



**Greater Tacoma Community Foundation
 Governance Committee Agenda
 Tuesday, March 26, 3:30- 5:00
 In Person**

Timeframe	Agenda Item	Document(s)
3:30-3:35 pm	Welcome & Check-in	
3:35-3:55 pm	2024 Board Governance Workplan <ul style="list-style-type: none"> • Discussion of Cadence and Priorities 	2024 Board Governance Workplan
3:55-4:15 pm	2025 New Board Member Cohort <ul style="list-style-type: none"> • Review 2025 changes to Board composition • Discuss gaps/ needs for 2025 and beyond • Recruitment for 2025 cohort 	2024 Board Terms Tracker 2017 GTCF Bylaws
4:15-4:25 pm	2025 Executive Committee Recruitment <ul style="list-style-type: none"> • Discuss gaps/ needs • Identify 2024 process 	2024 Executive Committee Roster & Charter
4:25-4:35 pm	Preview Ecosystem Survey & Map <ul style="list-style-type: none"> • Review of 2023 • Process for 2024 	Provided at meeting
4:35-4:45 pm	Update on 2024 New Member Onboarding <ul style="list-style-type: none"> • 2024 Mentor Process • 2024 Cohort Updates 	
4:45-4:55 pm	New Business and/or Executive Session	
4:55-5:00 pm	Close and Adjournment	

Upcoming Dates:

- Friday, April 19: Board of Directors Retreat from 5:00 – 9:00 pm (Silver Cloud)
- Saturday, April 20: Board of Directors Retreat from 8:30 am – 3:30 pm (Titlow Lodge)

2024 Board Governance Committee Work Plan



EXECUTIVE SUMMARY

The Work Plan below spans from 2023 to 2026. Guiding principles:

- Committee goals are foundational for effective governance and can adjust with GTCF's growth and learning.
- The Committee's work will shape GTCF's governance capabilities for many years ahead.
- GTCF is activating the benefits of diverse and inclusive representation and voice at the Board level.
- The plan supports Board learning, action, and reflection.

GOALS

1. GTCF's Board of Directors is Fully Resourced to Govern.
2. GTCF Board Roles, Processes, and Guiding Documents Reflect & Advance Our Strategic Framework.

OBJECTIVES

On the following pages, you will see objectives, tactics, measurements, and target dates/ years for each goal.

ACTION PLAN

At the end of this booklet, you will find an Action Plan worksheet. Enter your personal action plan for 2024 to help the Governance Committee achieve its goals.

GOAL 1: GTCF's Board of Directors is Fully Resourced to Govern (People Power Philanthropy)

OBJECTIVE	TACTIC(S)	MEASUREMENT(S)	WHEN	Status Review Q1 2024
1. Board capacity and functionality is preserved across forecasted member on-boarding and off-boarding activities.	<p>A. Review and update term-off forecast chart.</p> <p>B. Pilot Board Orientation/ Onboarding Process</p> <p>C. Further define role of mentors</p>	<p>Board understands risks and capacity needs across Board member transitions</p> <p>Seek and synthesize learning about 2023 Onboarding (from current and new Board Members)</p>	<p>Begin A-B in 2023</p> <p>Begin C in 2024</p>	<p>A. Term-off forecast chart is maintained and updated as needed.</p> <p>B. Board orientation and onboarding piloted in 2023</p> <p>C. Refined and in pilot for 2024</p>
2. Board has a comprehensive onboarding and mentorship plan	<p>A. Develop onboarding and mentorship plan</p> <p>B. Identify Board Member to lead work</p>	<p>Board Member Cohort and Board Mentors identified</p> <p>Mentor roles are defined</p> <p>Onboarding sessions occur with full participation from new Board Members and Mentors</p> <p>An Executive Committee member is identified to lead this area of work</p>	<p>Began in 2023.</p> <p>Piloting in 2024.</p>	<p>A. Developed</p> <p>B. Board Member at Large leads onboarding and convening of Board Mentors</p>
3. Board has a learning agenda that supports relationship building and advances the strategic framework.	<p>A. Develop 3-year learning agenda schedule, roles among Board/ Staff, and topics.</p>	<p>Board engagement in learning sessions.</p>	<p>Begin in 2023</p>	<p>A. In process. Continuing to be refined. Knowledge facilitation and learning opportunities are built into Board retreats.</p>
4. GTCF's Board reflects the diversity and future	<p>A. Identify representations and skill sets necessary.</p>	<p>Every Committee and full Board provides input into,</p>	<p>Begin in 2024</p>	<p>A. In process</p> <p>B. To be conducted after April board retreat</p>

of Pierce County	<p>B. Survey Board and Committees.</p> <p>C. Share results with Board and Committees.</p>	<p>and full board endorses, priority skills and representations.</p> <p>GTCF has Board Membership theory of action about engaging, sustaining, and growing a Board that reflects the diversity and future of Pierce County.</p>		C. To be shared in June
5. GTCF has an in-depth mapping/ understanding of ecosystems encompassed by Board and Committee members including associations, organizations, and relationships relevant to GTCF's Strategic Framework (short & long-term goals).	<p>A. Map ecosystems encompassed by Board and Committee members. Pilot with Governance Committee.</p> <p>B. Identify gaps, strengths, and opportunities based on synthesis of relationships.</p>	<p>Initial map of ecosystems encompassed by Board and Committee members</p> <p>Summary of "so what, now what" for Governance Committee that can be adapted for broader Board and Committee use and maintained annually.</p>	Begin in Q3 2023	<p>A. Initiated in 2023. Continue to pilot and refine in 2024.</p> <p>B. To begin in 2024.</p>
6. Through relationships, GTCF develops extended Board and Committee Capacity	<p>A. Board facilitates informal gatherings beyond formal meetings (e.g. Campfire Experiences) focused on targeted topics identified in partnership with Staff</p> <p>B. Explore expanding Board representation (formal/informal) and how it supports more</p>	<p>The Board has the skills, relationships, and knowledge to facilitate informal gatherings</p> <p>GTCF has a documented Board Membership Theory of Action that addresses the identified sector, professional, and life experiences that would expand Board and Committee</p>	<p>Pilot A in 2023-2024</p> <p>Begin B in 2025</p>	<p>A. To be scheduled by Board</p> <p>B. To begin in 2025</p>

	<p>informed decisions. Examples: Student representation; Non-Profit; Youth Philanthropy Board; Project Based (non-voting); and Ad Hoc Committees (Non-profit rep/leadership)</p>	<p>capacity.</p>		
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GOAL 2: GTCF Guiding Documents, Charters, and Documents Reflect and Advance Our Strategic Framework.

