

NC-SARA May 2024 Board Meeting Materials for Governance & Nominations Committee Update

Bylaws Changes: Article V: Board Committees (Size)

ARTICLE V

Committees, Task Forces, and Common Interest Groups

Committees, task forces, and common interest groups may be appointed from time to time and report to the President, the Executive Committee, or the NC-SARA Board, as appropriate and as provided below.

Section 1: Formation of Committees and Task Forces

The NC-SARA Board will have standing committees as outlined below, and may create and dissolve committees and task forces as needed to serve in an advisory capacity. The board will appoint the committee chair and members and each will serve a term of two years, with renewable terms up to four years. The board may fill vacancies on the committee and may remove a member from the committee at any time without cause.

Section 2: Duties of Committees and Task Forces

All approved committees and task forces shall provide an update on their activities at Executive Committee meetings, upon the Chair's or the President's request, and at meetings of the full NC-SARA Board until they complete their work or are dissolved. Any use of NC-SARA funds to support a committee or task force shall be approved by the President in consultation with the Executive Committee.

Section 3: Finance Committee

The Finance Committee shall **be composed of at least four and not more than six Board Directors** ~~comprise up to six Board members~~, including the Treasurer, who shall chair the Committee. The Chair of the NC-SARA Board shall serve as an ex-officio member. The members shall include one of the four Regional Compact presidents, chosen by the Regional Compact presidents.

Members of the Finance Committee shall be elected by the NC-SARA Board and shall serve two-year terms. Finance Committee members shall have an option to serve an additional two-year term, with the approval of the NC-SARA Board. Protocol for the election of Finance Committee members follows the same protocol as for the election of officers. The Finance Committee shall review the annual budget for NC-SARA, developed by the President of NC-SARA, prior to its consideration by the Board. The Finance Committee shall identify an auditing firm for annual audits, in collaboration with the NC-SARA Finance Director and President, receive the audits, and report findings to the Executive Committee and Board. The Finance Committee, in collaboration with the NC-SARA Finance Director and President, will identify a new auditing firm every five years.

Section 4: Governance and Nominations Committee

The Governance and Nominations Committee assists the board in fulfilling its responsibilities in governance of the organization and in identifying and recommending to the board candidates for board membership. The committee shall be composed of at least ~~three~~ **four** and not more than ~~five~~ **six** Board Directors. **The members shall include one of the four Regional Compact presidents, chosen by the Regional Compact presidents.**

Section 5: Strategy Committee

The Strategy Committee assists the Board of Directors in fulfilling its oversight responsibilities related to NC-SARA strategy consistent with the board's long-term goals. The Strategy Committee shall review the development of strategy and Key Performance Indicators (KPIs) of any planning documents and make recommendations to the board. The committee shall have a minimum of ~~five~~ **four** members and a maximum of ~~seven~~ **six** members. **The members shall include one of the four Regional Compact presidents, chosen by the Regional Compact presidents.**

Section 6: Policy Committee

The Policy Committee supports the NC-SARA Board of Directors by serving as the policy specialists who are committed to understanding SARA policy proposals and advising the full board consistent with the policy process outlined in the SARA Policy Manual. The Policy Committee shall also serve as a resource for helping the board set a strategy with respect to federal policy as it pertains to reciprocity. The Policy Committee shall be composed of at least ~~five~~ **four** and no more than seven ~~six~~ **six** Board Directors. ~~One regional compact president shall serve as an ex-officio member of the Committee.~~ **The members shall include one of the four Regional Compact presidents, chosen by the Regional Compact presidents.**