



## STANDING COMMITTEES

### EXECUTIVE

#### **Bylaws: Article II: Directors and Advisors, Section 17. Executive Committee**

*There shall be established an Executive Committee which shall consist of the officers of the Corporation, the Chief Executive Officer/President of the Corporation, and such other directors as selected by the Board Chair. The Chief Executive Officer/President shall be a non-voting member of the Executive Committee. The Executive Committee shall be chaired by the Board Chair and shall be responsible for such duties as shall be designated by the Board of Directors.*

*The Executive Committee shall have primary responsibility for conducting an annual evaluation of the Chief Executive Officer/President. The Board Chair shall review and discuss the evaluation with the Chief Executive Officer/President. The Executive Committee shall report when the evaluation has been completed.*

*The Executive Committee may act on behalf of the Board of Directors, as required between meetings of the Board of Directors. Any action taken shall be presented for ratification at the next meeting of the Board of Directors.*

*The Executive Committee shall select the recipient(s) of the annual CAN Distinguished Service Award and any other awards presented by CAN. The recipient of the CAN Distinguished Award shall be selected in April of each year.*

#### **Ongoing Committee Functions**

1. Perform annual evaluation and salary review of Chief Executive Officer/President
2. Assist Chief Executive Officer/President with personnel issues as necessary
3. Select the recipient(s) of the CAN Distinguished Service Award in April
4. Select the recipient(s) of any other awards presented by CAN
5. Act on behalf of the Board in emergency situations

## GOVERNANCE

### **Bylaws: Article II: Directors and Advisors, Section 18. Governance Committee**

*The Governance Committee is accountable for defining Board structure. This includes: committee job descriptions and responsibilities, Board orientation, leadership development, assessment of board effectiveness, Board training and retreats, recommending nominees for officers and Nominating Committee. The committee is also responsible for compliance (updating/managing the bylaws).*

*The Governance Committee shall present the slate of nominees for the Board of Directors and officers to the Board of Directors for review at the May regular meeting, at which time additional nominations for officers may be submitted by members of the Board of Directors, provided that prior consent of the nominee has been secured. The slate of nominees shall be included in the notice of the June regular and Annual meetings for election.*

*The Governance Committee shall present the nominee slate for the succeeding Nominating Committee for election at the June regular meeting.*

### **Ongoing Committee Functions**

1. **Oversee Board Structure**
  - Committee job descriptions and responsibilities
  - Board orientation
  - Recruitment plan to identify skills/talents needs of the Board and present to Nominating Committee
  - Leadership development
  - Recommend nominees for officers to the Board at the annual meeting
2. **Assess Board effectiveness**
  - Plan and organize Board training and annual retreat
  - Conduct annual and/or periodic review of the bylaws
  - Conduct self-assessment of how the board is functioning.
  - Review the operating procedures/policies of the agency
  - Publish results—present information from retreat and self-assessment.
3. **Oversee Nominating Committee**
  - Present slate for Board of Directors and Nominating Committee

## **NOMINATING**

### **Bylaws: Article II: Directors and Advisors, Section 18. Nominating Committee**

*The Nominating Committee is charged with recommending nominees for the Board of Directors. The Nominating Committee shall consist of four voting directors who are not Board Officers, one Partner Director who is not a board officer and three non-directors. The Board Chair and Chair of the Governance Committee shall appoint the chair of the Nominating Committee from the Nominating Committee members. The Chair of the Governance Committee shall be and ex-officio member of the Nominating Committee. The Nominating Committee shall present the slate of nominees for the Board of Directors to the Governance Committee in April.*

### **Purpose:**

The purpose of the Nominating Committee is to identify and nominate individuals to become members of the Child Abuse Network's Board of Directors.

### **Ongoing Committee Functions:**

1. The Nominating Committee shall, at least 180 days prior to the Annual Meeting, cause general notice to be given to committee, board and advisory members and other supporters of CAN calling for names of individuals for nomination to the Board of Directors.
2. The Committee Chair will develop and recommend nominees based on the names so determined and considered eligible that will constitute additions to a strong, well-balanced board.
3. The Committee will contact potential nominees and obtain, through a series of discussions and conversations, an acceptance and promise to serve if elected.
4. The Committee, after careful study of the carry-over membership of the Board, shall prepare a slate of nominees for the Board of Directors to the Governance Committee Chair in April providing sufficient time for the slate to be presented for review at the May regular meeting of Board of Directors.