OBJECTIVE	TACTIC(S)	MEASUREMENT(S)	WHEN	Status Review Q1 2024
1. Board and Committee roles and responsibilities are current and reflective of Strategic Framework.	A. Review Board and Committee roles and responsibilities	Updated role descriptions	Begin in 2023	A. To begin with Governance and Executive Committees
2. GTCF Bylaws allow for, and support, recruiting goals and forecasted needs.	A. Review bylaws to ensure current version allows for identified recruiting goals B. Review bylaws against forecasted needs	Bylaw review documented in Committee and Board minutes Bylaws revised (if necessary)	Begin in 2025	A. To begin in 2024. B. To begin in 2024.
3. Committee charters reflect GTCF's strategic framework and enable governance.	Answer: Do charters reflect roles in risk management? Answer: Are there Committee or full Board duties to be moved to other committees? Explore: What are potential adjustments that Committees may need to make in support of Strategic Framework?	Timeline for review and update process for each Committee Adoption of revised charters	Begin in 2024	A. To begin in 2024.
4. GTCF has a Recruiting and Outreach Plan and Methodology	A. Identify / Confirm (4) 2024 Board recruits	Shared understanding among Board and Committees about priority representations and skills and how to nominate/ surface potential members.	March-October 2023	A. Initiated

<p>1. GTCF has a 3-year board recruitment and outreach plan with a 5-year projection on needs.</p>	<p>A. Identify representations and skill sets necessary. B. Survey existing Board and Committees. C. Share results with Board and Committees.</p>	<p>Modified terms chart in place that includes # of recruits per year w/desired skillsets</p>	<p>Begin in 2024</p>	<p>A-C: To begin</p>
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ACTION PLAN TIMELINE OVERVIEW

GOALS/ OBJECTIVES	2023	2024	2025
<p>GTCF's Board of Directors is Fully Resourced to Govern</p> <ul style="list-style-type: none"> - Onboarding/ Offboarding - Learning Agenda - Diverse Board - Extended Board & Committee Capacity 	<p>Review and update term-off forecast chart.</p> <p>Pilot Board Orientation/ Onboarding Process</p> <p>Develop 3-year learning agenda schedule, roles among Board/ Staff, and topics.</p> <p>Pilot Campfire Experiences, led by Board</p> <p>Map ecosystems encompassed by Board and Committee members. Pilot with Governance Committee.</p> <p>Identify gaps, strengths, and opportunities based on synthesis of relationships</p>	<p>Identify representations and skill sets necessary.</p> <p>Survey existing Board and Committees.</p> <p>Share results with Board and Committees.</p> <p>Board facilitates informal gatherings beyond formal meetings (e.g. Campfire Experiences) focused on targeted topics identified in partnership with Staff</p>	<p>Explore expanding Board representation (formal/informal) and how it supports more informed decisions.</p> <p>Examples: Student representation; Non-Profit; Youth Philanthropy Board; Project Based (non-voting); and Ad Hoc Committees (Non-profit rep/leadership)</p>
<p>GTCF Guiding Documents, Charters, and Documents Reflect and Advance Our Strategic Framework.</p> <ul style="list-style-type: none"> - Board and Committee roles reflect Strategic Framework. 	<p>Confirm/ Identify (4) 2024 Board recruits, including (2) with investment & audit committee skills</p> <p>Review Board and Committee roles and responsibilities</p>	<p>Answer: Do charters reflect roles in risk management?</p> <p>Answer: Are there Committee or full Board duties to be moved to other committees?</p> <p>Explore: What are potential adjustments that Committees may need to make in support of Strategic Framework?</p>	<p>Review bylaws to ensure current version allows for identified recruiting goals</p> <p>Review bylaws against forecasted needs</p>

<ul style="list-style-type: none"> - GTCF Bylaws support forecasted needs. - Committee charters reflect GTCF's strategic framework and enable governance. - 2023 Recruiting and Outreach Plan - 3-year board outreach plan 		<p>Identify representations and skill sets necessary.</p> <p>Survey existing Board and Committees.</p> <p>Share results with Board and Committees.</p>	
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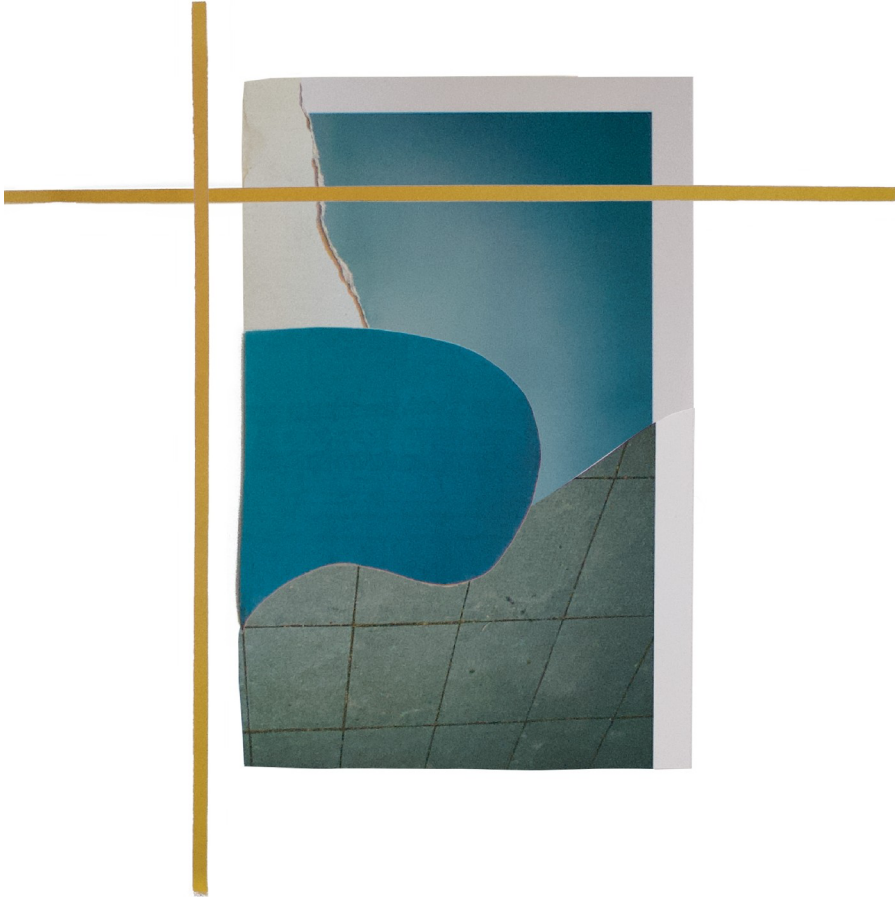
NOTES:

BOARD GOVERNANCE COMMITTEE PERSONAL ACTION PLAN – 2024

Quarter	GOAL 1 ACTION	GOAL 2 ACTION
1		
2		

BOARD GOVERNANCE COMMITTEE PERSONAL ACTION PLAN - 2023

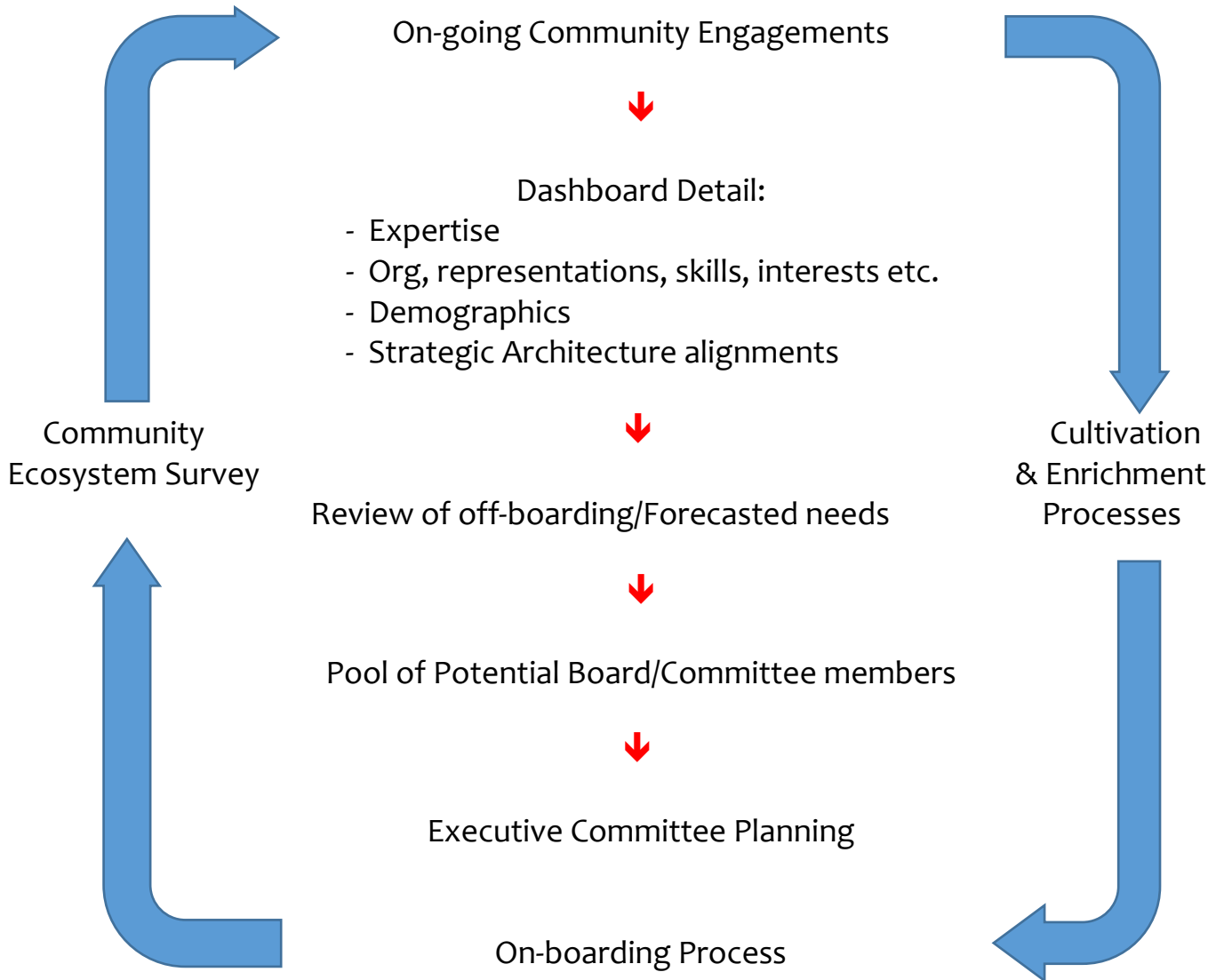
Quarter	GOAL 1 ACTION	GOAL 2 ACTION
3		
4		



Greater Tacoma Community Foundation Governance Committee Work Plan

Goal 1: GTCF's Board of Director's is Fully Resourced to Govern

Objective's 1, 2: Recruitment, Cultivation & On-boarding Processes



Challenge and Goals

- Implement and sustain a fully comprehensive on-boarding and development system initiated in 2023 (A two-year cycle)
 - On-going community talent search and cultivation of relationships
 - Ensure opportunity for engaged membership
 - Alignment of experience and interest with GTCF strategic priorities
 - Ensure board and committee responsibilities support strategic goals, objectives strategic actions.
- Ensure Board roles, processes and guiding documents reflect and advance GTCF's Strategic Framework.

Term End		31-Dec-19	31-Dec-20	31-Dec-21	31-Dec-22	31-Dec-23	31-Dec-24	31-Dec-25	31-Dec-26	31-Dec-27	31-Dec-28	31-Dec-29
1	LORI FORTE HARNICK					CHAIR	CHAIR					
2	ART WANG			CHAIR	CHAIR	CHAIR EMERTITUS						
3	LYLE QUASIM		*	*								
4	BEV COX											
5	RYAN MELLO											
6	RICHARD WOO											
7	TORY GREEN											
8	PRISCILLA LISICICH			SECRETARY	SECRETARY	SECRETARY	TREASURER					
9	WAYNE WILLIAMS					VICE-CHAIR	VICE-CHAIR					
10	JACQUES COLON											
11	KIM FISHER											
12	ALHMAHZ NEGASH					AT-LARGE	AT-LARGE					
13	IVAN HARRELL											
14	MICHAEL YODER											
15	NATHE LAWVER											
16	KITTY-ANN VAN DOORNICK						SECRETARY					
17	CHRISTOPHER ALGEO											
18	CHRISTINA BLOCKER											
19	BRETT FRESHWATERS											
20	JEANETTE ROATCH											
21	TONO SABLAN											

1st Term

2nd Term

A director is not eligible to serve more than two consecutive three-year terms unless at least one year has elapsed from the expiration of the second term. Service for less than a regular three-year term does not preclude a director from being elected to two consecutive three-year terms

**Note: Lyle Quasim accepted a three-year term post completion of Bob Pittman's term

SECOND AMENDED AND RESTATED BYLAWS OF
GREATER TACOMA COMMUNITY FOUNDATION
(as amended on 12/13, 2017)

ARTICLE I. GENERAL

Section 1. Name. This corporation shall be known as "Greater Tacoma Community Foundation" (hereinafter, the "Foundation").

