

Section 9 Committees

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Section 9 Committees

Section 9.01 - Executive Committee

Executive Committee Charter

9.01.01 Charge

The Executive Committee is responsible for working in support of, or occasionally on behalf of, the full Board.

9.01.02 Scope of Authority and Lines of Accountability

The Executive Committee serves at the pleasure of the full Board. The Board Chair will lead the Executive Committee through the Agenda. The committee shall consist of the elected officers of the Foundation Board, the Board Executive Vice President (non-voting) and two or more additional voting Board members selected by the Board. The Executive Committee shall meet telephonically once a month (unless a meeting is waived by a majority of the Committee) or more often if necessary. A week before all Committee meetings an agenda and minutes of the prior meeting shall be distributed via electronic mail to all Committee members with a copy to the Full Board as well as the Deans of the University's various Colleges (the Deans). The agenda shall be prepared by the Board Chair and any member of the Committee shall be able to suggest items for inclusion. The Foundation staff shall also prepare and submit, if possible, with the agenda all standard monthly reports and any special reports for the Committee's consideration and the full Board and the Deans shall also be copied on the electronic mail that is used to distribute them. The Executive Committee's call is open to all Board members or any of the Deans. Any member of the Executive Committee who believes that it is overstepping its authority in considering an item may object to the consideration and then the matter shall be referred to the full Board.

9.01.03 Duties of the Executive Committee

The work of the committee revolves around two major areas:

- a. Perform routine oversight of the Foundation and act, when required, on behalf of the Board.
 - i. Carry out specific directions of the Board, and take action on policies when they affect the work of the Executive Committee or when the full Board directs the committee to do so.
 - ii. Act on behalf of the Board on all issues related to the Idaho State University Foundation business between Board meetings, with responsibility to report significant actions to the Board for ratification or further Board action at the next meeting or sooner if necessary
 - iii. Perform monthly reviews of operating and financial reports and discuss them with appropriate Foundation staff.

- b. Coordinate the work of other Foundation Board Committees
 - i. Refer issues to appropriate Committees if they more closely correspond

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to that Committee's responsibility.

- ii. The Executive Committee should be consulted before any committee undertakes non-routine or special projects to make sure that there is no duplication of efforts.
- iii. If certain Committees are recommending inconsistent policies or Resolutions to the full Board the Executive Committee is charged with working with the Committees to make sure that they are aware of the inconsistencies and to see that the Committees have the opportunity to work through them before submission to the Board. If the Committees are unable to resolve the differences, the Executive Committee should highlight the differences to the Board and if possible propose a resolution.

Person responsible for the periodic review of policy - Board Chair

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Section 9.02 - Governance Committee

Governance Committee Job Description

9.02.01 – Membership

The Governance Committee shall be composed of the Board Chair, Ex Officio, the Board Secretary, Ex Officio, (voting Board member or a non-voting Emeritus Director), the Board Executive Vice President, Ex Officio, (non-voting) two or more additional voting Board members appointed by the Board Chair, and others who may be appointed by the Board Chair who may be non-voting. The Committee members elects the chair.

9.02.02 - Responsibilities

The Committee is responsible for the following major areas:

- a. An annual review of the Foundation's bylaws
- b. The coordination of the annual reviews and updates of the Foundation's policies
- c. 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
- d. Annually monitors compliance with and effectiveness of Policy Section 3.11 – Board Member Continuing Education and, if requested by the Executive Committee, participates in new Board member orientation and other continuing education for all Board members
- e. Proposes, as appropriate, changes in Board structure, roles, and responsibilities
- f. Provides ongoing counsel to the Board Past Chair and Board Chair on steps they might take to enhance Board effectiveness
- g. Regularly reviews the Board's practices regarding conflict of interest, confidentiality, etc., and suggests improvements as needed
- h. Periodic review of assignments of individuals responsible for performing annual review of Board Policies (see Policy Section 3.12.06).