## **FINANCE**

### **Bylaws: Article II: Directors and Advisors, Section 19. Finance Committee**

*The Finance Committee shall be responsible for monitoring the financial position of the Corporation and provide reports to the Board. In addition, the Finance Committee will oversee financial operations including policies and procedures, budgeting, State and Federal reporting, investment management, financial sustainability planning, and recommend grant documents for Board approval as required by the donor.*

### **Ongoing Committee Functions**

1. Monthly review of financials for presentation at the regular meeting of the Board
2. Annual review of financial policies and procedures and update as necessary
3. Review and present the corporation's proposed budget for next fiscal year for board approval at the June regular meeting
4. Quarterly review of corporation's investments
5. Review of annual audit

## **MARKETING & COMMUNICATIONS**

### **Bylaws: Article II: Directors and Advisors, Section 20. Marketing & Communications Committee**

*The Marketing & Communications committee of the board provides direction on communication objectives and strategies, desired branding and available resources.*

#### **Ongoing Committee Functions**

1. Promote and increase CAN awareness/perception in the general community
2. Review annual marketing plan to ensure it aligns with CAN's strategic goals
3. Periodic review (as needed/requested by Marketing Manager) of marketing materials for current, cohesive and consistent messaging—including but not limited to social media, website, brochures and special events
4. Provide regular updates to the Board regarding Marketing and Communication efforts and seeks support when needed.

## **STAFF & BOARD ENGAGEMENT**

### **Bylaws: Article II: Directors and Advisors, Section 21. Staff & Board Engagement Committee**

*The Staff & Board Engagement Committee of the board provides support and resources to CAN staff and board.*

#### **Ongoing Committee Functions**

1. Create and manage a staff appreciation program
2. Manage the board member mentorship program
3. Find ways to highlight opportunities for board members
  - a. Leadership opportunities
  - b. Volunteer opportunities
  - c. Fundraising and donation opportunities
  - d. Advocacy opportunities
  - e. Opportunities to get to know staff members
  - f. Opportunities for experts in different fields to help advise the board and the staff
4. Assist Governance committee

## DONOR RELATIONS

### **Bylaws: Article II: Directors and Advisors, Section 22. Donor Relations Committee**

*The Donor Relations Committee is in place to ensure CAN's fiscal health through donor and fund development, including grants and special event fundraising, and assures a donor-centered organization.*

#### Operations:

1. Reports to board of directors and takes direction from CAN's strategic plan
2. Partners with CEO/President and development director/assigned staff to promote donor relations and development among the board and its individual members
3. Committee does not direct or oversee staff
4. At least one chair from each special event is a member of the committee (ex officio role as needed if the chair is not a board member)
5. Committee meets as necessary, estimated 4-6 times per year

#### Ongoing Committee Functions:

1. Provides general direction and guidance on the donor relations and development program
2. Helps nurture a culture of stewardship among board members and throughout organization
3. Ensures board members are adequately educated about donor relations and development program, and prepared to aid in fundraising
4. Helps staff establish goals and benchmarks for fundraising; reviews results
5. Reviews annual development plan to ensure alignment with CAN's strategic goals
6. Serves as advisory body to set direction for short and long-term donor strategies

## **PLANNING**

### **Bylaws: Article II: Directors and Advisors, Section 23. Planning Committee**

*The Planning committee, with input from standing committees, is responsible for developing multi-year strategic planning documents and overseeing an annual Corporate-wide planning process.*

