



January 28, 2016

To: Columbia Association Board of Directors (Board)

From: Jane Dembner, AICP
Director of Planning and Community Affairs;
Governance Chief of Staff

Subject: February 4, 2016 Work Session on Committee Structure

Background

At the January 4, 2016 Board Operations Committee (BOC) meeting, the BOC decided to hold a work session on the Board's current committee structure. In addition, last summer (June 2015), at a work session, the Board expressed a desire to re-examine the way in which its standing committees meet and to examine how its monthly meeting schedule might change to afford more time for monthly work sessions of key topics and issues related to the organization and community.

This memo provides information on two items that are relevant to the planned February 4 work session:

1. An overview of the current committee structure and how it has evolved over time;
and
 2. The Board's ideas from June 2015 on potential ways to change the meeting schedule of the Board and its committees.
1. Current Board Committees, Structure and Evolution

Mr. Doug Eadie, President & CEO of Doug Eadie & Company, Inc., worked with CA in the 2000s. One of the products of this work was the Board's adoption in 2006 of a committee structure. In 2010, Phil Nelson, former CA President/CEO, worked with

the Board to create a process whereby three of the Board committees would meet during the Board's regularly scheduled meetings, while leaving the responsibilities of the various committees unchanged.

The "Columbia Association Board of Directors Committee Structure Governing Documents" (attached) documents the committee structure and its role in Board governance and leadership:

"The Columbia Association's committee structure has been adopted in an effort to facilitate the CA Board's commitment to playing a truly high impact/strategic governing role. The CA Board of Directors acknowledges that CA's long-term effectiveness and the quality of its services to Columbia residents (in an ever-changing, challenging environment) depend on the leadership of a Board that continually answers three central questions in a full and timely fashion:

- 1. Where should CA be headed and what should it become over the long run?*
- 2. What should the Columbia Association's role be now and in the near term in relation to other stakeholders?*
- 3. How is CA performing; programmatically, financially, and administratively?*

The CA Board agrees that, in answering these three key governing questions, a high impact/strategic governing body essentially makes judgments and decisions that flow along four broad categories:

- 1. Strategic and Operational Planning*
- 2. Performance Monitoring & Strategic Implementation*
- 3. External Stakeholder Relations*
- 4. Board Self-management and Board - CEO Relations*

Four CA Board standing committees are assigned issues and proposals relating to the above categories. Those committees are:

- 1. Planning and Strategy*
- 2. Strategic Implementation*
- 3. External Relations*
- 4. Board Operations*

Two additional standing committees, the Audit Committee and Risk Management Committee, have resident members, meet periodically, and report to the Board."

The full document, as amended, is attached and can also be viewed on the CA

Website: <http://columbiaassociation.org/home/showdocument?id=7328>

2. June 2015 Work Session Ideas

At its June 18, 2015 Board work session that included a discussion of its committees and Board meetings, some issues that Board members expressed were that the meetings ran too long, and as a result, the Board was making important decisions late in the evening at the end of these meetings, which often extended to 10:30 or 11:00pm. It was expressed that this might not be the optimum time to be making Board decisions.

Scheduling. As part of the discussion, one idea raised and discussed was to have one meeting a month scheduled for the standing committee meetings *only* and the other meeting for a full Board of Directors meeting. The discussion included the possibility of all the standing committees meeting back-to-back on the second Thursday of the month. The committees would conduct business and make recommendations, as necessary, to the full Board, which would, in general, take up those items at a full meeting of the Board on the fourth Thursday of the month. This change would allow the Board members, when in committee, to continue to hear the discussion of the separate committees. This was identified as a benefit of the current structure.

On the fourth Thursday of the month, the Board would consider and/or take action on recommendations from the committees made at the second Thursday of the month. This would allow the Board to consider and make decisions earlier in the meeting agenda than occurs under the current meeting structure. The decision-making portion of the meeting, it was suggested, would follow administrative items and resident speakout.

There was a concern expressed by some Board members about what would happen under instances when, because of the time-sensitive nature of an issue, the Board needed to meet on the second Thursday of the month. Under that situation, the Board could decide to hold a special meeting on the second Thursday of the month before or after the committee meetings. In addition, other special Board meetings may be called as needed.

Special Presentations: Another idea raised at the June 2015 work session was for the Board to hold any special presentations following their decision-making agenda items to reinforce the desire to schedule the early part of the full Board meetings for decision-making. It is important to note that the Board's current governing documents state that most special presentations should be made through the appropriate committee rather than to the full Board to the greatest extent possible.