Person responsible for the periodic review of policy - Governance Committee Chair

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Section 9.03 - Audit Committee

Audit Committee Charter

9.03.01 Membership

The Audit Committee shall consist of three or more voting Board members appointed by the Board Chair, none of whom shall be employees of Idaho State University or of the Idaho State University Foundation or receive, directly or indirectly, any consulting, advisory, or other compensatory fees from Idaho State University or from the Idaho State University Foundation. The Committee members elect the Chair who must be a voting Board member unless an exception is granted by a vote of the Board. The Chair of the committee shall not contemporaneously serve on the Idaho State University Foundation's Investment or Finance committee. The Board may invite nonvoting advisors to attend meetings of the Committee, make recommendations, and/or implement procedures and policies under the supervision of the Audit Committee. No such advisors may be employees of Idaho State University or of the Idaho State University Foundation or receive any consulting, advisory, or other compensatory fee from the Idaho State University Foundation. All members should be able to read and understand relevant financial statements.

9.03.02 Purpose

To assist the Board in its oversight responsibility relating to

- a. The accounting and financial reporting (including Form 990 tax filing) of the Idaho State University Foundation, including the integrity of the Idaho State University Foundation's financial statements
- b. The Idaho State University Foundation's financial control and the Idaho State University Foundation's compliance with legal and regulatory requirements
- c. The outside auditor's qualifications, independence, and performance

9.03.03 Duties and Responsibilities

The duties and responsibilities of the Audit Committee, in addition to the general tasks and responsibilities that, in its judgment, will contribute most effectively to the purposes of the committee, include

- a. To be directly responsible for the appointment, compensation, oversight of the work, and termination of the Idaho State University Foundation's independent auditor. The auditor will report to the Audit Committee, which will receive and consider all required communications from the auditors and will act as liaison with the Board.

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- b. With regard to auditor independence
 - i. To consider at least annually the independence of the outside auditor, taking into account a discussion with the auditor of their system to insure independence and objectivity, and obtain and review a report from the auditor describing any relationships between the auditor and the Idaho State University Foundation, the provision of non-audit services, or any other relationships that may adversely affect the independence of the auditor
 - ii. While it is perfectly appropriate to use the independent auditor for certain non-audit or audit related services, all such services must be approved by the Idaho State University Foundation's Audit Committee before they are performed
 - iii. Review employee relationships between the University and the audit firm. If the Idaho State University Foundation's Financial Personnel worked for the audit firm on the Idaho State University Foundation's audit within the last two years, the auditor will not be considered independent

- c. With regard to the Idaho State University Foundation's financial statements
 - i. To review and discuss with management and the auditor the audited financial statements of the Idaho State University Foundation including, among other things
 - ii. The auditor's judgment as to the quality of the Idaho State University Foundation's accounting principles and underlying estimates, including significant financial reporting issues or adjustments and judgments made in connection with the preparation of the financial statements
 - iii. All critical accounting policies and practices used within the Idaho State University Foundation and any discussions with management about such policies and practices
 - iv. Any schedules of unadjusted differences from the audit
 - v. The timeliness and quality of initial drafts of financial statements
 - vi. The continued appropriateness of accounting principles or practices and their consistency with nonprofit and foundation norms
 - vii. Management representation letters and other substantive correspondence between management and the auditor
 - viii. To report to the Board the completion of the review of the annual financial statements and any related significant discussion
 - ix. While the committee has the responsibilities and powers set forth in this charter, it is not the committee's duty to plan or conduct audits or to determine that the Idaho State University Foundation's financial statements are complete, accurate, and in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of the Idaho State University Foundation's financial statements and for the appropriateness of the accounting principles and reporting policies used by the Idaho State University Foundation. The independent auditors are responsible for auditing the Idaho State University Foundation's financial statements.

- d. With regard to internal controls, to review periodically with management and, if deemed necessary, with the auditors, the adequacy and effectiveness of the Idaho State University Foundation's internal controls, including any significant deficiencies in internal controls and significant changes in such controls reported to the committee by the auditor or management.

