

# Finance and Infrastructure Committee Charter

## Colorado Humanities

(05/23/23)

### Role

The Finance and Infrastructure Committee is responsible for general oversight of the organization's financial affairs and major infrastructure needs.

### Responsibilities

The specific responsibilities of the Finance and Infrastructure Committee are:

- Advise staff on development of the annual budget with input from the Program and Development committees
- Present proposed annual budget and budget changes for Board consideration and approval
- Review organizational financial statements at least quarterly and report to the Executive Committee and Board
- Monitor accounts payable and receivable
- Oversee management of invested reserve funds and report funds status to the Board at least quarterly
- Meet with outside investment fund advisor
- Monitor adherence to investment policies and propose policy changes as needed
- Make recommendations to Board to add to or withdraw invested reserve funds
- Advise on office space needs, engaging real estate professionals as needed
- Serve as the Audit Committee according to the Audit Committee Charter, with responsibility for hiring an independent auditor and reviewing the audit report and 990 tax form prior to presentation to the Board

### Membership

The Finance and Infrastructure Committee shall be chaired by the duly elected Chair of Finance and Infrastructure. The Finance and Infrastructure Committee Chair shall serve as the corporate Treasurer, and shall be responsible for all corporate fiscal matters and reports. He/she shall also serve as the Audit Committee Chair.

Composition of the Finance and Infrastructure Committee, as all committees, will be reviewed annually by the Board Chairperson to bring on new experience and perspectives. The Finance and Infrastructure Committee is staffed by Colorado Humanities Executive Director and other staff as assigned.

## **Meetings**

Meetings shall be held quarterly at minimum, either in person or electronically, on a schedule determined by members of the committee. The Finance and Infrastructure Committee may meet jointly with the Executive Committee to review audit reports and proposed budgets. A majority of members will suffice as a quorum for taking action on agenda items.

At each regularly scheduled meeting of the Colorado Humanities Board of Directors, the Finance and Infrastructure Committee Chair shall provide the board with a report of the committee's activities and proceedings.

## **Reports**

The Finance and Infrastructure Committee will review the following reports:

- Monthly/quarterly and year-end Colorado Humanities Financial Statements provided by a contracted external accountant
- Investment fund statements
- Endowment fund statements
- Annual audit and 990 Tax Form, provided by a contracted independent auditor
- NEH grant award status

The Finance and Infrastructure Committee will provide the following reports, when relevant, at monthly Executive Committee meetings, and at quarterly Board meetings:

- Report of recent Committee activities
- Summary of current financial status
- Summary of investment and endowment fund status
- Annual audit and 990 tax form
- Proposed budget for the following fiscal year

## **Annual Committee Goals**

The Finance and Infrastructure Committee will establish annual goals and a work plan, specifying its principal work focus areas for the coming year.

# Program, Policy, and Evaluation Committee Charter

## Colorado Humanities

(5/16/23)

### Role

The Program, Policy, and Evaluation Committee (Program Committee) reviews Colorado Humanities programs in light of the organization's mission and objectives and makes recommendations to the Board of Directors (Board).

### Responsibilities

The specific responsibilities of the members of the Program Committee include:

- Participating in Program Committee meetings;
- Working closely with staff to develop the annual program plan;
- Attending program events, especially that occur in the member's locale, when possible;
- Working with staff to develop potential programs that address community needs with regard to current events, paying close attention to issues of equity, diversity, representation, and social justice, as directed by the Board;
- Providing input regarding potential program partnerships;
- Reviewing individual programs;
- Providing regular input regarding program presentations to the Board at its quarterly meetings;
- Evaluating the program plan at least annually and making recommendations regarding the plan;
- Working closely with staff and other Board members to develop the National Endowment for the Humanities self-assessment evaluation and five-year plan.

The specific responsibilities of the Program Committee Chair include:

- Representing the Program Committee to the Executive Committee of the Board;
- Advising the Executive Committee of the activities of the Program Committee;
- Coordinating the reports to the full Board with the Director of Programs & the Center for the Book; and
- Serving as the ex officio representative of the Program Committee to ad hoc committees related to programs.

### Membership

The Program Committee shall be appointed by the Board Chair and shall be comprised of at least three members, as well as the Board Chair, who is an ex officio member of the committee. The Program Committee Chair is elected annually by the Board through the officer nomination and election process. Composition of the Program Committee, as all committees, will be reviewed annually by the Board's Executive Committee to bring on new experience and perspectives. The Program Committee is staffed by Colorado Humanities

Executive Director, the Director of Programs & the Center for the Book, and an Administrative Assistant.

## **Meetings**

Program Committee meetings shall be held six to eight times per year, either in person or online, on a schedule determined by members of the committee. When possible, meeting dates and times should be specified a year in advance. A majority of Program Committee members in attendance will suffice as a quorum for taking action on agenda items.

## **Reports**

At each regular Board meeting, the Program Committee Chairperson shall provide the Board with a report of the committee's activities and proceedings.

## **Annual Committee Goals**

Each year, the Program Committee will (i) develop and recommend to the Board annual program goals, keeping in mind the organization's mission and objectives, (ii) measure progress toward those goals, and (iii) make recommendations to the Board regarding Colorado Humanities programs.

# Governance and Nominating Committee Charter

## Colorado Humanities

(9/7/22)

### Role

The Governance and Nominating Committee provides for the board's effectiveness and continuing development.

### Responsibilities

The specific responsibilities of the Governance and Nominating Committee for the nomination process:

- Recommend to the board policies and procedures designed to provide for effective and efficient governance, including but not limited to policies for:
  - Evaluation of the board and the chairperson.
  - Election and reelection of board members.
  - Board orientation and education.
- Review and recommend a position description detailing responsibilities of and expectations for board members and the Board Chairperson.
- Recommend nominees for election and reelection to the board. To facilitate this responsibility, the committee will:
  - Develop and recommend to the board a statement of the competencies and personal attributes currently needed on the board, to be used as a guideline for recruitment and election of board members.
  - Develop and regularly update a list of potential board members, regardless of whether a current vacancy exists.
  - Oversee a process for vetting the fitness of prospective nominees.
  - Develop and oversee a plan for enhancing board diversity.
  - Evaluate the performance of board members eligible for reelection.
- Recommend nominations for the Board Chairperson and chairs of standing committees for election by the full board.

The specific responsibilities of the Governance and Nominating Committee for the governance process:

- Review all governance documents, including the corporate bylaws, annually and recommend any needed changes to the full board.
- Advise management on plans for board education, including new member orientation, education of board members.
- Oversee the board's self-assessment and improvement process every year.

### Membership

The Governance and Nominating Committee shall be appointed by the Board Chairperson and shall be comprised of at least three members, as well as the Board Chair, who is an ex officio member of the committee. The committee will be chaired by the duly elected Chair of

Governance and Nominating. Composition of the Governance and Nominating Committee, as all committees, will be reviewed annually by the Board Chairperson to bring on new experience and perspectives. The Governance and Nominating Committee is staffed by Colorado Humanities Executive Director and other staff as assigned.

## **Meetings**

Meetings shall be held monthly, either in person or electronically, on a schedule determined by members of the committee. Regular meeting dates and times should be specified a year in advance. A majority of members will suffice as a quorum for taking action on agenda items.

At each regularly scheduled meeting of the Colorado Humanities Board of Directors, the Governance and Nominating Committee Chairperson shall provide the board with a report of the committee's activities and proceedings.

## **Reports**

The Governance and Nominating Committee will review the following reports:

- Competency matrix. Profile or matrix of the board's current makeup compared to its list of needed competences, plus an analysis showing areas to emphasize in recruitment of new members.
- Backgrounds of prospective board members.
- Annual board education plan.
- Board self-assessment survey.

## **Annual Committee Goals**

The Governance and Nominating Committee will establish annual goals and a work plan, specifying its principal work focus areas for the coming year.

# Development and External Affairs Committee Charter

## Colorado Humanities

(05/03/23)

### Role

The Development and External Affairs Committee assists and provides guidance to the organization with raising funds for operational and programmatic needs, and assists and provides guidance with the processes of building key relationships and elevating community awareness about the organization and its programs.

The committee will take up the responsibilities outlined below, and act under the leadership of the chair.

### Responsibilities

- Steward the board's giving and community engagement process, and work towards gaining 100% participation among board members
- Meet with the Finance Committee annually to gain an understanding of programmatic priorities and available finances for the forthcoming fiscal year
- Collaborate and negotiate with the Finance Committee in order to come to an agreement about what fundraising goals the development team will take on, and what potential cuts need to be made to ensure a balanced budget
- Assist the development staff in identifying, prioritizing and executing fundraising goals for the year
- Assist the development staff in identifying, prioritizing and executing fundraising priorities on a month-to-month basis, to ensure key priorities are being met in a timely manner
- Evaluate the performance of the organization in raising needed funds and building key relationships on a yearly basis, in an effort to guide fundraising expectations for the forthcoming fiscal year
- Work with designated staff and the board to identify and assist the organization in building key relationships that will be helpful in fundraising, community engagement and marketing efforts
- Provide guidance and assist with marketing efforts, especially related to raising awareness of and affinity for the organization and certain key programs

### Membership

The Development and External Affairs Committee shall be appointed by the Board Chairperson and shall comprise at least three members, as well as the Board Chair, who is an ex officio member of the committee. The Development and External Affairs Committee Chair is elected annually by the Board through the officer nomination and election process.

Composition of the Development and External Affairs Committee, as all committees, will be reviewed annually by the Board Chairperson to bring on new experience and perspectives. The Development and External Affairs Committee is staffed by Colorado Humanities development staff, Executive Director and Administrative Assistant.

## **Meetings**

Meetings shall be held monthly, either in person or electronically, on a schedule determined by members of the committee. Regular meeting dates and times should be specified a year in advance. A majority of members will suffice as a quorum for taking action on agenda items. At each regularly scheduled meeting of the Colorado Humanities Board of Directors, the Development and External Affairs Committee Chairperson shall provide the board with a report of the committee's activities and proceedings.

## **Reports**

The Development and External Affairs Committee will review the following reports:

- Fundraising report on the current status of funds raised and current efforts being undertaken
- Annual pledge forms from board members
- Relationship report on the status of building connection among priority targets
- Annual organization financials
- Program status reports

## **Annual Committee Goals**

The Development and External Affairs Committee has four primary goals:

- Establish annual fundraising goals for unrestricted and programmatic funds
- Establish community engagement goals as well as a work plan, specifying key relationships to focus on building for the coming year and/or on a month-to-month basis
- Assist the development team in meeting or exceeding those fundraising and community engagement goals each year

Attain 100% participation in the board's obligations related to giving and community engagement