The current language in the Board's Committee Structure governing documents related to the schedule reads as follows:

“The full Board shall meet on the second and fourth Thursdays of each month. The Board's standing committees shall meet during these two monthly Board meetings, except the Audit committee that meets as needed, and the Risk Management Committee that meets quarterly. Special meetings may be called as needed.”

Attachment: Columbia Association Board of Directors Committee Structure Governing Documents

***Columbia Association
Board of Directors
Committee Structure
Governing Documents***



Updated November 12, 2015

CONTENTS

1. Background	Page 2
2. CA Board Committee Structure Model	Page 3
3. CA Board Committee Structure Description and Purpose	Page 4
4. Approved CA Board Committee Documents	
a. Board Governing Mission	Page 6
b. Standing Committee Guidelines	Page 8
c. Standing Committee Responsibilities	
i. Board Operations Committee	Page 10
ii. Planning and Strategy Committee	Page 11
iii. Strategic Implementation Committee	Page 12
iv. External Relations Committee	Page 13
v. Audit Committee	Page 14
vi. Risk Management Committee	Page 15
d. Chief Staff Liaison Functional Description	Page 16

BACKGROUND

Late in 2005, after hearing a presentation from Ms. Jean Freeman about Carver Governance and a presentation from Mr. Doug Eadie about other current Board process best practices, the CA Board created the Board Process Improvement Task Force. The Task Force was charged with further studying Board process best practices and the Task Force was asked to report its findings to the full Board prior to the end of FY06. Members of that Task Force included: Hank Dagenais, Chair; Pearl Atkinson Stewart, Vice-Chair; Miles Coffman, Wolfger Schneider, and Phil Marcus. Rob Goldman was the staff liaison to the Committee.

That Task Force spent a number of meetings discussing four topics:

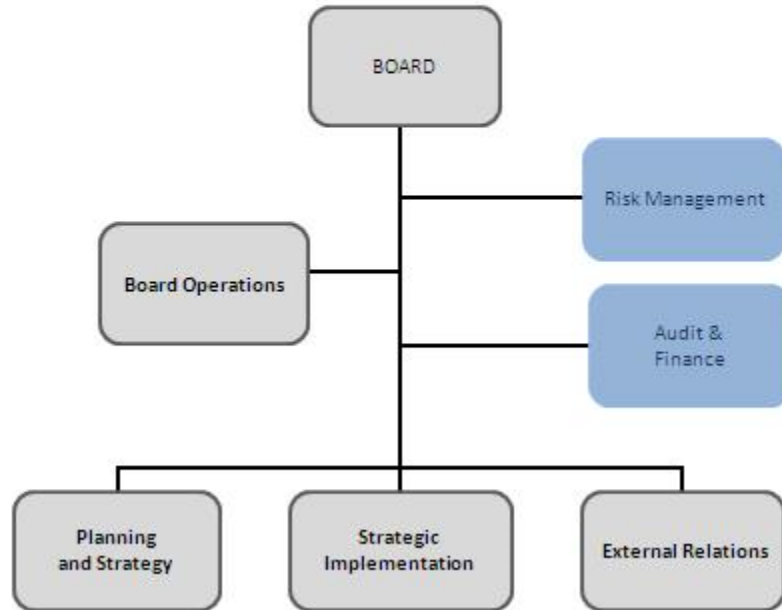
1. Meetings are too long.
2. How to communicate with the CA Staff
3. Micromanagement
4. Strategy making Process involvement

Recommendations relating to each of these topics were reported to the CA Board in the Task Force's 4/13/06 report.

During the discussions relating to the above topics, the Task Force decided it would be prudent to additionally take an in-depth look at the current Board committee structure and at Mr. Doug Eadie's proposed committee structure. The Task Force spent quite a few meetings studying this topic and the Task Force recommended a new "CA Board Committee Structure". The Task Force also recommended that the Board retain Doug Eadie to assist the Board with the implementation of the new committee structure.

In January 2010, CA President, Phil Nelson, proposed and the CA Board adopted some significant changes to the manner in which the CA Board and Board Committees meet. These changes were done within the context of the 2006 adopted structure and all are now incorporated into this document.

