



EXECUTIVE COMMITTEE DESCRIPTION

Purpose

The Executive Committee performs the business of the Board of Directors between Board meetings. This can include, but is not limited to, approval of new or amended funds, grant approvals, gift acceptance, approval of monthly financials, budget revisions and discussion of emerging Foundation issues. The Executive Committee's authorities do not exceed that of the Board of Directors; the Board of Directors retains the ability to reverse Executive Committee decisions.

Composition

The Committee includes the officers of the Board, and the chairs of the Resource Development, Grants and Programs, Governance, and Investment Committees. The Board Chair may appoint up to 2 at-large members from the current Board to serve on the Executive Committee. The at-large members are voting members of the Committee. The Committee shall never be as large as a quorum of the Board of Directors.

Duties and Responsibilities

1. Strategic Direction
 - Be a discussion platform for emerging issues and strategic trends both in the community and within the foundation.
 - Help clarify the Board's agenda for the mid- and long-term future, based on the CFMC Strategic Plan.
 - Be a forum for committee chairs to present annual goals for committee work (preferably at the February meeting).
 - Design and implement an ongoing program of board education sessions on broad topics such as development, investments, and trends in foundation governance.
2. Board Effectiveness
 - Work with the Governance Committee to lead a periodic assessment of the Board's performance.
 - Provide ongoing counsel to officers to enhance Board effectiveness.
3. Policy Review
 - Work with Board committees to oversee relevance and updating of all CFMC policies, including, but not limited to, the Personnel Handbook, Gift Acceptance, Investments, Endowment Payout (and adherence to UPMIFA), Grants (grant eligibility and approval levels, etc.) and Cash Management.
 - Recommend policy changes to the Board of Directors.
4. Distinguished Trustee
 - The Committee (generally in its May meeting) discusses individuals or couples deserving of the CFMC's Distinguished Trustee Award. The Committee makes a recommendation of the Distinguished Trustee recipient to the Board of Directors.

Decision Making Authority

The Executive Committee has authority, as delegated by the Board, to make decisions with respect to other matters within the areas of assigned responsibility, as defined above, except that the Committee, regardless of Board resolution, may not:

1. Take any final action on any matter which, under the California Nonprofit Corporation Law, also requires approval of the Board of Directors.

2. Fill vacancies on the Board of Directors.
3. Amend or repeal the Bylaws or adopt new Bylaws.
4. Amend or repeal any resolution of the Board of Directors which by its express terms is not amendable or repealable.
5. Approve any transaction (i) to which the Foundation is a party and in which one or more directors have a material financial interest; or (ii) between this Corporation and one or more of its directors or between the Foundation and any person in which one or more of its directors have a material financial interest.

Committee Process

1. At regularly scheduled meetings or special meetings called by the Chair, the Committee makes decisions by vote.
2. If urgent matters require that a decision be made outside a meeting, approvals can be sought via e-mail, so long as such actions are made part of the minutes and presented for ratification at the next Board meeting.
3. Committee decisions are submitted to the Board for ratification.

Committee Meetings

The Committee will meet on the fourth Tuesday of each month in which the Board does not meet, unless an alternate date needs to be selected to assure that a quorum is achieved.