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- e. To receive and consider communications from the auditors and report as necessary to appropriate Board Members and officials as to
 - i. Any serious difficulties encountered in dealing with management affecting the performance of the audit
 - ii. Any instance of fraud or illegal acts of which the independent auditors are aware

- f. With regard to regulatory matters
 - i. To review procedures to ensure compliance with tax law pertaining to the Idaho State University Foundation's tax status, including payout requirement
 - ii. To obtain updates as needed from the Associate Vice President for Development and the Finance Director and the Idaho State University Foundation's legal counsel regarding compliance matters (including systems for monitoring compliance with laws and regulations, management's investigations and follow-up, and findings of any regulatory agency) and verification that all regulatory compliance matters have been considered in the preparation of the financial statements

- g. To develop and approve a confidential process for handling any reports submitted to the Committee Chair or others regarding alleged violations of the Idaho State University Foundation's Code of Ethics or violation of any other law or policy or any inappropriateness within the Idaho State University Foundation's financial management, and that prevents retaliation against employees or others for any such reports

9.03.04 Outside Advisors

The Audit Committee shall have the authority to retain separate legal counsel or other advisors at the Idaho State University Foundation's expense as appropriate to assist it in the performance of its functions

9.03.05 Meetings

The Audit Committee shall meet at least twice a year at such times and places as the committee shall determine. The committee shall meet separately in executive session periodically with management and separately with the independent auditor.

Person responsible for the periodic review of policy - Audit Committee Chair

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Section 9.04 - Finance Committee

Finance Committee Job Description

9.04.01 – Membership

The Finance Committee shall be comprised of the Board Chair, Ex Officio, the Board Treasurer, Ex Officio, (a voting Board member or a non-voting Emeritus Director), the Board Executive Vice President, Ex Officio, (non-voting), three or more additional voting Board members appointed by the Board Chair, and others who may be appointed by the Board Chair who may be non-voting. The Committee members elect the chair and must be a voting Board member unless an exception is granted by a vote of the Board.

9.04.02 - Responsibilities

The Finance Committee is responsible for assisting the Board in ensuring the organization is in good fiscal health. The work of the committee involves the following major areas:

- a. Oversight of budget and financial planning.
 - i. Review the budget prepared by the Board Chair, Board Treasurer, Finance Director and other Foundation staff before it is proposed for Board approval to ensure that it reflects the organization's goals and Board policies.
 - ii. Ensure that the budget accurately reflects the needs, expenses, and revenue of the Foundation.
 - iii. Different Committees, such as Development or Investment, may assist in the preparation of financial and operating objectives for their respective areas. These goals and objectives should usually be realistic but challenging to achieve (usually referred to as "stretch budgets"). The Finance Committee should review these goals and objectives in approving the budget prepared by the Board Chair, Board Treasurer, Finance Director and other Foundation staff but should feel free to adopt a somewhat more conservative approach for the overall Foundation's budget to make sure that the Foundation remains in sound financial condition.
 - iv. Review the comparison of actual financial results with the budget and prior periods prepared by management before it is presented to the Board to make sure that all explanations for differences are reasonable and appropriate in the circumstances.

- b. Safeguard the organization's assets
 - i. Ensure that the organization has the proper risk management provisions in place, including appropriate insurance coverage for the organization and for the Board.

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- c. Help the full Board understand the organization's financial affairs.
 - i. Ensure that the Board as a whole is well-informed about the organization's finances.
 - ii. Take measures to educate the Board on areas that need further explanation.

- d. Oversee banking relationships and all Foundation debt
 - i. Periodically review with Foundation's management our relationship with the bank or banks that are handling the Idaho State University Foundation's operating accounts
 - ii. At least annually, review the terms and conditions of our existing debt to ensure that the Idaho State University Foundation is receiving the best terms possible.
 - iii. Review all projections, terms, and conditions of any new debt (other than for normal accounts payable) that the Idaho State University Foundation is considering entering into to make sure that all Foundation policies concerning the incurrence of indebtedness have been adhered to and that all required documentation is complete, accurate, and understandable. The Committee must approve the completed package before it is submitted to the Board and others for approval.

Person responsible for the periodic review of policy - Finance Committee Chair

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Section 9.05 - Investment Committee

Investment Committee Job Description

9.05.01 - Membership

The Investment Committee (Committee) shall be composed of the Board Chair, Ex Officio, three or more voting Board members appointed by the Board Chair, and others who may be appointed by the Board Chair who are non-voting. Unless appointed by the Board Chair, the Committee members elect the Committee Chair, who must be a voting Board member unless an exception is granted by a vote of the Board.

