



Tree Research and Education Endowment Fund Policy/Procedure Statement

Subject: Trustee Standing Committees

Policy No. IV

INTRODUCTION

TREE Fund's Declaration of Trust defines a Standing Committee structure for the Board of Trustees to provide oversight and direction of various functional areas beneath TREE Fund's over-arching mission and purpose. Standing Committees must be chaired by Trustees, but their membership may include non-Trustees with specific skills, connections, and experiences that facilitate and enhance Standing Committee effectiveness without over-burdening Trustees through excessive assignments to multiple Committees, though there is no cap on the number of Standing Committees on which Trustees may serve at any given time.

Committee assignments are made under the auspices of Governance Committee, working in conjunction with each Committee's Chair. Standing Committee members should serve a maximum of six consecutive years, except by documented action by the Governance Committee on behalf of the full Board of Trustees in cases where necessary expertise or historical perspective is advisable for the good of the organization. The Trustees may, on occasion, establish *ad hoc* Committees to meet certain short-term needs or requirements (e.g. Executive Search Committee, Strategic Planning Committee, etc.); such committees will be dissolved upon completion of their assigned purpose, with or without formal resolutions from the full Board of Trustees.

The Trustees also reserve the right to create functional subcommittees or to even split full Standing Committees into components, so long as those components are chaired by Trustees; subcommittees do not require Trustee chairs. In May 2017, the Trustees voted unanimously to split the Development and Communications Committee as defined in the Declaration of Trust into two separate, Trustee-chaired Committees; their functions are descriptions are defined separately below. Future Standing Committee splits of this nature must also be affirmed in the corporate record as voted motions of the full Board of Trustees, as do future reconsolidations of such split Standing Committees.

All Committee meetings will be managed and documented in accordance with the most recently updated version of Roberts Rules of Order. Each Committee will be assigned one or more management liaisons; as a general rule, the President/CEO will serve as the liaison to Trustee-chaired Standing Committees, with a staff member of his or her designation serving as a recording secretary to assist the Corporate Secretary-Treasurer and the Committee Chairs with preparing meetings to document proceedings and action items. Care must be taken to ensure the proper divide between

governance and management responsibilities in all Committee work, and Trustees and other Committees should not direct the work of staff except through the President/CEO.

Standing Committee Chairs should strive to carry clear, actionable motions or resolutions to the full Board of Trustees, thereby eliminating the need for undue background discussion at Trustee meetings, on the presumption that the Committees have effectively accomplished the due diligence required to support their recommended courses of actions. Committee minutes and reports not requiring Trustee action should be presented to the full Board of Trustees as consent agenda items, with any Trustee reserving the right to move items from the consent agenda to the main agenda, should Trustees consider that additional analysis, action, or input is required from the full governing body.

ROLES OF THE STANDING COMMITTEES

As of May 2017, the Trustees manage their governance responsibilities via the following Standing Committees, with key areas of responsibility defined below. Standing Committees should have a minimum of five members, with at least one-third of the membership being non-Trustees, except in special cases for certain Committees defined below. Committees should meet no less than four times per year, in person or via teleconference. Many may meet more frequently, and an annual calendar of meetings should be established at the start of each fiscal year. Duties described below are typical, but Committees may be assigned additional related duties by the Executive Committee or full Board of Trustees.

Executive Committee:

- Composed of the four officers of the corporation (Chair, Chair Elect, Vice Chair and Secretary-Treasurer, as defined elsewhere in this handbook);
- Regularly communicates with and supervises the President/CEO, organizing and communicating his or her annual evaluation;
- Empowered to act on behalf of the full Board of Trustees in matters requiring Board action between regularly scheduled meetings; such actions taken by the Executive Committee should be ratified by the full Board of Trustees at its next meeting;
- Periodically reviews reports from all other Committees to provide comprehensive governance oversight of all activities, ensuring that Committees are not pulling in different directions, or engaged in redundant activities;
- Oversees and facilitates periodic Strategic Planning initiatives to hone and guide TREE Fund's vision;

Governance Committee:

- Manages the process of cultivating, recruiting and orienting new Trustees;
- Oversees the professional development of Trustees in their roles;
- Develops and nominates a slate of officers and committee chairs for presentation and vote at the Annual Meeting of the Corporation;
- Maintains corporate policies with support from the President/CEO; Trustee and Employee handbooks should be reviewed at least every other year;
- Facilitates non-Trustee member selection and appointment to Standing Committees; and
- Facilitates regular self-evaluation by the Board of Trustees.

Finance Committee:

- Chaired by the Secretary-Treasurer of the Board of Trustees;
- Coordinates the review and Trustee approval process for the annual operating budget prepared

and submitted by the President/CEO; Finance Committee members will review and assess President/CEO recommendations for individual staff member compensation, though a single salary pool line will be provided to the full Board of Trustees, within which the President/CEO has discretion to manage compensation and benefits;

- Coordinates the review and Trustee approval of any special project budgets beyond normal operations, e.g. capital campaigns, non-recurring special events, etc.
- Reviews monthly financial reports with management, comparing actual revenues and expenses to approved budgets and making recommendations to management or the Board of Trustee when necessary;
- Establishes and manages investment and banking policies for the organization and reports to the board on a regular basis on the condition of such investment balances; and
- Oversees risk management policies, including review of insurance coverage for all aspects of TREE Fund's operations.