CA Board Committee Structure Model



Make-up of Committees

- | | | |
|-----------------------------|---|---|
| 1. Board Operations | - | 5 Members - The Board Chair, President, & Chairs of the Planning and Strategy, Strategic Implementation & External Relations Committees * |
| 2. Planning & Strategy | - | 3 Board Members |
| 3. Strategic Implementation | - | 3 Board Members |
| 4. External Relations | - | 3 Board Members |
| 5. Audit & Finance | - | 3 Board Members & 2 Community Members |
| 6. Risk Management | - | 3 SIC Members, 1 Community Member, President, & CFO is Chair |

**The President is a non-voting member of the BOC*

CA Board Committee Structure

Description / Purpose

The Columbia Association's committee structure has been adopted in an effort to facilitate the CA Board's commitment to playing a truly high impact/strategic governing role. The CA Board of Directors acknowledges that CA's long-term effectiveness and the quality of its services to Columbia residents (in an ever-changing, challenging environment) depend on the leadership of a Board that continually answers three central questions in a full and timely fashion:

1. Where should CA be headed and what should it become over the long run?
2. What should the Columbia Association's role be now and in the near term in relation to other stakeholders?
3. How is CA performing; programmatically, financially, and administratively?

The CA Board agrees that, in answering these three key governing questions, a high impact/strategic governing body essentially makes judgments and decisions that flow along four broad categories:

1. Strategic and Operational Planning
2. Performance Monitoring & Strategic Implementation
3. External Stakeholder Relations
4. Board Self-management and Board - CEO Relations

Four CA Board standing committees are assigned issues and proposals relating to the above categories. Those committees are:

1. Planning and Strategy
2. Strategic Implementation
3. External Relations
4. Board Operations

Two additional standing committees, the Audit Committee and Risk Management Committee, have resident members, meet periodically, and report to the Board.

CA BOARD COMMITTEE DOCUMENTS

BOARD GOVERNING MISSION

The Board of Directors, as the Columbia Association's governing body:

1. Serves as the steward and guardian of CA's values, vision, mission, and resources.
 2. Plays a leading, proactive role in CA's strategic decision making, and in setting strong, clear strategic directions and priorities for all of CA's operating units and programs.
 3. Monitors CA's operational performance against clearly defined performance targets.
 4. Ensures that CA's image and relationships with key stakeholders are positive and that they contribute to CA's effectiveness in serving Columbia residents.
 5. Makes sure that Columbia residents are well informed about CA and its mission, activities, and policies, and are provided with ample opportunity to provide input into the Board's policy deliberations and decision-making processes.
 6. Ensures that CA possesses the financial and other resources necessary to realize its vision and carry out its mission fully.
1. Ensures that Board members are fully engaged in the governing process and that the resources they bring to the Board are fully utilized in governing.
 2. Takes accountability for its own performance as a governing body.
 3. Appoints a President and Chief Executive Officer to provide executive direction to all CA programs and administrative operations, setting the President/CEO's compensation.
 4. Works in close partnership with the President/CEO, ensures that clear, detailed President/CEO performance targets are set, and periodically evaluates President/CEO performance against these targets.
 5. Always adheres to the following "Columbia Association Board Values":

Columbia Association Board/Council Values

1. Represent constituent interests assertively and make decisions based on the welfare of the entire community.

Recognize diverse perspectives, such as ethnicity, age, economic circumstances, differing village life cycles, and varying tenures of Columbia residents.

Once all constituent perspectives are established and acknowledged, weigh them in relation to the perspective of the entire community.

2. Engage in open discussions that encourage and respect differing positions.

“Seek first to understand, then to be understood”

When differing with someone’s position, first acknowledge it by summarizing his or her point of view. (Or, ask for such a summary if someone differs with you. “Did you understand my intention? What was it?”)

3. Strive for consensus, but agree to disagree based on the merits.

Argue to seek a better understanding, not to win the argument. Use inquiry to probe positions with which you may not agree. Call the question after points have been established.

4. Speak as a Board through unified messages that present both majority and minority positions.

If consensus cannot be reached, end the discussions by summarizing both sides to their mutual satisfaction.

When speaking outside of Board meetings, identify whose opinion you’re discussing (your own or the Board’s).