#### **Ongoing Committee Functions**

1. Review corporation guiding documents—vision, mission, philosophy and values; if necessary, make recommendations for updates to board for approval
2. Review corporation's current key drivers for relevancy
3. Provide planning orientation to committee chairs including review of FY goals and objectives
4. Assist standing and ad hoc committees in developing next fiscal year goals and objectives
5. Incorporate committee goals and objectives in other planning documents (goals and objectives by key drivers, overview of strategic planning)
6. Review quarterly committee chair reports on goal accomplishment and report status to Board
7. Develop purpose statements for ad hoc committees
8. Develop annual strategic plan and present to board for approval at the June regular meeting
9. Develop 5-year strategic drivers and present to board for approval at the fourth year June regular meeting



## **FACILITY**

### **Bylaws: Article II: Directors and Advisors, Section 24. Facility Committee**

*The Facility Committee shall be tasked with assessing and monitoring CAN's overall building operations and the surrounding grounds. The Committee will provide recommendations on all decisions related to construction or rehabilitation required for proposed facility expansion, and then on an ongoing basis review and make annual recommendations of needed investments or changes necessary to keep all facilities operating at optimum level.*

#### **Expansion functions**

1. Review architectural design and conceptual cost estimates for expansion, including the possible phasing of construction.
2. Make recommendations to the board as directed, regarding expansion design and construction
3. Review options and then make recommendations to the board for disposition of unused buildings—sell/lease/demolish/other.

#### **Maintenance functions**

1. Develop short- and long-term capital and major maintenance/repair/replacement/landscaping plans and then monitor on annual basis—make recommendations for capital costs to be included in the budget.
2. Review annually all utility, management and maintenance contracts—as needed, recommend changes.
3. Conduct facility-wide risk-management assessment and make any needed recommendations to the board regarding reserves/insurance levels/risk-reduction steps, etc.
4. Provide advice and support in emergency situations (i.e., natural disaster) where staff may need to make immediate decisions.

## **ADVISORY COUNCIL**

### **Bylaws: Article II: Directors and Advisors, Section 25. Advisory Council**

*The Board Chair in consultation with the executive committee may appoint as Advisory Council members those who have provided, or will provide, significant support and service to the Corporation. Council members are expected to be active advocates for CAN and to serve an advisory role on specific topics as requested by Board Chair. The immediate Past Board Chair will chair the Advisory Council and will be responsible for reporting back to the board on the Advisory Council meetings. Annually, prior to the Annual Meeting, the Board Chair shall contact all Past Board Chairs to determine whether they desire to be members of the Advisory Council for the pending year, as measured from such Annual Meeting to the next, and all Past Board Chairs who respond affirmatively shall be members of the Advisory Council during that year.*

*Advisory Council members shall receive all communication that the Board of Directors receives, may attend meetings of the Board of Directors, may serve on committees, and shall have such other rights, privileges, duties and responsibilities as the Board of Directors may determine. Members of the Advisory Council shall be non-voting and shall not be counted in determining the presence of a quorum. The Advisory Council will meet as directed by the Board Chair.*

### **Who Belongs on Advisory Council?**

- Forward looking community representatives dedicated to CAN's mission
- Past board chairs and other key board members
- Individuals dedicated to CAN who can provide guidance and assistance
- High visible advocates of CAN
- Individuals willing to play an integral role in CAN's development efforts

### **Advisory Council Expectations:**

- Participate in Advisory Council meetings
- Help identify other supporters of CAN
- Open doors for CAN
- Serve as visible, positive supporter of CAN's development efforts
- Serve as a resource for the executive committee, CEO and COO

### **Communication between Advisory Council and the Board:**

- Advisory Council chair will be the immediate past board chair of the Board
- Advisory Council chair and current Board Chair will set the meeting dates and agenda for the Advisory Council meetings.
- Past Board Chair/Advisory Council chair will report on recommendations from the Advisory council at the next regular board meeting.

## **AD HOC COMMITTEES**

The Board of Directors shall have the power to establish and abolish such other committees, either standing or ad hoc, as it deems necessary to further the goals of the Corporation. (Bylaws: Article II: Directors and Advisors, Section 16. Committees)

## **PROGRAM RESOURCE**

Purpose:

The Program Resource Committee will be accessed to assist in reviewing revisions for NCA standards and provide feedback for the 3- and 5-year accreditation process.