

BOARD COMMITTEES ROLES AND RESPONSIBILITIES

OVERVIEW OF COMMITTEES

As outlined in MACC's Bylaws Section 3.12, the corporation has four (4) standing committees, as follows:

- A. Governance Committee (Chaired by the Board Vice Chair)
- B. Finance Committee (Chaired by the Board Treasurer)
- C. Membership Committee (Chaired by MACC Board Member)
- D. Executive (Chaired by the Board Chair)

The purpose of the committees is to provide counsel and advice to the full Board regarding its respective areas of work, and via meetings conducted outside of full Board meetings, to perform work or handle tasks in support of the Board's overall agenda. Committees make recommendations to the full Board regarding various actions, which are then (as needed) formally approved by the full Board via its approval processes.

Detail on MACC's committees is as follows:

Governance Committee

Role and Duties: The Governance Committee's role is to ensure the strength and sustainability of MACC's governance functions including its Board of Directors. This includes oversight and work in the following areas:

- Board development including recruitment and nomination of new members
- Ensuring that the Board is diverse and includes appropriate skills and representation
- Oversight of the annual election process for Directors
- Responsibility for the Bylaws of the corporation, and any changes needed
- Overseeing periodic self-assessment of Board performance
- Board effectiveness and improvement initiatives, as needed

Meeting Schedule: Meetings are conducted as Directed by the Committee Chair, generally no less than quarterly.

Chaired By: Board Vice Chair

Committee Membership: Governance Committee members are elected by the Board of Directors on an ad hoc basis as needed (but no less frequently than once per year, typically in January) as

part of full Board meetings. Committee members (other than the Chair) may, but are not required to be, also members of the Board of Directors. This Committee strives to include members who:

- Have a diverse range of backgrounds and experiences
- Are knowledgeable of good governance practices (or interested to learn)
- Have served on other Boards of Directors previously
- Are willing to question current practices and suggest better ways of doing things
- Are committed to the Mission, Vision, and Values of MACC

Finance Committee

Role and Duties: The Finance Committee's role is to ensure the financial strength and sustainability of MACC. This includes oversight and work in the following areas:

- Oversee and advise management on development of the organization's annual budget; recommend the final budget for approval by the full Board of Directors (typically in November)
- Review interim financial progress reports throughout the year (typically quarterly)
- Report to the full Board (typically done by the Committee Chair) at each full Board meeting regarding year-to-date financial status and any issues or material budget variances
- Recommend appointment of MACC's external CPA audit provider
- Meet with the auditor to review and discuss MACC's annual audit; recommend the audit for approval by the full Board of Directors (typically in July)
- Ensure that required federal and state registration and tax filings are completed
- Consider and work on long-term financial strategies for MACC, e.g., establishment and management of a reserve policy, or other capital needs/strategies

Meeting Schedule: Meetings are conducted as directed by the Committee Chair, generally 6 times per year in accordance with the schedule of full Board meetings (to precede each Board meeting). The work plan and meeting schedule for each year is published typically in January.

Chaired By: Board Treasurer

Committee Membership: Finance Committee members are elected by the Board of Directors on an ad hoc basis as needed (but no less frequently than once per year, typically in January) as part of full Board meetings. Committee members (other than the Chair) may, but are not required to be, also members of the Board of Directors. This Committee strives to include members who:

- Have a diverse range of backgrounds and experiences
- Are knowledgeable of budgeting and financial management practices, particularly in nonprofits
- Are willing to question current practices and suggest better ways of doing things
- Are committed to the Mission, Vision, and Values of MACC

Membership Committee

Role and Duties: Because MACC is a "Membership Organization" as outlined in its Bylaws, the Membership Committee's role is to oversee the policies and practices of membership, including but not limited to:

- Qualifications/criteria for organizations to be members of MACC
- The election process for organizations to become members
- The membership termination process, both voluntary and involuntary
- Member meetings, as required by the Bylaws
- Member organizations' right to call meetings, or take other action
- Process for action by members (typically by election Ballot)
- Determination of annual Dues requirement
- Definition and oversight of the obligations of member organizations in relation to their membership
- Definition and oversight of the Benefits of membership

Meeting Schedule: Meetings are conducted as Directed by the Committee Chair, generally no less than quarterly.

Chaired By: MACC Board member, elected by full Board

Committee Membership: Membership Committee members are elected by the Board of Directors on an ad hoc basis as needed (but no less frequently than once per year, typically in January) as part of full Board meetings. Committee members (other than the Chair) may, but are not required to be, also members of the Board of Directors. This Committee strives to include members who:

- Have a diverse range of backgrounds and experiences
- Have worked in membership organizations (MACC or other) previously
- Are willing to question current practices and suggest better ways of doing things
- Are committed to the Mission, Vision, and Values of MACC

Executive Committee

Role and Duties: The Executive Committee is a small group of Directors (members of Board of Directors) that has the authority to make decisions on behalf of the full Board, if/when needed (typically on an expedited basis between regularly-scheduled Board meetings). The Executive Committee works closely with the CEO to advise on time-sensitive, difficult, or confidential issues that may arise. Also, the Executive Committee works together to conduct the CEO's annual performance review (typically in December).

Meeting Schedule: Ad hoc as needed; no fixed schedule.

Chaired By: Board Chair

Committee Membership: The Executive Committee is comprised of:

- Board Chair
- Board Immediate Past Chair
- Board Vice Chair
- Board Treasurer
- Board Secretary
- Membership Committee Chair