5. Cultivate trust by showing respect for others, by accepting responsibility for your role in the process.

When discussing issues focus on the issues not the people you are discussing the issue with

STANDING COMMITTEE GUIDELINES

1. The Chair of the Board of Directors will appoint the members of the Planning & Strategy, Strategic Implementation and External Relations Committees. Each of these three standing committees will consist of 1/3 of the number of Board members, excluding the Board Chair. At their first meeting of each year these committees will appoint from among their respective members a Chair and Vice-chair of their committee. (A committee member may not serve as Chair of the same committee for two consecutive years.) The Board Chair serves as Chair of the Board Operations Committee. In the event that the Board has elected to split the Board Chair's one-year term between two board members, the second person to serve as Board Chair will vacate his or her committee membership at the time he or she becomes Board Chair, and the first person to serve as Board Chair will become a member of that committee. If the new Board Chair was Chair of that committee, the committee will elect a new Chair.
2. Each Board member shall be assigned to one (but only one) of the standing committees (Note an exception: that the chairs of the Planning & Strategy, Strategic Implementation, and External Relations Committees also serve on the Board Operations Committee). This will ensure that each standing committee has a "critical mass" of members and will guard against Board members' overextension and the dilution of governance. (Board members may also serve on the Audit Committee.)
3. Only Board members may serve on the Board's standing committees. There are, however, two non-Board members on the Audit Committee and one non-Board member on the Risk Management Committee. Additionally, non-Board members can serve on any ad hoc subcommittees that the standing committees establish and oversee. Committees may choose to establish Ad-Hoc sub-committees to address issues that are too complex for the time allotted in committee. An Ad-Hoc sub-committee should not be established if the members of that committee include all the same members that would be in attendance at a Standing Committee meeting. Membership to an Ad-Hoc sub-committee should include a least one member of the Board who is serving another Standing Committee.
4. Members may request assignment to a specific committee, but the Chair will make the final determination based on the standing committee guidelines and what is in the best interest of the Board.

Members may serve up to two consecutive years on one committee and then must be reassigned to another committee. Each committee chair must rotate to another committee. The purpose of this is to give each Board member an opportunity to serve on each committee and to ensure a broad range of knowledge for each Board member.

Members who have served as Chair of a committee in one year shall not be eligible to be chair of any committee in the next year. Since the Board Operations Committee is comprised of the Chairs of each committee, rotation of chairs each year ensures that the Board Operations Committee membership is constantly rotating. (This does not apply to the Audit & Risk Management Committees.)

5. All matters coming to the full Board are expected to go through the appropriate standing committee and be introduced to the Board by the committee. Normally action items should not be introduced directly to the full Board, without having come through the appropriate Board standing committee, and all reports to the Board shall be made by standing committee members (with the sole exceptions of the regular President/CEO report to the Board and when non-board advisory committee members or staff members present special briefings under the aegis of the standing committees).
6. The full Board shall meet on the second and fourth Thursdays of each month. The Board's standing committees shall meet during these two monthly Board meetings, except the Audit committee that meets as needed, and the Risk Management Committee that meets quarterly. Special Meetings may be called as needed.
7. All meetings shall be open unless closed for one of the purposes enumerated in Section 11B-111(4) of the Maryland Homeowners Association Act and all agendas shall include the Resident Speakout item.
8. In the event a meeting of the Committee is closed, the Chair of the Committee shall report such closed session to the Chair of the Board in a writing that provides (a) the date of the closed meeting, (b) the approximate beginning and ending times of the meeting, (c) the record of the vote of each committee member by which the meeting was closed, and (3) the purpose for which the meeting was closed pursuant to a specific subsection(s) of HOA section 11B-111(4). Such report must be provided to the Chair of the Board by 5:00 pm on the day preceding the next Board meeting following the Committee meeting.
9. Whenever a standing committee believes that the full Board should be involved in-depth in dealing with an issue, the committee should take the initiative in either hosting a meeting of the Board or recommending to the Board Operations Committee that a special full Board work session be held as part of the regular Board meeting.
10. The committees should receive strong staff support, including the preparation of agendas and reports to the full Board. CA's President/CEO and Executive Team should work closely together to ensure that the Board's standing committees are well staffed. In this regard, a member of the Executive Team should be assigned to serve as Chief Staff Liaison to each of the standing committees.
11. The President/CEO should regularly attend standing committee meetings.
12. A majority of a Committee's or Board's membership is required to be present at a meeting to constitute a quorum.
13. The Board Vice-chair shall preside over Board Operations Committee meetings in the Chair's absence. The Vice-chair of the three standing committees shall preside over all meetings in their Chair's absence, substitute for their Chair when he/she is unable to attend a Board Operations Committee meeting, and assist their Chair in the performance of his/her duties.

