



## Board and Advisory Committees of NWYS

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## Executive Committee

Type: Standing Board Committee

Members:

- Chair: President, *Nicole Hemenway Bratz*
- Vice President, *Colton Kaltenfeldt*
- Secretary, *Gabe Riggs*
- Treasurer, *Richard H Clough*

Non-Voting Members (not counted in determining quorum):

- Emeritus President, *Candy Galindo*

Charter: None

# Finance Committee

Type: Standing Advisory Committee

Members:

- Chair: Treasurer, *Richard H Clough*
- Accounting Manager, *Stephanie Wagner*
- Gabe Riggs, *Director*
- Candy Galindo, *Emeritus President & Emeritus Director*

Voting Members who are not counted in determining quorum:

- President, *Nicole Hemenway Bratz*
- Executive Director, *Jason McGill*

Charter:

**Purpose:**

The Finance Committee shall support the Board of Directors in fulfilling its responsibility to oversee the financial health of NWYS.

**Responsibilities:**

1. Review the organization's monthly financial statements and approve roll-up statements for presentation to the board.
2. Review an annual budget prepared by the Executive Director for approval and present said budget to the larger board for Board approval.
3. Be in communication with finance staff as to any changes in the chart of accounts, including where the organizations cash reserves are held and the opening/closing of any accounts. This should also include being made aware of possible changes in sources of lending.
4. Participate in the organization's annual external audit; present for discussion by the Board any significant issues regarding accounting principles or practices.
5. Shaping the organization's financial policy, periodically assess the need for any changes/modifications and review the organization's compliance with said policy.
  - a. Updating the organization's financial policy as board resolutions affect it.
6. Pursuant to Board resolution #02272020 003 adopted 2/27/2020, if an expense or commitment to an expense will cause the annual board-approved budget amount for that line to be overextended by 10% or more over budget, additional approval from the Board of Directors is

necessary. If such an expense is proposed, it shall be reviewed by the Committee for presentation to and approval of the Board.

7. Any tasks relevant to finances of the organizations as needed and assigned to the Committee by the Board.
8. Onboarding board members to their financial responsibilities as members of the board.
9. Setting compensation packages for the Executive Director
10. Recommend actions of the Board related to financial matters
11. Any recommendation for action of the Board (such as budget approval, resolutions, motions) will need a majority vote of a quorum of the Finance Committee membership.

**Meetings:**

The committee shall meet at least monthly, more often if deemed necessary or appropriate by the Chair or a majority of its members. The format of these meetings may be in person or electronically determined by the needs of the Committee. Dates and times shall be set by the Chair of the Committee but generally precede regular meetings of the Board of Directors so that financials may be prepared and current for board review.

# Governance Committee

Type: Standing Advisory Committee

Members:

- Chair: Secretary, *Gabe Riggs*
- Culture & Strategy Manager, *Sydney Denessen*
- Aaron Vahid, *Director*
- Melina Juarez Perez, *Community member, Assistant Professor at Western Washington University*

Voting Members who are not counted in determining quorum:

- President, *Nicole Hemenway Bratz*
- Executive Director, *Jason McGill*

Charter:

**Purpose:** The Governance Committee assumes responsibility for creating, maintaining, updating, disseminating, and protecting the privacy and integrity of the documents and records that govern NWYS and its Board.

## **Responsibilities:**

- 1) Ensure the Board's compliance with NWYS' bylaws, Articles of Incorporation, and its legal and fiduciary responsibilities.
  - a) Recommend restatements or amendments to the bylaws and Articles of Incorporation. Advise the Board on actions necessary to maintain and update these core governing documents.
  - b) Recommend Board actions related to maintenance of NWYS' policies, procedures, standing rules, committee charters, and any other governing documents of the Board. Advise the Board on actions necessary to maintain and update these documents.
  - c) Ensure that NWYS maintains corporate records in accordance with bylaws section 6.8 and RCW 24.03A.210. The Governance Committee membership will include a designated staff representative, **Sydney Denessen**, who is responsible for keeping and maintaining these corporate records. The Governance Committee will audit these records at least every 5 years to ensure they are being kept and maintained appropriately.
  - d) Review regular Board meeting minutes for completeness and accuracy each month. In each regular Board meeting, the Governance Committee's Report will include a recommendation that the Board approve the previous month's regular Board meeting minutes.
- 2) Ensure that all Board and advisory committees are acting in compliance with NWYS' bylaws, Articles of Incorporation, the Board's legal and fiduciary

responsibilities, and any other governing documents adopted by the Board that affect their authority or operations.