Section 2. Purpose. This Foundation is organized to carry out exclusively charitable, educational, scientific and religious purposes primarily in and for the benefit of the people of the Pierce County area, all in accordance with the Foundation's Articles of Incorporation (as they may be amended or restated from time to time).

Notwithstanding the foregoing, the Board of Directors shall have no authority to take any action that invalidates the Foundation's 501(c)(3) status under applicable law.

ARTICLE II. OFFICES

Section 1. Offices. The principal office of the Foundation shall be at such location in Pierce County, Washington, as the Board of Directors may determine from time to time. In addition the Board of Directors may establish other offices of the Foundation as the activities of the Foundation may require from time to time.

Section 2. Registered Office. The registered office of the Foundation required by the Washington Nonprofit Corporation Act (the "Act") to be maintained in the State of Washington may be, but need not be, identical with the Foundation's principal office in the State of Washington, and the address of the registered office may be changed from time to time by the board of Directors.

Section 3. Registered Agent. The registered agent of the Foundation required by the Act may be either an individual resident of the State of Washington whose business office is identical with the registered office of the Foundation, or a domestic corporation, or a foreign corporation authorized to transact business in the State of Washington, having a business office identical with the registered office of the Foundation. The registered agent of the Foundation may be changed from time to time by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The Foundation shall be managed by the Board of Directors. The Board shall have all the powers and duties necessary, appropriate, or convenient for the administration of the affairs of the Foundation and for the management and operation of the Foundation's property and activities. Subject to the Act, the Board may do and perform all acts that are not prohibited by law, the Articles of

Incorporation, or these Bylaws. The Board is hereby committed to exercise, in the best interests of the Foundation, the power as described in Internal Revenue Code Regulations Section 1.170A-g(e)(11)(v)(B), (C) and (D).

Section 2. Qualifications of Directors. The Board of Directors shall consist of residents of the State of Washington who are a part of the greater Pierce County community. In making elections to the Board of Directors, factors to be considered may include an individual's reputation in the community, knowledge or interest in the charitable needs of Pierce County, geographical representation within Pierce County and reflect the diversity of the community at large. No director shall be selected because of the personal or private interest of any donor to the Foundation or person related thereto. No director shall receive any compensation for his or her service. Directors who are the holders of any other office or position outside of the Foundation shall serve in the Foundation's best interests, and not as representatives or delegates of their own or any other organization, interest or group.

Section 3. Number, Election and Term of Office. The Board of Directors shall consist of not less than twelve (12) nor more than twenty (20) directors.

Each Director shall serve for a term of three (3) years, and the terms of the directors shall be staggered and classified (e.g. Class I, II and III) as set forth in Articles IV and V of the Articles of Incorporation, as amended. No director shall serve more than two (2) consecutive 3-year terms. A director can be reelected after at least one (1) year has lapsed from the time of completion of such director's second consecutive term. A director who is appointed to fill an unexpired term may be elected to two (2) additional three-year terms.

Section 4. Vacancies and Resignations. A person may no longer serve as a director upon such person's resignation, death, or removal (as provided herein). Any director may resign at any time by giving written notice to the Chair of the Foundation, Vice Chair, or Secretary. Such resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective. Vacancies shall be filled for the unexpired term. A director elected to fill a vacancy may be elected for the unexpired term of his or her predecessor in office.

Section 5. Removal. A director may be removed, with or without cause, by a vote of two-thirds (2/3) of the disinterested directors represented in person or by proxy at a meeting at which a quorum is present.

Section 6. Annual and Regular Meetings. The Board of Directors shall convene an annual meeting at such time and place as determined by the Board of Directors, but as close to the end of the fiscal year as possible. The purpose of the annual meeting shall be to elect new directors to the Board, appoint officers to serve as provided in the Bylaws and for such other proper purposes. The Board of Directors shall hold at least four (4) quarterly meetings per year (one of which may be designated as the annual meeting). Meetings shall be held at such time and place as the Board of Directors may designate from time to time.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the written request of three (3) or more directors, the Chairman, the Vice Chair, or the Secretary, to be held at such place and time as the person or persons calling the meeting shall specify.

Section 8. Notice. Notice of any Board meeting (whether regular or special) shall be given to each Director in writing or by personal communication with such Director not less than twenty-four (24) hours before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Foundation; or, in the event that the director has consented to electronic notice as provided herein, such notice may be delivered electronically in compliance with RCW 24.03.009.

Neither the business to be transacted at, nor the purpose of any meeting need be specified in the notice of such meeting. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except that where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Waiver of Notice. A director may in writing waive notice of time, place or purpose of any meeting of the Board of Directors, either before, at, or after the meeting; and such director's waiver shall be deemed the equivalent of receiving notice. Attendance of a director at a meeting of the Board shall constitute waiver of notice of that meeting unless he or she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 10. Quorum. A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but, if less than such majority is present at the meeting, a majority of the directors present may adjourn and reconvene the meeting to another time and place. Notice of the new meeting time and place shall be given to all directors at least 24 hours in advance of the new meeting.

Section 11. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the provisions of the Act, the Articles of Incorporation, or as otherwise provided in these Bylaws. Each director, including the director presiding at the meeting of the Board of Directors, shall be entitled to one vote. Proxies shall not be recognized.

Section 12. Action by Board Without a Meeting; Electronic Voting. Subject to the provisions of the laws of the State of Washington, any action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if approved by either (a) written consent; or (b) electronic voting.

(a) Written Consent. Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if the Board members holding at least the minimum number of votes that would be necessary to authorize or take such action at a meeting (at which all Board members entitled to vote on the action were present and voted), approve of the action. Such written consents may be given in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book of the Foundation.

(b) Electronic Voting. An action may be approved by electronic voting if the Board members holding the minimum number of votes that would be necessary to authorize or take action: (1) have consented to receive electronic notice in accordance with RCW 24.03.080; (2) all such consenting Board members are advised of the issue electronically and given a reasonable opportunity to evaluate the issue and discuss it over e-mail with other Board members; and (3) express their approval of the action in an e-mail address designated by the Board.