14. While the Board Operations Committee should be involved in preparing the Board agenda, it should not pre-review or revise the content of committee reports and recommendations to the full Board. All standing committees report directly to the full Board.
15. General Rules of Decorum at CA Board of Directors and Standing Committee Meetings:
- a) In accordance with maintaining decorum and civility under Robert’s Rules of Order, the following rules shall apply for interactions among Board members and staff at all Board of Directors and Board Standing Committee Meetings.
 - Do not attack or question each other’s motives
 - Avoid personalities, since the measure, not the Board member or staff is the subject of debate
 - Be respectful of a “call to order” when there is an infraction
 - b) During Board of Directors Meetings, except during Resident Speakout and during formal presentations by staff or others, the chair shall recognize only the Board members during debate unless the President requests and obtains the floor and expressly chooses to have another staff member speak on his/her behalf.
 - c) Board Member Comments will be placed as the last item on the agenda. During the “Board Member Comments” portion of Board of Directors Meetings, only Board Members shall speak, shall provide their comments rather than questions that require an immediate answer, and shall have the floor without interruptions.
 - d) During Board Standing Committee Meetings, the Chair may allow any member of the audience and staff members to have the floor during discussions, but only after first giving Committee Members and other Board Members and CSLs in attendance an opportunity to speak.
16. To “Accept” a report is to adopt it in its entirety, so if it is not the intention of the board to fully approve a report, a motion to ‘accept’ should not be made. Additionally, as it is the responsibility and duty of the professional staff to properly ‘file’ all reports, it is unnecessary to ever have a motion to ‘file’. If, after discussion by the Board, a report does not require action by the Board, the correct action is for the chair to say “Thank You’ and move on to the next agenda item.

**BOARD OF DIRECTORS
STANDING COMMITTEE RESPONSIBILITIES
BOARD OPERATIONS COMMITTEE**

This committee is headed by the Board Chair and consists of the chairs of the Planning & Strategy, Strategic Implementation and External Relations Committees (committee vice-chairs attend and have voting privileges when their committee chairs are absent) and the President/CEO. The Board Operations Committee is basically responsible for the effective functioning of the CA Board of Directors and for the maintenance and development of the Board-President/CEO working relationship, in this capacity being accountable for:

1. Coordinating the functioning of the Board of Directors and the Board’s other standing committees, keeping the Board Governing Mission updated, setting Board member performance standards, and monitoring Board member performance.
2. Preparing the full Board agenda.
3. Assigning agenda items to standing committees to ensure that standing committee agendas are focused primarily on the Association’s Key Strategic Issues. Other matters pertaining to each committee's responsibilities will also be assigned.
4. Recommending revisions in the CA By-Laws to the Board of Directors in the interest of stronger governance and management of CA affairs.
5. Developing and overseeing execution of a formal Board member capacity building program, including such elements as orientation of new members, continuing education and training, and a mentoring program pairing new with senior Board members.
6. Recommending the adoption – and periodic updates – of a detailed policy outlining the ethical guidelines with which Board members are expected to comply in carrying out their governing responsibilities, including a clear definition of what constitutes a conflict of interest, and recommending appropriate action to address violations of this policy.
7. Ensuring that the President/CEO position description is updated as necessary to reflect changing CA needs, priorities, and circumstances.
8. Annually negotiating President/CEO performance targets, annually or semi-annually evaluating CEO progress in achieving these targets, and recommending CEO compensation
9. The Planning and Strategy Committee, having responsibility for CA’s Strategic Plan, will from time to time delegate to this committee the development of one or more “Strategy Sketches”. When this occurs the responsibility for each component of the Strategy Sketch will be the following:

Component	Responsibility
<ul style="list-style-type: none"> • Articulation of Strategic Issue • Desired Outcomes • Guiding Principles • Action / Event Sequences 	Board/Staff Input Board/Staff Input Board Staff

PLANNING AND STRATEGY COMMITTEE

The Planning and Strategy Committee is accountable for designing and leading the Board's participation in CA strategic and operational planning, including budget preparation, in this capacity:

1. Reaching agreement with the President/CEO on the detailed design of CA's planning and budget development cycle - with special attention to the Board's role in planning - and on the annual planning calendar, and ensuring that the Board participates fully and proactively in the planning process.
2. Overseeing preparation for, and hosting, periodic Board of Directors-CEO-Executive Team strategic work sessions that are designed to kick off the annual planning cycle.
3. Recommending to the Board the strategic issues that CA's strategic planning should focus on, and reviewing and recommending to the Board such critical planning products as updated values, vision, and mission statements, operational planning priorities, the budget, and other strategic and policy-level products that merit full Board of Directors attention.