- a) In the event that the Nominating Committee is inactive, the Governance Committee will fulfill the Nominating Committee's responsibilities, as defined in the bylaws.
  - b) At the beginning of each committee chair's chairship, at least one representative from the Governance Committee will meet with the committee chair to review the committee's charter, discuss how the chair intends to fulfill the requirements of the charter, and determine any amendments or revisions needed. In the event that the charter does not yet exist, a representative from the Governance Committee shall guide the new chair through the creation of the charter.
- 3) Ensure that all Board directors are knowledgeable about the duties and responsibilities of Board service.
- a) Create and maintain the following recruitment and onboarding documents:
    - i) A document for distribution to prospective Board directors that includes a description of the Board director role, a description of the application process, and the application. This document gives prospective Board directors clarity about what NWYS Board service means and entails, and helps them understand if they are a good fit for the role.
    - ii) A document for distribution to prospective advisory committee members that includes a description of the advisory committee membership role, a description of the application process, and the application. This document gives prospective advisory committee members clarity about what NWYS advisory committee membership means and entails, and helps them understand if they are a good fit for the role.
    - iii) Confidentiality Statement
  - b) Ensure that every new Board director receives a physical binder that includes all documents necessary for effective Board service, which minimally includes current versions of:
    - i) Bylaws
    - ii) Articles of Incorporation
    - iii) Strategic Vision and/or Strategic Plan
    - iv) A copy of all current policies of the Board
    - v) A copy of all current procedures of the Board
    - vi) Board of Directors' Contact Information
    - vii) Board and Advisory Committees of NWYS
    - viii) Board calendar for the current calendar year
    - ix) All recruitment and onboarding documents
    - x) Board contract

- c) Ensure that every continuing Board director receives a digital set of up-to-date Board binder materials at least annually. The Governance Committee will do this by ensuring that these materials are included in the Board packet of every regular Board meeting that immediately follows the Board's Annual Meeting.
  - d) Create and maintain the Board director contract. This document will be signed by new directors to finalize their acceptance of an offer to join NWYS' Board and will be re-completed annually by each continuing director.
  - e) Ensure that all documents on the Board portal stay up-to-date. Ensure that all Board directors have access to the Board portal. Maintain the security of the Board portal by ensuring that when Board directors are offboarded, their access to the Board portal is revoked.
- 4) Maintain the following documents and update them as changes occur:
- a) Board of Directors' Contact Information, which minimally includes each director's name and address.
  - b) Board and Advisory Committees of NWYS, which minimally includes committee membership lists; each committee chair's name, email address, and phone number; and all active committee charters.

**Meetings:** The committee shall meet at least monthly, more often if deemed necessary by the Chair or majority of its members. The format of these meetings shall be in person and/or electronically, depending on need. Date and time shall be set by the Chair of the committee and every effort will be made to accommodate the varying schedules of its members.

# Nominating Committee

Type: Standing Advisory Committee

Members:

- Chair: Candy Galindo, *Emeritus President & Emeritus Director*

Voting Members who are not counted in determining quorum:

- Executive Director, *Jason McGill*

Charter:

**Purpose:** To ensure NWYS' Board of Directors, officers, Emeritus directors, and Emeritus officers are composed of and filled by community members who have the skills and backgrounds to competently support NWYS in fulfilling its mission, vision, and values and the commitment to fulfill the responsibilities of their roles.

## **Responsibilities:**

The Nominating Committee shall be responsible for the duties described in Section 5.8.4 of NWYS's bylaws, namely:

The Nominating Committee shall source, interview, and vet prospective directors, and make recommendations to the Board as to whom the Board should extend offers to join the Board.

It shall also deliver a report at the regular December Board meeting to announce the following nominations:

- Nominate exceptional outgoing directors for emeritus director status, to be considered by the Board in the annual meeting.
- Nominate at least one eligible individual for each officer position for the regular elections in the annual meeting
- Nominate any number of eligible individuals for each emeritus officer position.
- Nominate directors or emeritus directors who are completing a term of Board service for consideration for an additional term, if eligible.

Prior to announcing such nominations, the Nominating Committee shall contact each individual whom it wishes to nominate and obtain their acceptance of



nomination and intent to accept the corresponding role should they be elected. Members of the Nominating Committee may be nominated for any officer or emeritus officer position.