It shall be the responsibility of the Investment Committee to:

- a. Prepare and update an investment plan that contains the Committee's policies, fund objectives and performance targets, asset allocation strategies, and investment management structures. The Plan will be presented and discussed with the Board annually.
- b. Prepare, execute and maintain the Investment Policy Statement (IPS). Monitor policy compliance, at least quarterly, and review/revise the IPS at least annually.
- c. Plan scenarios for unforeseen situations affecting investments.
- d. In collaboration with the Finance Committee, oversee the accounting treatment of investment-related expenses.
- e. Monitor the activities of investment-related service providers including the Outsourced Chief Investment Officer (OCIO).
- f. Monitor & evaluate the Foundation's investment performance, including the capital market developments.
- g. With the assistance of investment advisors, monitor new regulations and judicial interpretation of investment-related rules. Comply with all applicable fiduciary, prudence and due diligence standards that experienced investment professionals would utilize as well as applicable laws, rules and regulations that may impact the Foundation's investments.
- h. Consider all morally responsible investment concerns. Avoid conflicts of interest and prohibited transactions.
- i. Report on relevant investment matters to the Executive Committee, and to the Board at each respective meeting
- j. Grant exceptions as permitted in these policies and recommend changes in approved policy, guidelines, and objectives as necessary.
- k. Execute such other duties as may be delegated by the Board

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9.05.02 – Designated Staff

Whenever these policies assign specific tasks to the Investment Committee, the policies assume that the actual work will (or may) be performed by the Idaho State University Foundation's Finance Director or other designated staff members, subject only to the Investment Committee's overall supervision.

9.05.03 – Outside Advisors

The Investment Committee is specifically authorized to retain one or more investment advisors as well as any administrators, custodians, or other investment service providers required for the proper management of the Idaho State University Foundation's funds. The Investment Committee may utilize an advisor as an investment consultant to advise and assist the Investment Committee in the discharge of its duties and responsibilities. In that regard, the advisor may help the Investment Committee to:

- a. Develop and maintain its investment plan;
- b. Select, monitor, and evaluate investment advisors and/or investment entities;
- c. Provide and/or review quarterly performance measurement reports within 15 to 20 business days following the month end and assist the Investment Committee in interpreting the results;
- d. Provide quarterly performance reporting to the Committee within 30 business days following the quarter end;
- e. Review portfolios and recommend actions, as needed, to maintain proper asset allocations and investment strategies for the objectives of each fund;
- f. Use discretion in managing the assets in accordance with this Policy;
- g. Proactively notify the Committee if it believes that the Policy and/or investment strategy should be modified to achieve the objectives stated herein;
- h. Achieve the investment objectives as set forth for the assets;
- i. Provide ongoing education and insights into the capital markets to the Investment Committee;
- j. Attending the standing meetings of the Committee as requested;
- k. Participate in investment-related conference calls, as requested;
- l. Assist with Policy recommendations and revisions;

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- m. Assist the staff in the execution of their responsibilities, as necessary;
- n. Execute such other duties as may be mutually agreed upon between the Investment Committee and the Investment Advisor

9.05.04 – Authority

In discharging this authority, the Investment Committee can act in the place and stead of the Board and may receive reports from, pay compensation to, enter into agreements with, and delegate discretionary investment authority to such advisors. When delegating discretionary investment authority to one or more advisors, the Investment Committee will establish and follow appropriate procedures for selecting such advisors and for conveying to each the scope of their authority, the organization's expectations, and the requirement of full compliance with the Idaho State University Foundation's investment policies.

Person responsible for the periodic review of policy - Investment Committee Chair

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Section 9.06 - Development Committee

Development Committee Job Description

The Development Committee is appointed by the Board Chair and consists of the Board Chair, Ex Officio, at least three or four Board Members. The Development Committee shall elect its own Chair. The Committee should meet at least quarterly. The Development Committee works with the Board Past Chair, the Board Chair, the Associate Vice President of Development, and the staff of the Office of the Associate Vice President of Development (Development Office) to provide valuable input for developing the fundraising plan and engaging the entire board in fundraising. The Committee's responsibilities include the following:

9.06.01 – Development Plan

Review, as requested by the Associate Vice President for Development, and provide input upon any Development Plans including specific goals, any performance matrixes, any strategic and tactical plans, any written cases for support, and other related documents. Any review conducted by the Development Committee should be completed before the Associate Vice President for Development presents information relative to any Development Plan to the Board.

