



2025 EXECUTIVE COMMITTEE ROSTER

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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.