



Regional Task Force on the Homeless San Diego City & County

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| Policy: | Executive Committee ¹ | Policy Number: | RTFHBP9 |
| Owner of Policy: | Governance Board | | |
| Policy Sponsor: | Merger Task Force | | |
| Policy Approval By: | Governance Board | | |

| Original Effective Date: | Reviewed Date(s): | Revised Date(s): |
|---------------------------------|--------------------------|-------------------------|
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1. PURPOSE

The Regional Task Force on the Homeless (RTFH) is committed to the principle of accountability to the public which is served by the RTFH and its members. The RTFH Governance Board (Board) will uphold a policy of openness and transparency, balanced with its roles in representing the interest of the RTFH and those served.

This policy formally outlines rules and procedures that have been followed and will continue to be followed henceforth in respect to authorities of the Executive Committee of the Board.

2. POLICY

The Board will ensure there are processes outlining the Executive Committee's:

- ⦿ Composition
- ⦿ Authority
- ⦿ Responsibilities
- ⦿ Methods of Operating

All Executive Committee policies outlined in the RTFH Bylaws and Governance Charter are incorporated herein by reference. To the extent any portion of this policy contradicts the Charter or the Bylaws, the terms of the Charter and Bylaws shall prevail.

¹ <http://www.newdirectionsinc.org/boardmembers/Exec%20Committee%20Policy.pdf>

3. PROCEDURE

Pursuant to Section 4.2.3. of the RTFH Governance Charter, the Board is authorized to establish an Executive Committee. The Executive Committee (EC) will work in support of, or occasionally in place of, the Board and with the RTFH Executive Director (ED) to further the RTFH's mission. The RTFH Governance Charter and Bylaws are incorporated into this policy by reference.

Composition

The EC shall consist of the officers of the Board and, as needed, any additional Directors. The officers of the Board are the Board Chair, Vice Chair, Secretary, and the Treasurer. The ED is an ex-officio member. Responsibility for chairing the EC falls with the Board Chair.

Authority

The EC shall meet upon request of the Chair for the purpose of performing business, and may meet as often as necessary. The EC powers and authority are defined in the RTFH Governance Charter Section 4.2.3. In addition, the EC shall not have power to:

- ⦿ Amend the Articles of Incorporation, Bylaws, Charter, mission, or administrative regulations of the RTFH.
- ⦿ Adopt a plan of merger or consolidation with another corporation.
- ⦿ Authorize the sale, lease, exchange, or mortgage of a major part, all or substantially all of the property and assets of the RTFH.
- ⦿ Authorize the voluntary dissolution of the RTFH or revoke proceedings therefore.
- ⦿ Adopt a plan for the distribution of assets of the RTFH.
- ⦿ Elect members of the RTFH.
- ⦿ Appoint or remove any officer or director of the RTFH or any member of the EC.
- ⦿ Alter, amend, or rescind any action of the Board without the express prior authorization of the full Board to do so.

The EC shall perform such other duties as may from time to time be delegated to it by the Board. The Committee shall ensure transparency on all actions by reporting at subsequent Board meetings or via e-mail in-between meetings as appropriate.

The Board may reconsider any action by the EC, and take action thereon, provided no such reconsideration shall adversely affect the rights of third parties who have acted in reliance on action of the EC taken in accordance with the authority of the Governance Charter, Bylaws, and Board Policy.

Responsibilities

The work of the EC revolves around four major areas:

Policy Work

Recommend policies to ensure the organization can function at a high level of performance. Additionally, carry out specific directions of the Board, and take action on policies when they affect the work of the EC or when the Board directs the EC to do so.

Executive Director Oversight

Recruitment

The EC will assume the lead in the search for an ED or delegate the responsibility to a task force which reports to the EC. As part of the recruitment, the EC will conduct the research necessary to determine an appropriate salary for the ED. Additionally, the EC will seek approval from the Board before terminating an existing ED or hiring a new ED.

Liaison

Support the ED by providing counsel, feedback, and support when needed to ensure maximum performance. Additional duties include:

- ⊙ Develop the annual assessment of the ED to include goals and objectives consistent with the current environment and strategic plan. The evaluation and goals to be evaluated upon should be approved by the Board prior to each evaluation period.
- ⊙ Coordinate and conduct annual assessment of the ED, which should include input from key Board members.
- ⊙ Review and recommend ED compensation and benefits for Board approval.

RTFH Strategic Plan

The EC is responsible for coordinating the development of a strategic plan for the RTFH. Specific tasks include:

- ⊙ Initiate the Board's involvement in establishing a strategic framework and direction.
- ⊙ Ensure alignment between the ED and the Board on the strategic direction.
- ⊙ Approve and/or assist in the development of the Strategic Plan.
- ⊙ Coordinate the efforts of the Advisory Committees to ensure each has defined areas of responsibility and annual goals aligned with the Strategic Plan.
- ⊙ Review the RTFH's annual performance plan and adherence to the Strategic Plan focusing on progress made in accomplishing goals on a semi-annual basis and reporting to the Board as needed.

Urgent Issues

The EC is responsible for acting on behalf of the Board for all issues related to the RTFH between Board meetings, with responsibility to report actions to the Board for ratification or further Board action at the next meeting. Additionally, the EC will lead the Board in resolving emergency or organizational crises (e.g., loss of funding or unexpected loss of ED).

Methods of Operating

Meetings of the EC may be called by the Chair or any two (2) members of the EC upon 24-hours written and/or electronic notice to each EC member. A majority of the voting members of the EC then in office shall constitute a quorum for the transaction of business at any meeting thereof. All actions of the EC must be approved by a two-thirds vote of the voting members present at a duly called and constituted meeting of the EC.

Notice of Meeting

An annual calendar of regular meetings shall be presented at the Annual General Meeting of the Board, distributed to all Board members and Full members electronically, and published to the RTFH website. The calendar will establish a regular meeting day, time, and location for the year. Changes in the schedule will be posted on the website.

Agendas

Agendas for regular meetings of the Executive Committee will be posted on the RTFH's website 72-hours in advance of each meeting.

Meeting Minutes

Minutes of the meetings will be produced and maintained by RTFH staff or other individual designated by the Board Chair. Meeting minutes shall be electronically distributed to all Directors and members as well as posted on the RTFH website.