9.06.02 – Presentations

Review, as requested by the Associate Vice President for Development, any reports or summaries comparing the results of and Development Plan with the goals or projections and provide input to assist in the formulation of a complete and readily understandable presentation.

9.06.03 – Budget Development

Upon request of the Associate Vice President for Development or the Finance Committee, assist the University Foundation or the Finance Committee in developing a budget for any expenses of the Foundation related to Development. Any requested review should be completed before the final budget proposal is formulated by the Finance Committee.

9.06.04 – Support Materials

Upon request of the Associate Vice President for Development, review any documented case for support materials and, based upon the University Foundations' missions and goals, provide input on the strength, timeliness, and relevance of the materials and whether they distinguish the support proposed from other similar gifting opportunities offered by the Foundation or other entities.

9.06.05 –Policies and Amendments

Provide input to the Board regarding appropriate policies and policy amendments relative to gift solicitation, gift recognitions and donor stewardship.

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9.06.06 – Fundraising Education

Be cognizant of and available to help educate the Board about environmental factors affecting fundraising among Idaho State University's constituencies (e.g., current events, other organizations' activities, and economic factors).

9.06.07 – Cultivation and Solicitation of Gifts

Involve and motivate Board members and volunteers in cultivation and solicitation of gifts.

9.06.08 – Involvement and Cultivation of Major Gift Prospects

Help, when requested to do so by the Associate Vice President for Development or the staff of the Development Office, develop strategies to utilize the Board or its members for involvement and cultivation of major gift prospects (i.e., individual, foundation, and corporate).

9.06.09 – Evaluation of New and/or Increased Contributions

Help to evaluate new and/or increased contributions.

9.06.10 – Solicitation of Gifts

Solicit gifts at levels required for annual, special, and planned giving programs.

9.06.11 – Participation and Leadership

Participate actively in special events and provide leadership for capital campaigns.

9.06.12 – Solicitation and Acknowledgement Letters and Stewardship

Develop for use by the Board and sign as members of the Board solicitation and acknowledgment letters. Review and provide input on the strategic stewardship plan developed by the Associate Vice President.

9.06.13 – New Major Gift Prospects

Provide access to staff of the Foundation or of the Development Office to new major gift prospects.

9.06.14 – Continuing Education for Board Members

Make suggestions to the Governance Committee for continuing education for Board Members in matters pertaining to fund raising and development.

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9.06.15 – Development and Fund Raising Education

Assist in preparation and presentation of a program for Development and Fund Raising education at one Board meeting per year or as requested.

Person responsible for the periodic review of policy - Development Committee Chair

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Section 9.07 - Nominating Committee

Nominating Committee Job Description

9.07.01 – Membership

The Nominating Committee shall be comprised of the Board Past Chair, Board Executive Vice President (non-voting) and three or more additional voting Board members appointed by the Board Chair, and any Emeritus Directors (non-voting) appointed by the Board Chair. The Nominating Committee elects its own Chair and must be a voting Board member unless an exception is granted by a vote of the Board. The Board Chair shall not be a member of the Nominating Committee. The Board Past Chair and the Board Executive Vice President serve as Ex Officio members.

9.07.02 – Responsibilities

The Nominating Committee is responsible to identify and screen candidates for Board membership and Board leadership that will enhance the quality and future viability of the Board. The Development Office should provide ongoing assistance and support in this endeavor.

a. Board Membership

The Nominating Committee:

- i. Determines what is needed to strengthen the board with particular attention paid to an individual's specific skills needed to fulfill committee responsibilities, ability and commitment to donate or obtain donations for the Foundation, diversity representative of the University and community, and all qualities specified in this policy manual.
- ii. Receives, in writing, submissions of possible candidates from any member of the Board, Ex Officio members of the Board, Emeritus Directors, and Development Office.
- iii. Determines the viability of each candidate based on criteria set forth in this policy manual with special attention to Section 2.01-2.03, 3.01 – 3.02, and information provided through public domain and personal knowledge.
- iv. Manages membership by developing a pipeline of candidates for possible nominees in relation to a timeline for membership positions. Presents a selected nominee to the Board for approval.
- v. After Board approval of a nominee, assist the Board Past Chair and Board Chair, if requested in recruitment.
- vi. Annually reviews Board member participation.
- vii. Is responsible for verifying, with those Board members eligible for another three-year term, their willingness and capability to serve for another three years and for reporting to the Board those they are nominating for reelection.

b. Board Leadership

The Nominating Committee

The policies contained in the ISUF Policy manual contain all amendments, if any, made to them through the September 28, 2018 Board of Director's meeting.