The responsibility for each component of the Strategy Making Process for which this committee is responsible shall be the following:

Component	Responsibility
Mission Statement	Board
Vision Statement	Board
Strategic Goals	Board
Key Strategic Issues	Board/Staff Input
<u>Strategy Sketches</u>	
• Desired Outcomes	Board/Staff Input
• Guiding Principles	Board
• Action / Event Sequences	Staff

4. Ensuring - as part of the operational planning/budget preparation process - that all program plans include both financial and programmatic performance targets that the Strategic Implementation Committee can use in monitoring the programmatic results of all of CA's programs and operating units.
5. Recommending to the Board the appointment of residents to the Financial Advisory Committee, which is to serve in an advisory capacity to the Planning & Strategy Committee, and to provide the Financial Advisory Committee with its charge.
6. Motions assigned by the Board Operations Committee to be vetted by this Committee, and make recommendations to the full Board for action.

STRATEGIC IMPLEMENTATION COMMITTEE

The Strategic Implementation Committee is accountable for overseeing CA’s operational performance and the updating of operational policies and systems, in this capacity:

1. Regularly addressing each of the Board’s Key Strategic Issues as they relate to SIC areas of responsibility and recommending to the Board outcomes and actions that are responsive to those areas.
2. Reaching agreement with the President/CEO on the key elements of a programmatic and financial reporting process, including the content, format, and frequency of performance reports to the Board, and overseeing implementation of the process.
3. Establishing guidelines and metrics for evaluating non-financial CA performance.
4. Reviewing performance reports in committee meetings and reporting program and financial performance to the Board, highlighting significant shortfalls and problems deserving Board attention.
5. Reviewing operational policies meriting Board attention (such as policies to govern CA contracting), identifying the need for revision, and recommending policy revisions to the full Board.
6. Presenting an overall assessment of the past year's program performance at special strategic work sessions that the Planning & Strategy Committee designs and hosts.
7. Overseeing the administration of resident satisfaction surveys, reviewing such surveys, and reporting survey results to the Board as appropriate.
8. The Planning and Strategy Committee, having responsibility for CA’s Strategy Making Process, will from time to time delegate to this committee the development of one or more “Strategy Sketches”. When this occurs the responsibility for each component of the Strategy Sketch will be the following:

Component	Responsibility
<ul style="list-style-type: none"> • Articulation of Strategic Issue • Desired Outcomes • Guiding Principles • Action / Event Sequences 	Board/Staff Input Board/Staff Input Board Staff

EXTERNAL RELATIONS COMMITTEE

The External Relations Committee is responsible for maintaining effective relationships with residents of Columbia and other community stakeholders, for making sure that volunteer involvement in CA’s programs is highly productive and satisfying, and for addressing each of the Board’s Key Strategic Issues as they relate to the responsibilities of the ERC, in this capacity:

1. Regularly addressing each of the Board’s Key Strategic Issues as they relate to ERC areas of responsibility and recommending to the Board outcomes and actions that are responsive to those areas.
2. Ensuring that CA’s desired image (how it needs/wants to be seen in order to carry out its mission in a full and timely fashion) is regularly updated and recommended to the Board – for implementation by CA’s Communication and Marketing Division.
3. Overseeing the development and implementation of strategies to ensure that Columbia residents understand the CA mission and strategies and for maintaining close, positive relationships with the general public, the Village Community Associations, the business community, the media and other Howard County institutions and stakeholders
4. Recommending positions and actions to the Board relative to: proposed legislation, regulation, or other governmental decisions or action that might affect Columbia residents, businesses, the Columbia Association itself, or CA staff members.
5. Recommending ways that CA can better inform constituents of CA meetings, events, programs, and developments whether or not they have internet access.
6. Recommending to the Board ways that Board members might be involved in representing CA in external forums.
7. Fashioning strategies and plans to promote non-Board volunteer involvement in CA’s planning, program development, and operations.
8. Monitoring volunteer involvement, identifying opportunities for improvement, and ensuring that such opportunities are taken into consideration in CA’s planning process.
9. The Planning and Strategy Committee, having responsibility for CA’s Strategy Making Process, will from time to time delegate to this committee the development of one or more “Strategy Sketches”. When this occurs the responsibility for each component of the Strategy Sketch will be the following:

