

**To: Governance Committee**

John Biddiscombe, Herb Clark, David Director, Tim Geelan, Rich Tomc, Anna Wasescha, and Wally Jones, Ex Officio

**From: Nancy Fischbach, Chair**

**Date: September 28, 2016**

**We will meet on**

**Wednesday, October 5, 2016  
8:00 AM  
Community Foundation of Middlesex County  
Downstairs Conference Room**

**Our tentative agenda will include the following:**

1. Minutes of the August 9, 2016 meeting – Attached (Document A)
2. Discussion on Nominating Subcommittee
  - Board List with Terms – Attached (Document B)
  - Board Openings and Potential Nominees (2017, 2018)
  - Potential Slate of Officers
  - Leadership Grid – Attached (Document C)
  - Committee Leadership
  - Potential Committee Candidates
3. National Standards
  - Scholarship Policy
  - Donor Advised Policy - Attached (Document D)
  - Recommendation - National Standards as subcommittee of Governance Committee
4. Old Business
  - 2016 Committee Tasks and Priorities – Attached (Document E)
  - Committee Self - Evaluation Process
5. New Business
  - Rotation – Committee Attendance by Board Members
  - Marketing Committee as Standing Committee
6. Next Meeting Date – Tuesday, November 10, 2015

**Please contact Cynthia at 860-347-0025 or [Cynthia@MiddlesexCountyCF.org](mailto:Cynthia@MiddlesexCountyCF.org) regarding your attendance.**

**COMMUNITY FOUNDATION OF MIDDLESEX COUNTY, INC.**

Minutes of the Governance Committee

Conference Room

211 South Main Street—Middletown

August 9, 2016

**Presiding:** Nancy Fischbach, *Chair*

**Present:** Nancy Fischbach, Cynthia Clegg, David Director, Tim Geelan, Herb Clark and Wally Jones, *Ex Officio*

**Absent:** John Biddiscombe, Anna Wasescha,

**Call to Order:** Chair Fischbach called the meeting to order at 8:01 am.

**1. Minutes**

Upon a motion made by Herb Clark and seconded by Wallace Jones the Governance Committee **VOTED** to approve the minutes of the meeting of March 8, 2016 as written.

**Amendments to Minutes:**

Spelling correction in section II. Marc Levin's name was incorrect.

**Discussion Items**

- **Report of Local Leaders, Local Legends Event**  
The event went very well. The Committee discussed how often this event should occur, with Mr. Director stating that the Staff's workload be a consideration. The Committee agrees that this event should occur every other year. This will be discussed with the Board. It was suggested that special people could be recognized at the holiday or other parties. Changes have been made to the nomination sheet, one of which is that each person can only nominate one person.
- **Subcommittee Updates – Nominating**  
The first nominating meeting was held and work has begun on all tasks. This committee will be looking at what is needed, not only in 2017 but in the years to come. The Nominating sub-committee has asked Mr. Director and Ms. Fischbach to participate for a fourth term. The class lists will be called to see what committee and other work with the Foundation they would like to participate in to utilize each person's skill sets, interests and to move Community Foundation of Middlesex County to the next level so that both of our needs are being met.
- **Creation of Endowment Subcommittee as part of the Development Committee**  
Leadership and tasks will be decided in near future. This will be discussed at the next Board meeting.
- **Governance Committee Guidelines – Proposed Revisions**

The Committee endorses the Governance Committee Guidelines and agrees it is ready to be presented to the Board.

- **Committee Self Evaluation**

Each Committee will decide who will compile the scores. The self-evaluation will be distributed two weeks before the committee meets, which will give members an opportunity to score and think about the items for discussion. The document will be distributed in August. Ms. Fischbach discussed the procedures in detail. Staff input will be given at a later date. All Committees will have the evaluation completed by year end, preferably by the October Board meeting. It was noted that due to the Finance and Investment meeting schedule, their survey may not be completed by October.

### **3. Board Composition and Size**

There was a discussion regarding increasing the size of the Board. The Committee agreed that keeping the Board smaller allows it to be flexible, accomplish more, and maintain the positive dynamics of the group. It was agreed that Committee Chairs should be on the Board of Directors. Mr. Jones noted that we are selecting the best Board members with leadership potential and expertise. The Committee agrees that we are now involved with multi-year planning for Board and leadership positions and that the newly reconfigured Nomination Subcommittee needs time to work on this. Ms. Clegg reminded this Committee that we need to be aware of geographic and other areas in the community not reflected with the current Board composition. The Committee will ask Nominating to have conversations with potential candidates regarding their desire to take on a leadership role.

### **4. Executive Committee**

Proper controls need to be in place for this committee. Ms. Fischbach discussed establishing a “Chair Designate” position and it was decided that if the chair be a “listening position” and not a “voting position.” Mr. Director voiced concerns about allowing this position. The Committee discussed the co-secretary position and stated that responsibilities need to be defined. This position reviews Committee reporting to the State, and signs corporate documents. The consensus is that this is not necessary. The description in the by-laws will be reviewed and Ms. Clegg will research National Standards on such a position.

### **5. Review – New/Revised Policies and Other Requirements for National Standards**

Ms. Clegg reviewed the Social Media, Privacy and Non-discrimination policies. The Personnel Committee has reviewed and agreed to the stated requirements. Changes will be made to the Personnel Manual and all other relevant documents to include staff, Board and Committee members, these documents will be signed off yearly. Ms. Clegg noted that the National Standards Committee is working on a scholarship policy which will be presented to this Committee in September.

Upon a motion made by Tim Geelan and seconded by David Director, the Governance Committee **VOTED** to approve the Social Media, Privacy and Non Discrimination policies as written.

**6. Bylaws**

The bylaws have been written for flexibility. It was agreed that the number of Vice Chairs should be limited to two. The Bylaws need to specify the function of the Vice Chair if the Chair is unable to perform their duties. The Committee agrees that the duties of the Vice Chair may change depending on the needs of the Chair. This does not need to be included in the Bylaws. Ms. Clegg will research a template through National Standards which could be used to describe the responsibilities.

**7. Old Business**

There was a discussion regarding the distribution from Fund Established after June 30<sup>th</sup>.

Upon a motion made by David Director and seconded by Wallace Jones, the Governance Committee **VOTED** to allow the distributions of funds from any funds regardless of the date established if funds are available.

**8. New Business**

No discussion.

**9. Next Meeting Date**

Tuesday, September 13, 2016.

**Adjournment**

The meeting was adjourned at 9:28am.

Respectfully Submitted,

Kelley Frazier, Board Clerk

# B

T E R M	Class of 2016  Jan 1, 2014 - Dec. 31, 2016	Class of 2017  Jan 1, 2015 - Dec. 31, 2017	Class of 2018  Jan 1, 2016 - Dec. 31, 2018	Class of 2019  Jan 1, 2017 - Dec. 31, 2019	Class of 2020  Jan 1, 2018 - Dec. 31, 2020	Class of 2021  Jan 1, 2019 - Dec. 31, 2021	Class of 2022  Jan 1, 2020 - Dec. 31, 2022	Class of 2023  Jan 1, 2021 - Dec. 31, 2023	Class of 2024  Jan 1, 2022 - Dec. 31, 2024
1	J. Boccalatte (Middletown)	Sue Sawchuk (Clinton)	Meghan Whelen (Old Saybrook)						
1	Frantz Williams (Middletown)	Brian Abely (M'town, Lyme)	Tim Geelan (Old.Saybk,G'ford)						
1	Greg Rainey (Ivoryton)	Clio Coles (Deep River)	Diana Gregory (Ivoryton)						
1									
2	Gary Salva (Middlefield)	Wally Jones (Killingworth)	Marc Levin (Haddam)	J. Boccalatte (Middletown)	Sue Sawchuk (Clinton)	Meghan Whelen (Old Saybrook)			
2		Moira Martin (Centerbrook)	A. Wasescha (Middletown)	Frantz Williams (Middletown)	Brian Abely (M'town, Lyme)	Tim Geelan (Old.Saybk,G'ford)			
2				Greg Rainey (Ivoryton)	Clio Coles (Deep River)	Diana Gregory (Ivoryton)			
2									
3	N. Fischbach (Deep River)	Vinnie Capece (Middletown)	Sharon Griffin (Durham)	Gary Salva (Middlefield)	Wally Jones (Killingworth)	Marc Levin (Haddam)	J. Boccalatte (Middletown)	Sue Sawchuk (Clinton)	Meghan Whelen (Old Saybrook)
3	Dave Director (Cromwell)	Rich Tomc (Middletown)			Moira Martin (Centerbrook)	A. Wasescha (Middletown)	Frantz Williams (Middletown)	Brian Abely (M'town, Lyme)	Tim Geelan (Old.Saybk,G'ford)
3							Greg Rainey (Ivoryton)	Clio Coles (Deep River)	Diana Gregory (Ivoryton)
	6 total: 1F, 5M	7 total: 3F, 4M	6 total: 4F, 2M	4 total: 0F, 5M	5 total: 3F, 2M	5 total: 3F, 2M			
	2 down, 2 Mtown, 2 up	4 down, 3 Mtown, 0 up	3 down, 1 Mtown, 2 up	1 down, 2 Mtown, 1 up	4 down, 1 M'town	3 down, 1 Mtown, 1up			

**2016:** 19 total / 8 female, 11 male / 9 down county, 5 Middletown, 4 up county / none east of river

Down County: Clinton, Westbrook, Old Saybrook, Essex/Ivoryton/Centerbrook, Deep River, Killingworth, Chester  
 Up County: Haddam, East Haddam, Middlefield, Portland, Cromwell, Durham, East Hampton

as of 7/13/16

# SUCCESSION MAP

Incumbent

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Title

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**BEST REPLACEMENTS NOW**  
(in rank order)

Name	Title
1)	
2)	
3)	

**\*Please Note:** You are not limited to candidates only within your unit, location or division.

**\* Asterisk high-potentials**

**LIST ALL DIRECT REPORTS**

Incumbent

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Title

Ready On

RN	1-2	3-4	NO
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RN	1-2	3-4	NO
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RN	1-2	3-4	NO
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RN	1-2	3-4	NO
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RN	1-2	3-4	NO
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RN	1-2	3-4	NO
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**BEST REPLACEMENT/ BACK-UP CANDIDATES**

READY NOW

Name/Title
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Name/Title
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Name/Title
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Name/Title
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Name/Title
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Name/Title
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1 TO 2 YEARS

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3 TO 4 YEARS

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**TALENT MAP -LEADERSHIP**

Name	Title	Date of Hire	Diversity (*)	Date in Current Position	PERFORMANCE Review		Recent Bonus % Achieved	CURRENT COMP			Comp vs. Market TCC	Gallup Profile (A,B,C)	Q-12 Grand Mean	MANAGEMENT ASSESSMENT						
					Recent	Previous		Base	Target Bonus	Total Comp				(A) Contribution	(B) Potential	(C) Rank	(D) Promotability			

**(A) CONTRIBUTION**

Identify employee's present contribution using criteria: 1 = top third of peer group listed in this ranking, 2 = middle third of peer group listed in his ranking, 3 = bottom third of peer group listed in this ranking. 4= too soon to call

**(B) POTENTIAL**

Identify employee's potential using criteria: 1 = top third of peer group listed in this ranking, 2 = middle third of peer group listed in his ranking, 3 = bottom third of peer group listed in this ranking. 4= too soon to call

**(C) RANK**

Using management judgement in combination with present contribution (A) and potential (B) are the determinants of the absolute ranking.

**\*PLEASE SORT PAGE BY RANK (C) COLUMN**

**(D) PROMOTABILITY**

- 1 = **Highest Potential** - Promotable within two years to a significantly more responsible position with capability for further growth to a key leadership position
- 2 = **Clearly Promotable** - Promotable within two years to a significantly more responsible position
- 3 = **Effective or high-value performer** - Well placed in current role, limited or specialized promotability, probably reached maximum career potential.
- 4 = **Too soon to call** - On current assignment less than nine months.
- 5 = **Performance improvement needed.**

**TALENT MAP -TECHNICAL/PROFESSIONAL**

Revised: 9/28/2016

Name	Title	Date of Hire	Diversity (*)	Date in Current Position	PERFORMANCE Review		Recent Bonus % Achieved	CURRENT COMP			Comp vs. Market TCC	Gallup Profile (A,B,C)	MANAGEMENT ASSESSMENT						
					Recent	Previous		Base	Target Bonus	Total Comp			(A) Contribution	(B) Potential	(C) Rank	(D) Promotability			

**(A) CONTRIBUTION**

Identify employee's present contribution using criteria: 1 = top third of peer group listed in this ranking, 2 = middle third of peer group listed in his ranking, 3 = bottom third of peer group listed in this ranking. 4= too soon to call

**(B) POTENTIAL**

Identify employee's potential contribution using criteria: 1 = top third of peer group listed in this ranking, 2 = middle third of peer group listed in his ranking, 3 = bottom third of peer group listed in this ranking. 4= too soon to call

**(C) RANK**

Using management judgement in combination with present contribution (A) and potential (B) are the determinants of the absolute ranking.

**\*PLEASE SORT PAGE BY RANK (C) COLUMN**

**(D) PROMOTABILITY**

- 1 = **Highest Potential** - Promotable within two years to a significantly more responsible position with capability for further growth to a key leadership position
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PERFORMANCE/ POTENTIAL MATRIX - LEADERSHIP

<b>P O T E N T I A L</b>	1 High			
	2 Med			
	3 Low			
		<b>Low</b> 3	<b>Med</b> 2	<b>High</b> 1

Insert names from Talent Maps using Ranking Criteria (A) for Present Contribution & (B) for Potential

**PRESENT CONTRIBUTION**

### PERFORMANCE/ POTENTIAL MATRIX - TECHNICAL/PROFESSIONAL

<b>P O T E N T I A L</b>	<b>1 High</b>			
	<b>2 Med</b>			
	<b>3 Low</b>			
		<b>Low 3</b>	<b>Med 2</b>	<b>High 1</b>

Insert names from Talent Maps using Ranking Criteria (A) for Present Contribution & (B) for Potential

**PRESENT CONTRIBUTION**

## LEADERSHIP: DEVELOPMENT ACTION PLANS (VITALITY, HIGH POTENTIALS, BOTTOM 15%, DIVERSITY, AT-RISK)

**Instructions:** Identify with an (X) those who have in their current roles +5 years, those who are considered to be "high-potential's", those who are in the bottom 15% of performers in your group; those who are your talented "keepers" who you believe you are at risk to lose in the next 12 months. Provide a key developmental or action plans identifying what you will do to: enhance talent/potential; improve or remove bottom 15% performances employees; support talented diversity employee development; revitalize solid performers in roles longer than 5+ years; keep talent at risk of losing. Please pay particular attention to those who have the potential to grow into leadership roles and those current leaders who can progress into more significant roles.

Name	Vitality Issue? [le. Been in position 5+ years] (X)	High Potential (X)	Bottom 15% (X)	At risk of losing in next 12 months? (X)	SPECIFIC ACTION/DEVELOPMENT PLANS (Hi Potential's, Bottom 15%, Diversity, At Risk, Development Needs)

**NOTES:**

**Bottom 15%:** This group of employees may not necessarily be "needs improvement performers" on work improvement plans (PIPs). However, their ranking in the bottom of their workgroup for contribution, performance indicates a need to : talk to the employee about their performance and contribution level overall. It may indicate poor fit to role, the need for training, greater time in role, mentoring, coaching, clarification of expectations or the establishment of a work improvement plan. Successive positioning in the bottom 15% will be a focused discussion item particularly if these are individuals are blocking development of higher potential/higher performing employees.

**Vitality Issue:** An employee who has been in the same position 5+ years and who may be "stale" or uninspired. Identify potential avenues of "revitalization" Could include cross-functional project roles; temporary transfer to another role; encouragement to develop new skills; focused developmental coaching sessions or other approaches

**High Potential's:** Development plans for this individual should include consideration of an integrated approach to building leadership depth. This could include new and challenging assignments such as turnaround situation, working in a new business segment, working in a new functional area, working in an different work site, working with a new leader, working on cross-functional projects or BPX projects; beginning to lead other employees if new to people leadership; internal or external seminar or training or educational approaches to improve business skills, financial skills. Mentoring (formal or informal), executive coaching, job shadowing, could all be considerations

**TECHNICAL/PROFESSIONAL: DEVELOPMENT ACTION PLANS  
(VITALITY, HIGH POTENTIALS, BOTTOM 15%, DIVERSITY, AT-RISK)**

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## Community Foundation of Middlesex County

### Donor Advised Fund Policy *as approved by the Board of Directors, August 30, 2016*

#### What is a Donor Advised Fund (DAF)?

A donor advised fund defined under the Internal Revenue Code has three characteristics:

- The Fund is separately identified as a Donor Advised Fund with reference to the contributions of a donor or donors. For example the Smith Family Fund established by the Smith family children.
- The Fund is owned and controlled by a sponsoring organization such as the Community Foundation.
- The donor or persons appointed by the donor expect to have the privilege of providing advice with respect to the Fund's distributions.

#### *Donor Involvement*

- The donor remains actively involved and may recommend potential grantees to benefit from the Fund, with final approval by the Board of Directors.
- The donor may elect to have a spouse, children, or employees carry on the advisory role.
- When Fund advisors no longer wish, or are unable, to make grant recommendations, the Fund continues in perpetuity as an Unrestricted or Field of Interest Fund and continues to grant.

#### *Community Foundation Involvement*

- Assist in identifying needs of the community.
- Handle investment management and oversight.
- Perform all accounting and financial reporting.
- Prepare semi-annual Fund Statements to Donors reporting the Fund's activities.
- Perform due diligence to ensure grantees are in good standing and meet IRS requirements.
- Meet National Accreditation Standards and is audited on an annual basis by an outside accounting firm.
- Retains sole discretion and final decisions regarding grant making.

#### *Donor Advantages*

- From time to time, the Community Foundation will bring to the donor's attention grant making opportunities which match the donor's charitable interests with respect to the needs or issues within the community.
- The donor has the assurance that the Community Foundation has the knowledge, resources, and partnerships to manage the Funds wisely and to address community issues and needs.
- The donor receives an immediate tax deduction for donations made to the Fund.
- Anyone can add to the Fund through charitable donations.

- The donor(s) or organization establishing the Fund receives exposure in the Community Foundation's annual report and on the website.

### **Minimum Fund Size**

Donors (individuals, families, businesses, or charitable organizations) may establish an **Endowed** Donor Advised Fund (DAF) (the principle is invested and reinvested permanently and a percentage of the Fund balance is available annually for grant making) or an **Unendowed** Donor Advised Fund (DAF) (the principle is available for grant making) with the Community Foundation of Middlesex County upon the execution of a fund agreement.

- The minimum amount to establish an **Endowed** DAF is \$10,000.00.
- An **Unendowed** DAF does not have a required minimum amount, however a balance of \$250 is necessary for the Fund to remain active.

### **Contributing to a Fund**

Gifts to a fund are irrevocable. The assets of DAFs are owned and controlled by the Community Foundation. All assets held in the Fund shall be subject to the Articles of Incorporation and Bylaws of the Community Foundation, including the variance power contained therein.

Contributions to a fund may be made in any amount and at any time. Contributions may be made using cash, publicly traded securities or other property, including closely held stock, partnership interests, real estate, personal property, trusts and life insurance. Contributions other than cash or publicly traded securities are subject to acceptance by the Community Foundation's Gift Acceptance Policy and approved by the Board of Directors. Contributions should be clearly designated by Fund name: "The XYZ Fund of the Community Foundation of Middlesex County."

Donors may make contributions using appreciated, publicly traded stock that has been held for longer than a year, to enjoy maximum tax benefits. Contributions of property that may not have immediate liquidity are accepted at the discretion of the Community Foundation, and subject to completion of our due diligence procedures. Donors considering a gift in any form other than cash should contact the Community Foundation to discuss its appropriateness and to obtain delivery instructions.

### **Variance Power**

Donor advised fund agreements may restrict distributions to a specific charitable purpose, such as education or the environment. Others may limit distributions to particular named organizations. These restrictions shall apply from the inception of the fund or shall come into effect when the advisory period ends if stipulated in the Fund agreement. Any such restrictions are subject to modification by the Community Foundation's Board of Directors if it determines, in its sole discretion, that the restriction or condition is unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served. Upon the termination of the relationship with the last named Fund advisor or upon the death of the last named Fund advisor, the assets of the Fund shall become an Unrestricted Component Fund, or Field of Interest

Fund if stipulated in the Fund agreement, of the Community Foundation and distributions from the Fund shall be made for such of the Community Foundation's general or field of interest purposes as the Board, in its discretion, may determine.

### **Fund Advisors**

The initial advisors to the fund are those persons named in the fund agreement as establishing the fund. The original donor advisor has the opportunity to name successor advisors at the time the fund is established. All subsequent fund advisors must be individuals listed by name in the Fund agreement.

If at any time there is more than one advisor to the Fund, the advisors will appoint a designee and all communications to and from the Community Foundation will be through the designee. If no designee has been appointed, the Community Foundation will consider the first advisor named in the agreement to be the designee.

An advisor's privilege of recommendation terminates upon the occurrence of either (a) receipt by the Community Foundation of written notice of the relinquishment of the privilege by the advisor or (b) the death of the last of the donor advisors and all others named successor advisors, if any. Following the termination of the advisor's privilege of recommendation, the Fund shall become an Unrestricted Component, or Field of Interest Fund if stipulated in the Fund agreement, of the Community Foundation and distributions from the Fund shall be made for such of the Community Foundation's general or field of interest purposes as the Board, in its discretion, may determine.

### **Recommending a Grant**

Grants must be for charitable purposes. The recommended minimum grant amount is \$250.00

Grants may be recommended for any organization described in section 501(c)(3) of the Internal Revenue Code except that the Community Foundation does not make grants to private foundations. Donors may also recommend grants to most units of government (e.g., public schools, colleges and universities, town and municipal governments, police departments, etc.).

The Community Foundation does not make grants from donor advised funds, even for charitable purposes, to other types of nonprofit non-charity organizations or to businesses. Examples of organizations to which the Community Foundation will not grant include social welfare organizations (501(c)(4)); veterans' organizations; cemeteries; Chambers of Commerce and similar business associations; fraternities and sororities; social clubs; and fraternal organizations such as Elks and Moose.

The Community Foundation will make grants to United States organizations that carry on their work in other countries. However, the Community Foundation does not make grants from donor advised funds to non-US organizations or governmental entities.

Grant recommendations are solely advisory and the Community Foundation is not bound by any such recommendation. Grant recommendations may be made at any time during the year, must be submitted in

writing or by e-mail, and must be approved by the Community Foundation's Board of Directors. Grant recommendations are presented to the Board of Directors at the next meeting following the receipt of the recommendation. The Community Foundation's Board of Directors meets six times a year, every other month, beginning in February. Grant recommendations, when possible, should be submitted ten days in advance of the Board meeting date in order to be listed on the agenda.

From time to time the Community Foundation may bring to the advisor's attention grant making opportunities in which the advisor may have an interest. The advisor is not obligated to recommend a grant for the identified program. Donors may be furnished with lists of the unmet charitable needs of the community as determined by the Community Foundation from time to time.

### **Grant Restrictions**

The Internal Revenue Code prohibits grants to individuals (such as scholarships, emergency hardship grants, or disaster relief grants) from donor advised funds. Also prohibited are grants for lobbying, political contributions or to support political campaigns. Grants may not result in benefits, goods, or services to the donor, the fund advisor, members of their families, and businesses they control. Failure to observe any restriction can subject the fund advisor to tax penalties. Benefits include the payment of pledges, event tickets, meals, sponsorships, registration fees, discounted merchandise, preferred parking and/or seating, and memberships unless the membership confers nothing of value. Please contact the Community Foundation if you have specific questions about whether a grant you are considering recommending will result in a prohibited benefit.

### **Payments from a Donor Advised Fund**

Expense reimbursements, loans, compensation, and other similar payments are not permitted from a donor advised fund to a donor, fund advisor, or related party.

### **Grant Acknowledgment**

Unless other arrangements have been made (e.g. anonymity requested), the grant letter will indicate that the contribution is from "The XYZ Fund of Community Foundation of Middlesex County" and that it has been given upon the recommendation of the named advisor. The recipient organization is encouraged to acknowledge the gift to the advisor in care of the Community Foundation. Additional language confirms that no benefits have been offered or provided to the Community Foundation or the advisor in exchange for the accompanying grant. If the recipient organization publishes a news release or a list of donors, it is asked to indicate the contribution as a grant from "The XYZ Fund of Community Foundation of Middlesex County." The recipient organization will be asked to submit a grant narrative form, when appropriate, detailing how the funds were used and the impact upon the organization's mission and the community.

### **Fundraising**

Donors sometimes want to raise money to add to their advised funds. The Community Foundation's policies on fundraising are attached to this document. Fundraising, approved by CFMC, must strictly adhere to the guidelines in the policy and to any additional restrictions imposed as a condition of the Community Foundation's consent.



**Investments**

The Community Foundation has the sole responsibility and authority for investment of the assets of each Donor Advised Fund. Donor Advised Funds are invested and commingled with assets of other funds of the Community Foundation. Decisions with respect to the retention, investment, or reinvestment of assets and with respect to commingling of assets shall be made by the Community Foundation's Board of Directors.

The Community Foundation's long-term investment objective is to preserve the real value of its permanent funds. This means that the Community Foundation seeks a total rate of return that supports the Community Foundation's grant making, expenses, investment fees, and inflation. The Community Foundation will measure whether it has achieved that objective through periodic reviews.

The Community Foundation's Finance & Investment Committee is responsible for developing and implementing investment policies and practices, and overseeing the investment and management of the assets of the Community Foundation at the direction of the Board of Directors.

**Fees and Minimums**

The Community Foundation assesses fees, including investment management fees, against all its funds to continue the Community Foundation's important work in our community and to defray the cost of administration. Fees provide the necessary resources to operate efficiently and effectively, ensuring fiscal responsibility in grant due diligence, donor and nonprofit education, and other activities.

Each Donor Advised Fund is assessed an annual service fee. The Community Foundation will provide the current fee schedule to the Fund advisor. The fee schedule is subject to change at the Community Foundation's sole discretion. Such revised fee schedules, as they occur, will be provided to the Fund advisors at the time such schedules are approved by the Community Foundation.

**Inactive Funds**

A fund is deemed inactive if:

- The fund advisor dies or resigns or evidence of his or her incapacity is provided to the Community Foundation, and if no successor advisor has been named.
- All named successor advisors are unable or unwilling to serve as such.
- No recommendations are made with respect to grants from the fund for a period of two years and, during such period, the advisor or successor advisor does not reply to the Community Foundation's attempts to contact them.

If the fund becomes inactive, the Community Foundation will deem the advisory period to have ended and will initiate distributions from the fund in accordance with the provisions in this document and as listed below (Termination).

**Termination**

Unless otherwise specified in the fund agreement, upon the death, resignation or incapacity of the last advisor to the fund, or if the fund is determined to be inactive, the assets of the fund will become an Unrestricted Component Fund or Field of Interest Fund, if the donor(s) have specified in writing one or more broad fields of interests for the Fund.

Approved by the Board of Directors: August 30, 2016

## GOVERNANCE COMMITTEE 2016 TASKS AND PRIORITIES

	ISSUE, TASK or QUESTION	COMMENTS
In Progress	Committee self-evaluations	3/8: Rating form to Governance prior to 5/18 meeting for discussion at that meeting. 6/27: Procedures for evaluation to be drafted for distribution at August board meeting.
DONE	Formation of Nominating subcommittee and Past Director subcommittee	3/8: Past Directors to be ad hoc committee of Board. Nominating to be ready in a few weeks.
DONE Ruled Out	Quorum rules for committees (mentioned at 5/22/13 meeting)	should it be the same as for the board? Agenda item for the March meeting. 3/8: Agreement quorums not needed for committees. By Laws change needed. 6/27: Endorsed by committee. To be proposed to Board as part of next By Laws revision package.
DONE	Full roll out of Honors program	Proceeding toward a mid-September award event. 6/27: On target
DONE	Committee term limits (mentioned at 10/2/13 meeting)	3/8: To be in guidelines as a guide, not hard fast rule. 6/27: to next Board meeting APPROVED BY BOARD
	How to address board and committee lack of diversity (age, race, gender, etc.)	important issue for Nat'l Standards. Must be in minutes as being discussed. Discussion should be on quality of candidates and needs of the organization, too. 3/8: discussed at length. Understanding of multiple "communities" which should be represented
	Pursuit of candidates (board and committee) from East of river (see 5/13/14 minutes for some names)	3/8: candidate for consideration to be asked to join Strategic Planning with potential of Board for 2017. Being addressed at 7/22 Nominating Subcomm meeting

	<b>ISSUE, TASK or QUESTION</b>	<b>COMMENTS</b>
	Menu of Board member criteria: skill set, circles of influence, geography, age, etc.	In discussing potential board members, the needs of CFMC as an organization should be front and center (i.e. skill sets) as well as geography, interest, diversity. 3/8: also noted skill sets which will be “lost” over next couple of years due to members rotating off board 6/27: to be addressed by Nominating SubCommittee
	In considering geography for board and committees, should we look at individual towns or at regions?	3/8: mentioned towns are important
	Do we need to get some physicians involved with CFMC? (mentioned at 3/11/14 meeting)	6/27: to be considered by Nominating Subcommittee
	Need to distribute to all the most current versions of all documents. (Generally we get revisions piecemeal, but not fully revised documents.)	To go on portal 3/8: Past directors to get Board agenda, minutes and President’s Report
DONE	Attendance “requirement” for Board, committees, such as must attend 50% / 70% (number to be determined ....) of meetings in any 12 month period unless “excused”. What constitutes “excused”?	3/8: Guidelines to be added, allowing flexibility within 50% attendance requirement for committees DONE AND APPROVED BY BOARD.
DONE	Composition of each committee as to number of current directors, past directors and other volunteers.	3/8: Recommendation finalized subject to review by rest of committee then approval of Board for adding to individual committee guidelines DONE AND APPROVED BY BOARD
DONE	Reappointment of retired directors	Recommended to Board at June meeting. Already provided for in Bylaws. Endorsed by Board.
DONE	Distribution from funds established after June 30.	Awaiting input from Finance Director.
DONE Ruled Out	Discuss size of Board and consider increase from 21 to 25, with a minimum greater than the current 12.	NEW 7/14/16
DONE	Create Endowment Subcommittee as subcommittee of Development	NEW 7/14/16

	<b>ISSUE, TASK or QUESTION</b>	<b>COMMENTS</b>
	Amend Bylaws to list and include duties of Vice Chairman/men. Include limit as to how many there can be. Include in duties "to serve as Chairman's delegate to committees"	NEW 7/14/16
DONE Ruled out	Discuss addition of "Chairman Designate" to Executive Committee. Consider overall composition of Executive Committee.	NEW 7/14/16
	Create guidelines for fund committees. Include language advising "must adhere to fund agreements and donor intent as interpreted by senior staff".	NEW 7/14/16
	Recommendation for 2017 officers	NEW 7/14/16: Being addressed at 7/22 Nominating Subcomm meeting
	Recommendation for new terms for directors completing term.	NEW 7/14/16: Being addressed at 7/22 Nominating Subcomm meeting
	Leadership Evaluations (grid)	NEW 10/5/16
	Scholarship Policy	NEW 10/5/16
	Create National Standards Subcommittee under Governance	NEW 10/5/16
	Recommendation for all directors to attend 1 - 2 committee meetings as guests each year	NEW 10/5/16
	Marketing Committee as Standing Committee, not ad hoc	NEW 10/5/16