Section 13. Presumption of Assent. A Director of the Foundation who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 14. Participation When Not Physically Present. Members of the Board of Directors (or others, as applicable) may participate in any meeting by means of telephone conference, Skype, or similar communications equipment permitting all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 15. Compensation and Expenses. Directors shall serve without compensation. Actual, reasonable and necessary expenses incurred in connection with performance of their official duties may be reimbursed to directors upon approval of the President.

Section 16. Conflicts of Interest. Directors and officers of the Foundation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Foundation and may freely make contract, enter transactions or otherwise act for and on behalf of the Foundation notwithstanding that they may also be acting as individual, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Foundation in a matter in which a director or officer is personally interested as stockholders, directors, or otherwise shall be i) commercially reasonable, ii) approved by the Board of Directors in accordance with this Article III; and iii) shall not

violate RCW 24.03.140 or the proscriptions in the Articles of Incorporation against the Foundation's use or application of its funds for private benefit. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction or other action.

ARTICLE IV. COMMITTEES

Section 1. General Powers and Limitations. The Board of Directors may create one or more standing or ad hoc committees of the Board. The Board of Directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge any committee. Each committee shall have and may exercise such power as is set forth in these Bylaws or as may be conferred or authorized by the resolution appointing it; provided, however, that no such committee shall have the authority to amend, alter or repeal these Bylaws or the Articles of Incorporation; elect, appoint or remove any director or officer of the Foundation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Foundation; authorize the voluntary dissolution of the Foundation or invoke proceedings therefore; adopt a plan for the distribution of the assets of the Foundation or amend, alter or repeal any resolution of the Board of Directors. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual of any responsibility imposed upon it or him or her by law.

Section 2. Composition. All committees shall include at least one director and may include such non-directors as may be appointed thereto by the Board of Directors.

Section 3. Quorum. A majority of the members of a committee shall constitute a quorum and any transaction of a committee shall require a majority vote of the quorum present at any meeting. Each member of a committee, including the person presiding at the meeting, shall be entitled to one vote.

Section 4. Removal of Members. The Board of Directors may remove at any time, with or without cause, a member or members of any committee.

Section 5. Meetings. Members of committees shall meet at the call of the chairperson of such committee at such place as he or she shall designate after reasonable notice has been given to each committee member. Each committee shall keep minutes of its proceedings and make a written report as needed to the Board of Directors of its actions within a reasonable time subsequent to the meeting.

Section 6. Executive Committee. The Board of Directors may create an Executive Committee. If created, the membership of this committee shall consist of the Chair, Vice Chair, Secretary, and Treasurer of the Foundation as voting members, and the President of the Foundation as a non-voting member. The Chair shall preside at

meetings as the chairperson of the Executive Committee. The Board of Directors by resolution may designate additional members to serve on the Executive Committee as either voting or non-voting members. The President shall not participate in the activities of the Executive Committee relating to the review and approval of his or her performance and compensation. The Executive Committee shall have only such powers as may be specifically delegated to it by the Board of Directors.

Section 7. Participation When Not Physically Present. Any committee member (or others, as applicable) may participate in any meeting by means of telephone conference, Skype, or similar communications equipment permitting all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 8. Board Advisory Committees. In addition to committees of the Board created under Section 1 of this Article IV, the President may create one or more standing or ad hoc Advisory Committees. The President shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge any Advisory Committee. The President may remove at any time, with or without cause, a member or members of any Advisory Committee. For each Advisory Committee, the President shall set forth a written statement of such committee's purpose, operating methodology and job description.

(a) Each Advisory Committee shall have and may exercise such power as is set forth in these Bylaws or as may be conferred or authorized by the written directive of the President appointing it; provided, however, that no such Advisory Committee shall have the authority to amend, alter or repeal these Bylaws or the Articles of Incorporation; elect, appoint or remove any director or officer of the Foundation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Foundation; authorize the voluntary dissolution of the Foundation or invoke proceedings therefore; adopt a plan for the distribution of the assets of the Foundation or amend, alter or repeal any resolution of the Board of Directors. The designation and appointment of any Advisory Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual of any responsibility imposed upon it or him or her by law.

(b) An Advisory Committee may include such persons as may be appointed thereto by the President. Directors are encouraged and allowed to participate on Advisory Committees, but there is no requirement that any Advisory Committee include a director. An Advisory Committee member need not be a director. Foundation staff shall be responsible for recruiting, and directors are encouraged to nominate, Advisory Committee members, subject to approval by the President. If there exists an Advisory Committee known as the Youth Philanthropy Board, or analogous committee, no director shall serve on such committee.

(c) Each Advisory Committee shall be led by a staff member of the Foundation. An Advisory Committee shall meet at the call of the chairperson of such

committee at such place as he or she shall designate after reasonable notice has been given to each committee member. Each Advisory Committee shall keep minutes of its proceedings. The chairperson of an Advisory Committee shall make written reports and convey as needed to the Board of Directors the committee's actions and recommendations within a reasonable time subsequent to each meeting of the committee. The Board of Directors shall have the sole power and authority to approve recommendations of Advisory Committees.

(d) A majority of the members of an Advisory Committee shall constitute a quorum and any transaction of any such committee shall require a majority vote of the quorum present at any meeting. Each member of an Advisory Committee, including the person presiding at the meeting, shall be entitled to one vote.

(e) Any Advisory Committee member (or others, as applicable) may participate in any meeting by means of telephone conference, Skype, or similar communications equipment permitting all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the Foundation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person except the offices of Chair and a Vice-Chair, and of Chair and Secretary.

Section 2. Election and Term of Office. All officers of the Foundation shall be elected annually by the Board of Directors at its regular annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor has been duly elected and qualified, or until removed as hereinafter provided. As a general matter, an officer may serve in the same office for a maximum of two consecutive one-year terms. The Board may, by resolution and in its sole discretion, however, allow an officer to serve one additional one-year term if the needs of the Foundation will be best served thereby. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election or appointment of an officer or agent shall not of itself create any contract rights.

Section 3. Removal. The Board of Directors may remove at any time, with or without cause, any officer or officers of the Foundation. Provided that the voting requirements of Article III, Section 5 are satisfied (and unless the Board of Directors determines otherwise), removal as an officer shall also constitute removal as a member of the Board of Directors.

Section 4. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification or other cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The Chair shall preside at all meetings as the chairperson of the Board of Directors and Executive Committee. He or she shall sign, with the Secretary or any other proper officer of the Foundation authorized by the Board of Directors, any contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be specially delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed. The Chair shall perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 6. Vice-Chair. In the absence of the Chair or in the event of his or her death, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be prescribed by the Board of Directors. The Vice Chair will act as Chair until the next annual election.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the members of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by law, and perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 8. Treasurer. The Treasurer shall generally oversee the finances of the Foundation, and will work with Foundation staff to review financial statements, investments, and related documents. The treasurer will also perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 9. Additional Officers. Officers and assistant officers, in addition to those hereinabove described, established by and who are elected or appointed by the Board of Directors, shall perform such duties as shall be assigned to them by the Board of Directors.

Section 10. Compensation and Expenses. Officers shall generally serve without compensation. An officer may, however, receive reasonable compensation for other services actually rendered to the Foundation. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors.

ARTICLE VI. APPOINTMENT OF PRESIDENT

The Board of Directors may appoint a President to serve at the pleasure of the Board. The compensation of the President shall be fixed from time to time by the Board of Directors.

ARTICLE VII.
LIABILITY OF DIRECTORS AND OFFICERS; INDEMNIFICATION

Limitations on liability and indemnification of directors, officers, employees and agents of the Foundation shall be as set forth in the Articles of Incorporation.

The Foundation may purchase and maintain insurance to fund this indemnification obligation.

ARTICLE VIII. CONTRACTS AND BANKING

Section 1. Contracts. The Board of Directors may authorize any officer, agent, or employee to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or agent of the Foundation and in such manner as shall be determined by resolution of the Board of Directors.

Section 4. Debt and Loans. The Foundation shall make no loans, except as set forth in Section 5 below, nor incur any indebtedness unless such debt is authorized by the Board of Directors, other than in the ordinary course of business. The authority of the Board to incur indebtedness shall be confined to specific instances. In no event may the Board authorize loans by the Foundation to its directors, officers or employees.

Section 5. Loans to Individuals and Nonprofit Organizations. The Board of Directors may authorize by resolution the making of loans to individuals (except directors or officers of the Foundation) or other nonprofit organizations, provided that any such loan is made pursuant to a written agreement with a donor or donors and for the purposes for which the Foundation is established. The Board of Directors shall

adopt by resolution guidelines and procedures to be used in making and collecting loans that are in accordance with the purposes for which the Foundation is established.

ARTICLE IX. GIFTS

Section 1. Method. Donors may make gifts to the Foundation by naming or otherwise identifying the Foundation in the gifting instrument and transferring the gifted property to an agent of the Foundation or to a non-corporate agent as trustee of the gifted property. Gifts shall vest in the Foundation upon receipt and acceptance by an authorized officer, agent, or employee of the Foundation, or trustee of the gifted property. A donor may designate one or more specific corporate or non-corporate trustees or agents to have custody of and administer gifted property, and the portions of the gifted property to be so held and administered by each. The Foundation may designate a non-corporate trustee to have custody and administer gifted property, and may enter into agreements with trustees or others having custody of gifted property specifying additional terms of such custody.

Section 2. Terms. Each donor, by making a gift to the Foundation, agrees to the use and administration of the gifted property in accordance with the terms of the Foundation's Articles of Incorporation, these Bylaws, and any agreement between the Foundation and an agent having custody of the gifted property, as each may be hereafter amended from time to time.

Section 3. Gifts in Trust. For any gift of an income interest or a remainder interest trust property, only such income entitlements or remainder entitlements shall be subject to the terms of Section 2 of this Article. The Board of Directors may take such action as from time to time it deems necessary to protect the Foundation's rights to receive such entitlements.

Section 4. Donor's Restrictions.

(a) At the time of gifting, any donor may provide restrictions on the gift of such donor, which are not inconsistent with the charitable purposes of the Foundation, relating as to (i) the field of charitable purposes or particular charitable organizations or purposes to be supported, (ii) the manner of distribution, including amounts, times and conditions of payment, and whether from principal and/or income, (iii) the geographical limits or use of the gift, including use in or for areas outside the State of Washington, (iv) the name, as a memorial or otherwise, for a fund given, or addition to a fund previously held, or anonymity for the gift, and (v) reasonable limits on or additions to investment powers of an agent having custody of the gift for the Foundation.

(b) All such restrictions by donors shall be followed except as provided in Sections 6 and 7 of this Article X, or in other provisions of these Bylaws or in the Articles of Incorporation or by law.

Section 5. Investments.

(a) Unless otherwise determined by the Board of Directors, the Foundation shall invest property, including gifted property, to obtain a reasonable return on net income and net appreciation, as well as the protection of principal.

(b) No gift shall be required to be separately invested or held unless required (i) by restriction of the donor; or in order to follow any restriction of the donor; (ii) in order to prevent tax disqualification; or (iii) by any state or federal law regarding the Foundation's continued qualification as a tax-exempt organization or qualification of gifted property for federal tax deductions, or otherwise. Restrictions involving the naming of a fund as a memorial or otherwise may be satisfied by keeping under such name, accounts reflecting appropriately the interest of such fund in each common investment.

Section 6. Presumption as to Donors' Intent. Each gift to and fund of the Foundation in its control shall be presumed to be intended to be used only for charitable purposes, to be productive of a reasonable return of net income or appreciation which is to be distributed at least annually (or if accumulated, to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes), and to be used only for such purposes and in such manner as not to disqualify the gift or fund from deduction as a charitable contribution, gift, or bequest in computing any federal income, gift or estate tax of the donor or his or her estate and not to disqualify the Foundation from federal income tax exemption as a qualified charitable organization or classification as a public charity as that term is defined in Article VII of the Foundation's Articles of Incorporation; and each gift and fund shall not be otherwise applied.

Section 7. Variance. Whenever the Board of Directors determines that any gift requirement or restriction, or request or directive of the donor would, if followed, result in use contrary the intent presumed under Section 6, be obsolete, inappropriate or impracticable by reason of existing or changed conditions or circumstances, or be inconsistent with the charitable needs of the greater Tacoma area, the Foundation may modify the condition, restriction, request or directive to the extent necessary to avoid such result; provided however that where the donor has clearly expressed the gift is conditional upon compliance with the requirement or restriction, or request or directive, the Foundation shall obtain the donor's waiver of the condition and restriction or an appropriate judicial or administrative determination that the condition and restriction need not be followed, or the Foundation shall decline acceptance of the gift.

Section 8. Control and Replacement of Trustee.