Component	Responsibility
<ul style="list-style-type: none"> • Articulation of Strategic Issue • Desired Outcomes • Guiding Principles • Action / Event Sequences 	Board/Staff Input Board/Staff Input Board Staff

AUDIT COMMITTEE ROLES AND RESPONSIBILITIES

Consisting of three Board Members and two community experts, the Audit Committee is responsible for overseeing CA's system of internal controls and external/internal audit functions, as well as overseeing CA's financial program performance, in this capacity:

1. Reviewing the external audit firm selection process as recommended by the President/selection committee and recommending to the Board selection of the external audit firm on the recommendation of the President/selection committee.
2. Reviewing external audit fees and engagement letters.
3. Reviewing the annual financial statements and footnotes with the external auditors and management and determining whether they are complete and consistent with information known to Committee members.
4. Reviewing with the external auditors and management all matters required to be communicated to the Committee under Generally Accepted Auditing Standards (i.e., management letter, internal control weaknesses, audit adjustments, any disagreements with management, and the like).
5. Reviewing the results of other external/investigative audits and recommending action to the Board as appropriate.
6. Ensuring that audit engagement partners are rotated every five years.
7. Reviewing and recommending approval of CA's Internal Audit Department's Mission Statement and Charter.
8. Meeting on a quarterly basis (or as considered necessary) with the Internal Audit Department and President to review all internal audit reports/projects, considering the effectiveness of the organization's controls surrounding accounting, financial reporting, operations and information technology.
9. Reviewing and recommending approval of the Form 990 (Return of Organization Exempt From Income Tax) before it is filed with IRS annually.
10. Annually reviewing and approving the Internal Audit Plan.
11. Serving as the Board's investment committee, in this capacity making decisions relative to management of CA's investment portfolio.
12. Reviewing the Quarterly Board Report which includes Operating and Capital Budget updates; as well as a Marketing Report, Vendor Report, Purchasing Report, and Severance Agreement Report.

RISK MANAGEMENT COMMITTEE ROLES AND RESPONSIBILITIES

The Risk Management Committee is responsible for the administration of CA's program of self-insurance of general liability risk in accordance with CA's Self Insurance Trust agreement. In this capacity the committee:

1. Oversees the provision and acquisition of claims adjustment and claims administration, loss control and other risk management services;
2. Oversees the acquisition of legal, actuarial, accounting and other services as necessary for the administration of the Program;
3. Formulates policy for the administration of the Program;
4. Defines the scope and limitations of coverage afforded by the Program;
5. Determines the need for any other general liability insurance coverage for CA or any other Covered person;
6. Otherwise assures that the Program is properly and responsibly administered;
7. At least annually reviews CA's self-insurance program to ensure funding sufficiency, clear payments, and other self-insurance matters as required;
8. If necessary recommends to the Board annual funding levels for CA's self-insurance trusts and any broadening or restructuring of the scope or the State of Coverage afforded by the Trust Fund Program.

CHIEF STAFF LIAISON FUNCTIONAL DESCRIPTION

The Chief Staff Liaisons are responsible to the President/CEO, the Committee Chair, and the Executive Team for ensuring that the committees receive the support necessary to function effectively. This critical role includes:

1. Suggesting future committee agendas.
2. Reviewing future agendas with their respective Committee Chairs to ensure that agendas with appropriate back-up materials are online five calendar days prior to the meeting. Prior to each meeting, the CSL will confer with the Committee Chair to determine the agenda items and to agree on the specific back-up materials expected for each agenda item. All back-up materials should be dated, contain the name of the committee, and be labeled “draft” if the document is not currently in existence.
3. Ensuring that their respective Committee Chairs are well-prepared to lead their committee deliberations.
4. Overseeing the preparation of written material and oral briefings for committee meetings, in this capacity exercising rigorous quality control and making sure that written materials are transmitted well in advance of committee meetings.
5. Preparing for an Executive Team session dedicated to supporting the Board and its standing committees that the President/CEO should convene at least monthly. The Chief Staff Liaisons are responsible for leading discussion of upcoming committee agendas at these meetings and for facilitating agreement on staff responsibilities for preparing material for upcoming committee meetings.