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- i. Develops succession planning, taking steps to recruit and prepare for future board leadership
- ii. Nominates board members for election as board officers

9.07.03 – Vacancies

For a variety of reasons vacancies may occur on the Board or with Board officers during the period between elections. When these occur, it is the responsibility of the Nominating Committee to recommend a suitable candidate for Election by the Board to fill the vacancy.

The Nominating Committee has developed certain protocols that are used to fulfill the Committee's responsibilities. While the protocols are not Board policies, they have been included in Section 10 for reference purposes.

Person responsible for the periodic review of policy - Nominating Committee Chair

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Section 9.08 - Ad Hoc Committees

Establishing Ad Hoc Committees

9.08.01 – Membership

From time to time opportunities, problems, or other issues may arise for the Foundation that may not fall under the jurisdiction of any of the Foundation's Committees. In such cases the Board Chair, the Executive Committee or the full Board may deem it advisable to establish a special ad hoc Committee and Committee Chair to work on the issue on behalf of the Board. The Committee Chair must be a voting Board member unless an exception is granted by a vote of the Board. When an ad hoc Committee is formed, the items described below should be documented in writing and presented to the ad hoc Committee. This documentation can be provided as either a memo from the Board Chair or excerpts from the minutes of the Executive Committee or from the minutes of the full Board.

a. Items to be documented

- i. A brief description of the opportunity, problem or issue that is being addressed
- ii. A clear explanation of the expectations of the Committee and the authority that is being delegated to it
- iii. The expected form of reporting by the Committee and to whom it will be reporting
- iv. A timeline for the work of the Committee including expected interim reporting
- v. The names of the Board Members and others appointed to the Committee and the name of the Committee Chair.

9.08.02 – Board Ratification

In addition to providing the documentation specified above to the Committee the same documentation should be presented for ratification to the Executive Committee and the Board at their next regularly scheduled meetings if the Committee has been formed by the Chair. If the Committee has been formed by the Executive Committee it will be presented for ratification to the Board at its next regularly scheduled meeting.

Once the Ad Hoc Committee has completed its mission, the Committee Chair is responsible to disband the committee. Once disbanded, the Board Chair needs to be notified.

Person responsible for the periodic review of policy - Board Chair

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Section 9.09 - Committee Chairs Job Descriptions

9.09.01 General Responsibilities for Committee Chairs

- a. Committee Chairs will handle the following primary responsibilities:
- b. Set the committee's agenda based upon the input of other committee members and the Board as well as the committee's job description or charter.
- c. Determine annual goals and objectives for the committee within the expectations set by the Board.
- d. Determine which agenda items can be decided upon within the committee and which agenda items require ratification of the Board.
- e. Call and preside over meetings of the committee.
- f. Move members toward participation and decision making
- g. Recommend changes in current Idaho State University Foundation policies and recommend new policies when necessary.
- h. Address issues that have been referred from other committees/task groups, or have resulted from Board action(s).
- i. Identify and track external trends in the committee's area of work to ensure the Idaho State University Foundation's use of best practices.
- j. Present pertinent information about committee progress to the Board in written reports.
- k. Work in collaboration with other Board committees, especially the Executive Committee.
- l. Serve as the liaison between the committee and the Board Chair, and the full board.

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- m. Handle or delegate all administrative tasks associated with the effective coordination of the committee. These tasks include but are not limited to
 - i. Communicating consistently with committee members
 - ii. Securing space for committee meetings
 - iii. Reminding committee members about meeting times and location
 - iv. Taking meeting minutes
 - v. Sending committee meeting minutes to other committee members, the Foundation's Executive Assistant, Board Executive Vice President and Board Chair no later than two weeks after the committee meeting and before the next Board meeting

Person responsible for the periodic review of policy - Board Chair