

GIRL SCOUTS HEART OF NEW JERSEY CHARGE TO FINANCE COMMITTEE

Purpose and Authority

The Finance Committee has been established by the Board of Directors of Girl Scouts Heart of New Jersey (the “Board”) to assist the Board in discharging and performing the duties and responsibilities of the Board with respect to the financial affairs of Girl Scouts Heart of New Jersey (the “Corporation” or the “Council”). In assisting the Board in fulfilling its fiduciary responsibilities related to ensuring that accumulated assets and current income are managed properly, the Finance Committee shall:

- Provide guidance to the Board for all policy decisions pertaining to financial plans and business investment for the Council; and
- Bring expertise regarding appropriate financial benchmarks, trends, and changes.

The Finance Committee is a standing committee of the Board of Directors.

The Finance Committee has the right to exercise any and all power and authority of the Board with respect to matters within the scope of this Charge, subject to the ultimate power and authority of the Board. The Board shall continue to have the ultimate duty and responsibility to manage or direct the management of the business and affairs of the Corporation.

As a committee of the Board of Directors, the Finance Committee shall have no authority to bind the Corporation, but shall be advisory to the Board.

Composition

- 1) The Finance Committee shall be appointed in accordance with the bylaws.
- 2) The Finance Committee shall be composed of at least five, but not more than nine members with a mix of Board and non-Board members, excluding ex-officio members.
- 3) It is the responsibility of the chairperson to schedule all meetings of the Finance Committee and provide the committee with a written agenda for all meetings.
- 4) The Board Chair/President and Board Treasurer are voting ex-officio members of the Finance Committee and shall not simultaneously serve as the chair of the Finance Committee.
- 5) The CEO, and CEO’s designate are non-voting ex-officio members of the Finance Committee.
- 6) The Finance Committee should include members with, among other things, experience in fund development, property, nonprofits, accounting, banking, business, management, and members who are familiar with Council programs.
- 7) There needs to be communication and coordination relative to financial matters among the board chair, different Board committee chairs and the Finance Committee chair, including the sharing of agendas and meeting minutes.
- 8) A quorum shall consist of attendance by 50% plus one voting members, in accordance with council bylaws.

Duties

- 1) Review the Committee's charge annually and recommend any proposed changes to the Board of Directors.
- 2) The Finance Committee shall meet at least quarterly. The Finance Committee may ask members of management or others to attend the meetings and provide pertinent information as necessary. It shall be the practice of the committee chair to designate a committee member to take meeting minutes to document discussions and recommendations. Minutes shall be distributed to committee members for review and approval within one week of the session, and upon approval, provided to the Board of Directors.
- 3) Provide financial oversight and assess the effectiveness of the Council's use of resources. The committee will review short-term and long-term financial plans, annual benchmarks, the annual operating and capital budgets, recommendation for allocation of funds, financial impact of the Council's employees' benefits, and financial reports. The committee will monitor the ongoing financial results of the organization and raise appropriate issues for discussion at Board meetings.
- 4) Assist in safeguarding the Council's assets.
 - Review insurance coverage annually to check that adequate protection against identified risks and liabilities is being provided.
 - If there is not a separate investment sub-committee, recommend the selection of an external investment manager/advisor and review the manager's performance, if applicable, and recommend investment policies. Services are recommended to be bid out at least once every five years.
- 5) Conduct reviews of Council financial statements, including statements of revenue and expense, statements of financial position, and statements of cash flows. Analyze and monitor the Council's budget and actual income streams and business investments to ensure that they support the Council's current and future funding and reserve requirements.
- 6) Provide guidance regarding acquisition, disposition, development, management, and maintenance of the Council's assets and properties owned or leased by the Council.
- 7) Assist the Board in understanding the Council's financial affairs.
 - Each member of the Finance Committee shall receive orientation within the first six months of joining the committee.
 - Check that the Board, in partnership with the Board Development Committee, as a whole is well informed about the Council's finances and related issues through a fiduciary stewardship orientation and continued updates.
 - Check that all Board members get monthly financial statements in a timely manner, whether they are meeting or not, and know how to examine and ask questions about the reports in order to advise about making informed financial decisions.

Limitations

Notwithstanding anything contained herein to the contrary, the duties and responsibilities of the Finance Committee and each of its members is one of oversight and neither the Finance Committee nor any of its members shall have any duty or responsibility to:

- Plan, conduct or provide resources for audits;
- Determine that financial statements have been properly prepared or financial disclosures are full and complete;
- Guarantee or provide other assurance that there are no financial risks or uncertainties or that such risks or uncertainties have been reduced or eliminated; or
- Act as an expert or provide guarantees, representations, warranties, professional or other certifications or assurance with respect to, or verify, any matter within the scope of this Charge.

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