as appropriate.   + Oversee and monitor the implementation of plans to ensure that they are carried out.   + Promote and evaluate the continuous assessment and benchmarking of planning efforts.   + Oversee the work of those committees and task forces charged with responsibility for implementing policies related to strategic planning activities.   + Ensure adequate communication and consultation about planning issues and process with XYZ’s stakeholders.      * **Communications and Public Relations**: While communications and public relations are primarily staff-driven functions, board members often get involved at two levels: oversight and direct support. Board members, because of their personal and professional relationships, can be helpful in leading and supporting outreach activities. A designated committee may help develop, implement, and oversee a public relations plan; suggest strategies for how best to communicate with media and community leaders; recommend ways to involve individual board members in communication efforts; and help the board monitor its reputation.  The communications committee shall be composed of no fewer than \_\_ board members and, at the discretion of the board, up to \_\_ non–board members. It shall be staffed by the director of communications. The committee is charged with engaging the board in developing and disseminating the organization’s messages. It is responsible for:    + Ensuring adequate resources (e.g., staff, expenses) to implement the organization’s communications plan   + Supporting the staff in implementing the communication plans (e.g., using approved materials in its outreach on behalf of the organization, identifying potential contacts from target audiences)   + Monitoring and evaluating the quality and effectiveness of the organization’s communications vehicles. Reviewing reports prepared by the staff about the impact of communications activities. * **Membership**: Many associations use a membership committee to engage board members in recruiting and retaining members. For associations with dedicated membership staff, a committee can help shape strategy and monitor progress for the membership program. For smaller associations with few or no staff, the board may also play an active role in defining membership criteria and benefits of membership, and recruiting new members.   **Objectives**   The committee objective is to retain existing members and bring new members into the association.  **Organization**   * + The membership committee shall consist of a chair and at least \_\_ and no more than \_\_ additional members. The board chair shall appoint the chair and members of the committee. The chair will attempt to appoint an equal number of members from each state. Each state must be represented by a minimum of one member. The chair-elect may serve as the membership chair.   **Activities**   * + Provide guidance to the association in membership retention and recruitment, and improving member services.   + Provide guidance to association chapters on effectively using membership recruitment programs.   + Ensure that lists of members are maintained and that membership directories are periodically updated and distributed.   + Present a written report at the annual meeting that includes a list of current members by categories and by chapter, the purge list, and a new member list as of December 31 of the previous year.      * **Grantmaking**: Grantmaking committees are specific to private and community foundations that annually distribute part of their assets to public charities whose work the foundation elects to support. Particularly in smaller foundations with no or few staff members, these committees often consist of board members who meet on scheduled dates to select and approve recipients of funds. These committees follow overall grantmaking guidelines approved by the board and that reflect the mission of the foundation. |

Revision Dates: