

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY FINANCE AND INVESTMENT COMMITTEE GUIDELINES

INTRODUCTION: Nothing in these Guidelines shall be construed to supersede the By-Laws or Certificate of Incorporation of the Community Foundation. Every effort has been made to align the three documents, but should any conflicts occur, the By-Laws and Certificate of Incorporation shall prevail. As stated in the By-Laws of December 17, 2013, which may be further cited below, “all provisions in the Certificate of Incorporation, [the] By-Laws or the Act that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements ... shall apply to committees of the Board and their members.”

I. PURPOSE

The Finance and Investment Committee shall oversee the financial and business operations of the Corporation (except those duties and responsibilities assigned to the Investment and Audit Committees), including but not limited to budget, governmental and financial reporting and the fiscal administration of the Corporation. It shall develop and implement investment policies and Practices, and oversee the investment and management of the assets of the Corporation.

II. MEMBERSHIP

Members shall be literate in nonprofit finance and control, including tax and regulatory requirements, and should have past or current experience in finance, accounting, or other comparable areas.

Committee members are appointed by the Chair of the Board with approval by the Board of Directors for a one year term running from January 1 to December 31.

The Board Chair and Treasurer shall serve as an ex-officio members of the Committee. The President and CEO shall be a member of the Committee.

Whenever feasible, there shall be approximately ten (10) members, including the President/CEO. No more than 50% of the members should be past directors, and no more than 70% shall be current directors. All members should be either current or past directors. The President/CEO is excluded from these allocations. Expectations are that no individual shall serve more than ten consecutive years on the Committee except as may be recommended on a person-by-person basis by the Committee Chair and assigned staff to the Board Chair.

Failure to attend, either in person or by phone, at least 50% of meetings during any 12 month period other than for medical reasons shall be considered a resignation from the committee unless, as determined by the Committee Chair, Chair of the Board, and/or assigned staff that individual makes significant contributions to the work of the committee outside of the meeting structure.

III. RESPONSIBILITIES AND DUTIES

- A. The Committee shall make recommendations to the Board regarding
 1. Long range financial planning;
 2. A spending policy consistent with long range program needs and financial planning, taking into account investment performance, economic conditions and other factors that may have an impact on long-term financial sustainability;
 3. Appropriations and capital expenditures consistent with approved spending policy;

B. Furthermore, the Committee shall

1. Monitor spending against approved appropriations and capital expenditures;
2. Review financial aspects of major proposed transactions;
3. Recommend and monitor any corrective actions taken to bring CFMC into compliance with financial goals;
4. Develop, in conjunction with the President & CEO, present to the Board for approval and monitor the CFMC's annual budget;
5. Review and analyze monthly/quarterly and YTD financial statements in comparison to budget and prior year;
6. Develop, implement and monitor appropriate accounting, investment and internal control policies and procedures;
7. Monitor investment performance and make recommendations regarding CFMC's investments;
8. Seek and monitor any insurance coverage to enable CFMC to manage its risks;
9. Educate the Board about nonprofit financial reporting and risk management;
10. Identify and track internal and external trends and developments and determine what effect they may have on CFMC's financial future. Participate in the formulation of the CFMC's goals, objectives and policies;
11. Develop financial projections to guide CFMC's strategic planning and policy;
12. Periodically review and assess the adequacy of these Guidelines and recommend any changes to the Governance Committee;
13. Conduct a performance evaluation of the Committee every other year and report its findings to the Chair of the Board;
14. Attend to such other matters as the Board may from time to time determine.

IV. SUBCOMMITTEES

The Committee may appoint subcommittees, but no subcommittee will have final decision making authority on behalf to the Committee of the Board. The Chair of the Committee shall designate the Chair of any subcommittee.

V. MEETINGS AND QUORUM

The Committee shall meet at least quarterly in connection with regularly scheduled meetings of the Board or at such other times as the Committee shall determine.

A majority of the current members of the Committee shall constitute a quorum for the transaction of business at any meeting thereof, and the act of a majority of the members of the Committee present at any meeting at which a quorum is present shall be the act of the Committee.

VI. MINUTES

The Committee shall maintain minutes of meetings and regularly report to the Board on Committee findings, recommendations and actions, and any other matters the Committee deems appropriate or the Board requests. Minutes are to include list of members present, absent, and/or excused.