(a) The Board of Directors shall have the power and authority, under these Bylaws, to remove and select a successor to any participating trustee, custodian or agent with control of corporate funds for failure to produce, in the sole discretion of the Board of Directors, a reasonable total return over a reasonable period of time, consistent with the Foundation's spending policies, budget, and with due regard to safety of principal and the Foundation's charitable purposes. The Board of Directors shall also have the power and authority to seek to remove any participating trustee, custodian, or agent

with control of corporate funds for breach of fiduciary duty pursuant to state law proceedings and select a successor for any trustee, custodian, or agent removed. Before exercising the power set forth in this subsection (a), the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed.

(b) In determining whether the trustee, custodian or agent has obtained a reasonable total return, (i) there shall be excluded from such determination such assets as are held for the active conduct of the Foundation's exempt activities; and (ii) such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of the Foundation.

(c) A "restricted fund" means a fund, any proceeds of which have been designated by the donor as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organization or agencies, the members of which are readily ascertainable and are less than five (5) in number.

(d) The Board of Directors shall exercise its powers under Section 8 (a) in the best interests of the Foundation. If it appears that there may be grounds for exercising such powers with respect to any fund, the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction.

ARTICLE X. DISTRIBUTIONS AND DISBURSEMENTS

Section 1. Determination of Distributions, Generally. Not less than annually, the Board of Directors shall determine the Foundation's spending policy, including the source of funds (e.g., income, principal, total proceeds) from which corporate distributions shall be made. Not less than annually, the Board of Directors further shall determine the specific charitable and administrative distributions to be made from corporate funds (including funds held by any agents of the Foundation) pursuant to the provisions of the Articles of Incorporation and these Bylaws.

Section 2. Voting Requirements. Determinations of charitable distributions shall require the affirmative vote of a majority of the Board of Directors on each individual distribution unless otherwise expressly provided in these Bylaws, or by a donor restriction, subject to the variance provisions of Article IX. Determinations on administrative distributions may be made by approval of an annual budget by majority vote of the Board of Directors.

Section 3. Guidelines for Grants Committee. In determining charitable distributions, the Board of Directors shall consider the recommendations of the Grants Committee (if formed) and the charitable, educational, scientific, religious civic, social and economic needs of Pierce County in accordance with the purposes for which the Foundation is established.

Section 4. Investigations and Research. The Board of Directors or the Distribution Committee shall gather and analyze facts and conduct such investigation and research as is reasonably necessary to determine the most effective agencies and means for meeting the needs of the greater Tacoma area through distribution of funds given for charitable purposes, and may incur as administrative expenses, reasonable costs for such fact gathering, analysis, investigation and research.

Section 5. Distributions. The Board of Directors shall authorize and direct the agents having custody of corporate funds to make distributive payments to the Foundation, organizations or person or persons from such funds, in such amounts, at such times, and with such accompanying restrictions, if any, as the Board may direct. The Board of Directors shall inform agents having custody of corporate funds of the authorized distributions as far in advance as the Board of Directors shall deem practicable so as to permit the agent to adjust its investment policies accordingly, and may, upon advice from the agent as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distribution as it deems appropriate.

Section 6. Distributions to Other Organizations or Agencies. The Board may, in furtherance of the Foundation's charitable purposes when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, direct distributions to a person or persons, organizations, governments, or governmental agencies carrying out charitable purposes, or help create new qualified charitable organizations to carry out such purposes.

ARTICLE XI. ACCOUNTING YEAR AND AUDIT

Section 1. Accounting Year. The accounting year of the Foundation shall begin on the first day of January and end on the last day of December of the same year or as otherwise determined by the Board.

Section 2. Audit. An independent auditor appointed by the Board of Directors shall at such time as the Board may determine, but at least annually, prepare for the Foundation as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, and a statement of income, expenses and distributions, and a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such other additional reports or information as may be ordered from time to time by the Board of Directors. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or the federal government to be filed by the Foundation. The auditor's charges and expenses shall be proper administrative expenses.

Section 3. Publication of Financial Reports. The Board of Directors shall make, at least annually, such distribution of a written report of its financial condition, activities and distributions to representative persons and organizations in the State of Washington (including to at least one daily newspaper of general circulation in the

greater Tacoma area) as will, in the opinion of the Board of Directors, reasonably inform the interested public of the operations of the Foundation.

ARTICLE XII. SEAL

The corporate seal, if any, shall be in the form of a circle and shall have inscribed thereon the name of the Foundation and the words "CORPORATE SEAL, WASHINGTON".

ARTICLE XIII. AMENDMENTS

The Bylaws of the Foundation may be altered, amended or repealed and new Bylaws adopted by affirmative vote of a majority of the directors in office at any meeting of the Board of Directors.

DATED this 13th day of December, 2017.

GREATER TACOMA COMMUNITY FOUNDATION



By: Sheri Tonn
Chair, Board of Directors

ATTEST: 

By: Mary Thomas
Secretary, Board of Directors



2024 EXECUTIVE COMMITTEE ROSTER

NAME/TITLE/PHONE	EMAIL	YEAR ELECTED
Lori Forte Harnick, Chair Goodwill of the Olympic & Rainier Region 253.573.6500	lorifh@goodwillwa.org	2021
M. Wayne Williams, Vice Chair Community Leader 253.226.8880	mww11@juno.com	2023
Kitty-Ann van Dorninck, Secretary Retired Judge 253.3284-1803	kavand@rainierconnect.com	2024
Priscilla Lisicich, Treasurer Community Activist 253.905.4000	plisicich@boldsolutionswa.org	2020
Ahlmahz Negash, At-Large City of Tacoma (sabbatical) 253.318.6611	ahlmahzn@gmail.com	2023

EXECUTIVE COMMITTEE CHARTER

Type: Standing

Membership: The Executive Committee shall consist of the Board Chair, Vice Chair, Secretary, Treasurer, Chair Emeritus (when eligible) and one At-Large Member. The President & CEO will serve as an ex-officio member of the Committee. The Board of Directors by resolution may designate additional members to serve on the Executive Committee as either voting or non-voting members. All Committee members will be required to sign the Confidentiality Policy and Conflict of Interest Disclosure annually.

Terms of Service: Chair and Vice Chair will each serve 2-year terms. The Chair Emeritus is a 1-year term following service as Board Chair. The Secretary, Treasurer, and At-Large members will each serve 1-year terms that can be renewed annually. These 3 positions are candidates to move into the Vice Chair position, but prior service in these positions is not a requirement for the Vice Chair.

Delegation of Authority: The Committee reports to the Board of Directors.

