

Groundswell Conservancy Policy

Name: Committee Operations

Approval: Approved by Board of Directors May 26, 2004

EXECUTIVE COMMITTEE

***Excerpted from the Bylaws:** [The Executive Committee] may exercise, when the Board is not in session, all powers of the Board in the management of the business and affairs of the Corporation except with respect to electing officers or filling vacancies of the Board. The membership of the Executive Committee shall at all times include, but not be limited to, the President, Vice President, the Secretary, and the Treasurer (Section 4.14). ... The President shall preside at all meetings of the Board and of the Executive Committee (Section 5.05).*

Statement of intent: Because the board meets quarterly, the Executive Committee has been relied upon to meet more often than the Board to act on the Board's behalf. The Executive Committee currently meets monthly.

The Executive Committee represents the Board and is delegated authority from the Board to make fiduciary, management, and staffing decisions on behalf of the Board. Responsibilities of the Executive Committee include: hiring and firing of the Executive Director, preparing annual budgets and plans for Board approval, approving conservation projects, approving expenditures outside of normal budget, and general management and operations of Groundswell Conservancy and its Executive Director. For any given decision, the Executive Committee may elect to forward the decision to the Board with a recommendation for specific action.

The immediate past president may serve in an advisory (non-voting) position on the Executive Committee for a term to be determined by the current president, but not exceeding one year.

COMMITTEES (other than Executive Committee)

***Excerpted from the Bylaws:** The Board may, at its discretion, establish such other committees, which may include, but not be limited to, a Stewardship Committee, a Nominating Committee, and a Development/Outreach Committee, for such purposes as it shall deem necessary or desirable to enable the Corporation to carry out its purposes. Each committee shall include at least three (3) directors. Each committee shall fix its own rules regarding conduct of its activities and shall make such reports to the Board of its activities as the Board requests (Section 4.14). The President... shall be a voting member of each committee (Section 5.05).*

Statement of intent: These committees function as work groups of the Board. Committees decide matters within their purview and make recommendations on overall direction and specific issues to staff or the Executive Committee or Board. Committee members, Chair and Staff work cooperatively in a team environment that respects Staff professionalism and oversight of Staff matters. Committees provide assistance, decision-making, and constructive feedback to Staff, the Executive Committee, and/or Board.

COMMITTEE MEMBERSHIP:

A committee Chair must be a Board member and is appointed by the Board President in consultation with Staff. The term of a Chair is limited only by that person's term on the Board; however, a Chair may be removed at any time by the President with or without cause. The President may choose to reaffirm committee Chair appointments annually. Committees or Staff may make recommendations to the President for the appointment or removal of a Chair.

Members of a committee are appointed or removed from the committee by the Chair in consultation with Staff. Current and prospective Groundswell Conservancy members are eligible for committee service. There is no term limit for committee members (other than the chair). Members are expected to attend meetings (in person or by teleconference), participate in proceedings, and help implement the committee's work.

MEETINGS:

The Chair or person designated by the Chair conducts committee meetings. In the absence of direction from the Chair, committee members present at a meeting may choose any member of the committee to serve as Chair for that meeting. A staff member or a committee member acts as meeting secretary. Meeting dates and agendas are jointly set by the Chair and Staff. The Chair or his/her designee is responsible for notifying committee members of meeting dates and providing them with agendas and minutes. At least three committee members who are on the Board must be present in order for the committee to make formal decisions. Meetings are conducted in accordance with the Bylaws.

CHAIR AND STAFF RESPONSIBILITIES:

The Chair conducts meetings and ensures the performance of committee responsibilities. In consultation with Staff, the chair appoints new members, establishes sub-committees, and oversees the contributions of members to committee activities and projects. Chair and Staff work jointly to recruit and orient new members. The chair may establish one or more sub-committees to provide advisory recommendations to the committee or to complete specific tasks. Subcommittees are established for a project-based length of time. Sub-committee roles and responsibilities cannot exceed those of the committee.

Staff and the committee may jointly establish an annual plan of work for a committee. If the committee as a whole is not involved in matters of committee interest, staff will provide informational updates at committee meetings.

COMMITTEE ACTIONS

A committee makes final decisions on matters within its purview. The President or Executive Committee may delegate other decision-making power to a committee for specific purposes. The Board or Staff may also request recommendations from a committee on specific matters.

Committees (other than the Executive Committee) do not have final decision-making authority over the following:

- Adoption of a major policy affecting Groundswell Conservancy matters.
- Authorization of a significant unbudgeted expenditure.
- Adoption of a conservation project.

CONFIDENTIALITY

All committee members must keep information confidential, except for information that has been announced publicly by staff or is considered to be already available to the public.

Groundswell Conservancy is accredited by the Land Trust Accreditation Commission. Policies may be updated to reflect changing accreditation standards and practices, as well as changing local organizational needs.

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