Standard Committee Procedures: The Committee shall meet at the call of the Chair of the Committee, typically 4-5 times per year, and shall maintain minutes of all meetings, which shall be regularly approved by the Committee and made available for distribution to the Board. The Chair shall preside at meetings as the chairperson of the Executive Committee. A simple majority of the appointed members of the Committee shall constitute a quorum at any meeting of the Committee. Meetings may be conducted by

teleconferencing where all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Purpose: The purpose of the Executive Committee is to exercise powers of the Board of Directors as to matters that arise and must be dealt with between regularly scheduled Board meetings, when it is not feasible to convene the Board, to conduct the annual performance review of the President & CEO and provide a sounding board for the President & CEO as appropriate.

Specific Responsibilities:

1. The Committee shall deal with matters that arise between Board meetings that require Board action and the Committee determines that it is not feasible to convene the entire Board in a special meeting to deal with the matter. It shall also be responsible for coordinating the annual review of the GTCF President. To the extent permitted by applicable law, the GTCF Articles of Incorporation, its Bylaws, and Washington law, the Committee is empowered to act for the full Board; however, the Committee shall not have power or authority as to the following matters:
 - a. Adopt, amend, or repeal any provisions of the GTCF Articles of Incorporation or Bylaws; or
 - b. Adopt a plan of merger or adopt a plan of consolidation with another corporation; or
 - c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Foundation; or
 - d. Authorize the voluntary dissolution of the Foundation or invoice proceedings therefore; or
 - e. Adopt a plan for the distribution of the assets of the Foundation; or
 - f. Amend, alter, or repeal any resolution of the Board of Directors; or
 - g. Elect, appoint or remove any Director or Officer of the Foundation; or
 - h. Change the membership of, or filling vacancies in, any Board Committee; or making final determination of policy; or hiring or firing the President.
2. The Committee may call a special meeting of the Board.
3. The Committee shall report all action taken by it to the Board at its next regular meeting succeeding the taking of such action.

The President & CEO shall not participate in the activities of the Executive Committee relating to the review and approval of his or her performance and compensation.

Individual Roles

BOARD CHAIR

- **General:** Ensure the effective action of the Board in governing and supporting the organization and overseeing Board affairs. Acts as the representative of the Board, rather than as an individual supervisor to staff.
- **Community:** Speaks to the community on behalf of the organization (as does the President & CEO); represents the agency in the community.
- **Meetings:** Develops agendas for meetings in concert with the President & CEO. Presides at Board meetings.
- **Committees:** Determines whether executive meetings are necessary and convenes the committee accordingly.

- President & CEO: Establishes search and selection committee (usually acts as chair) for hiring a President & CEO. Convenes board discussions and process for annually evaluating the President & CEO including salary compensation per the President & CEO Salary Review Policy. Negotiates compensation and benefits package; conveys information to the President & CEO. In case of emergency succession situation, serves as point person for CFO and CSO in ensuring smooth implementation of normal operations until President & CEO can resume role.
- Board Affairs: Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members.

VICE CHAIR

- General: Acts as the chair in his or her absence; assists the chair on the above or other specific duties.
- Special Responsibilities: Typically chairs the Governance Committee. Typically succeeds the Board Chair to become the next Chair of the Board, subject to the board election process of officers. Works with the President & CEO to ensure Board has signed Conflict of Interest Disclosure annually.

TREASURER

- General: Ensures the effective action of the CFO and Board financial committees (Investment, Finance and Audit). Manages the board's review of, and action related to, the board's financial responsibilities. Ensures adequate director and officer insurance is in place to protect the board.
- Reports: Ensures that appropriate financial reports are made available to the board including annual report of how investments performed relative to investment policy. Ensures predictable and periodic financial reports prepared by Board Committees and CFO to board on key financial events, trends, concerns, and assessment of fiscal health.
- Auditor: Works with the CFO to meet annually with the auditor in conjunction with the Finance and/or Audit Committees. Ensures, through the Finance Committee and Investment Committee, sound management and maximization of cash and investments are reported to the full Board.

SECRETARY

Works with the President & CEO (or delegated staff) to ensure organization is adhering to Document Retention Policy including permanent retention of all board minutes, articles of incorporation and bylaws.

- Ensures all Board Resolutions are being recorded for future board reference.
- Works with Board Chair to ensure all decisions made by teleconference are in accordance with bylaws and applicable state laws.

AT-LARGE MEMBER

Overview: One of the important goals associated with the At-Large position is to assist in developing and sustaining a desired board culture. The selection and on-boarding of new board members is a critical component in achieving this goal. Identifying individuals that share GTCF's philosophy and values and cultivating relationships prior to becoming board members does not conclude our work. Providing them a greatest opportunity to acclimate, learn and contribute to the successful execution of board responsibilities is just as important. At-Large duties are intended to ensure the on-boarding process is carried out in a comprehensive, inclusive, individualized, and attentive manner.

In addition to all the Executive Committee functions, this position typically will serve to:

- Lead the new Board cohort onboarding process:

- *Specific responsibilities:*
- Ensure all new members attend board orientation
- Ensure all new board members have a copy of GTCF's on-boarding process, understand goals associated with it.
- Work with mentors to ensure an individualized quarterly/1-year plan is successfully completed for new members.
- Provide mentors a level of support that yields a best experience for new board members.
- Lead the Board Mentor process:
- *Specific responsibilities:*
- Follow up to ensure mentors understand and are comfortable with their duties.
- Provide support in researching or gathering information that might be requested.
- Encourage mentors to establish a schedule for meetings or communicating with their assigned new board member.

Acquire feedback from new members and mentors and annually provide the Governance Committee Chair and members recommendations on ways to improve the on-boarding process.

May lead any Board ad hoc committees (such as retreat planning), as appropriate. This position is also a candidate to move into the Vice Chair position subject to the board election process for officers.

Timeline: The work of the committee is year-round.

GTCF COMMITTEE BEST PRACTICES

- Each committee works in coordination with the President & CEO of GTCF and their staff.
- Each standing or ad hoc committee is chaired by a member of the GTCF Board of Directors (BOD).
- Committee members will be provided a video or teleconference link for all committee meetings so that they may participate, even when not available to attend in person.
- Members of the GTCF BOD who are not an official committee member are welcome to attend any committee meeting, as a guest, with the understanding they are not voting members of the committee.
- Decisions/recommendations from the committees to the GTCF BOD or EC are made via consensus. When consensus is not possible, a majority vote of the committee members is reported for the Board or EC consideration.
- An agenda is developed prior to each meeting and distributed to all committee members in advance of the meeting. The chair ensures minutes are prepared and routed to committee members for review.
- Committee Minutes or reports are provided at BOD meetings to keep the Board informed of key committee decisions or actions.
- New Committee members are recruited and vetted by the Committee Chair.