Audit Committee:

- Provides independent oversight of annual financial reporting and public disclosures;
- Reviews and oversees the system of internal financial controls;
- Reviews accounting policies to ensure TREE Fund is compliant in its reporting and disclosures with Generally Accepted Accounting Principles (GAAP);
- Periodically selects an independent accountant via a competitive bid process to perform annual audits and prepare necessary tax returns and disclosures;
- Establishes and oversees the annual audit process and schedule with support from the President/CEO and the Secretary-Treasurer;
- Reviews and approves the independent auditors' reports (to include management letters, letters to those entrusted with governance, state and Federal tax filings, and the audited financial statements themselves) on behalf of the full Board of Trustees, and ensures that all documents are provided to all Trustees with sufficient time for review prior to annual tax filings;
- Oversees any legal matters involving TREE Fund, its employees, or volunteers and engages counsel as necessary with support from the President/CEO
- Reviews interim financial report and Board of Trustees minutes to ensure actions are compliant with GAAP and supportive of approved budgets and contracts; and
- Supports Governance Committee in policy-making and implementation with regard to ethics, legal and accounting matters.

Research and Education Committee:

- Given the scope and breadth of this Committee's duties, the Research and Education Committee is larger than other standing committees, with nine to 15 regular members, at least five to seven of whom have strong research skills and experience; subcommittees may be established under this Standing Committee's supervision with additional members added to focus on particular areas of research interest requiring unique perspective or experience, e.g. utility professionals for the Utility Arborist Research Fund, climbers and their supervisors for the Safe Arborist Technique Fund, etc.
- Manages all research, education and scholarship grant-making activities on behalf of the Board of Trustees, recommending recipients for Trustee approval via documented slates at each Board meeting;
- Identifies research and technology areas of greatest need, interest and value to tree care professionals, balancing the needs and expectations of TREE Fund donors in the process, ensuring that all awards are consistent with Board of Trustee approved guidelines, or making recommendations to the full Board of Trustees for changes to such guidelines to meet emergent or

changing market needs;

- Establishes the annual calendar for grant-making, to include the proposal process, rating and screening of applications, final award recommendations, and contract execution upon Trustee approval of the Committees recommendations; care must be taken to integrate the review schedule in ways that do not unduly burden academic or professional volunteers at crucial times during their annual operating cycles; and
- Works closely with the President/CEO and his or her designated staff leads on the technical infrastructure of the grant application system, ensuring that applicants and Committee members alike have smooth and efficient processes for communicating needed information effectively.

Liaison Committee:

- The Liaison Committee is composed of elected or appointed representatives from ISA Chapters in accordance with their own bylaws or other governing documents; while historically these members have only included United States International Society of Arboriculture (ISA) Chapters, foreign Chapters may also appoint liaisons who will be seated as full members in good standing on the Liaison Committee; representatives of other affiliated organizations (SMA, SCA, AREA, TCIA, etc.) may also be invited to nominate representatives to serve on the Liaison Committee at TREE Fund's discretion, though these members may not be elected as Chair or Vice Chair of the Committee;
- The Liaison Committee elects its own Chair and Vice Chair from among its members, and the Chair becomes a voting, ex officio member of the Board of Trustees per the Declaration of Trust;
- Serves as a key advisory body to the Board of Trustees and President/CEO to facilitate effective communications and coordination between ISA Chapters (both leadership and members) and TREE Fund; individual Liaisons are effectively the designated "champions" for TREE Fund within their home Chapters;
- Collaboratively develops strategies to promote TREE Fund's interests within the ISA Chapters, to include communication tools (e.g. newsletters, websites, etc.), presentations at various home Chapter events, and fundraising and community engagement activities designed to encourage support for TREE Fund in both its annual financial operations and its long-term endowment building and grant-making activities;
- Assists the TREE Fund Development Committee and President/CEO with identifying and soliciting potential funding sources and donors within your organization;
- Fosters and encourages strategic alliances with other stakeholder groups within home chapters to enlist their support of the TREE Fund; and
- Supports TREE Fund visits to Chapters throughout the year, to include making requested arrangements for trade show booth space and opportunities for the President/CEO or his or her designee to make regular presentations to Chapter members and Boards.

Development Committee:

- Works closely with the President/CEO to oversee the creation and execution of the TREE Fund's annual development plans, to include special event, operating appeal, planned giving, campaign and corporate partnership programs;
- Creates opportunities to expand TREE Fund's donor base by identifying and cultivating prospects with the President/CEO and his or her designated staff members;
- Actively participates in fundraising events on behalf of TREE Fund throughout the year, including but not limited to the Tour des Trees, TREE Fund After Hours, and other national or regional initiatives;
- Oversees the Heritage Oaks Society planned giving group, and actively encourages new members to participate;

- Regularly reviews reports on fund development activities, comparing actual revenue and expenses to approved budgets, and making recommendations to the full Board of Trustees or the President/CEO as necessary;
- Annually reviews revenue sources for the organization in conjunction with Finance and Audit Committee to ensure that donors are neither unfairly directing work nor receiving undue benefit from their support of TREE Fund; and
- Evaluates the effectiveness of all special events to ensure that community engagement and fundraising needs are being met in ways that are financially sustainable, to include recommending the termination of such events should their cost-benefit ratios be detrimental to continued funding.

Communications Committee:

- Works closely with the President/CEO and his or her designated staff to coordinate and provide oversight of all external communications, to include the TREE Fund newsletter, printed brochures and posters used in community engagement events, web sites, advertisements, etc.
- Supports the President/CEO and his or her designated staff with ideas (to include written copy) for periodical tree care industry publications;
- Facilitates connections with and opportunities for TREE Fund to advertise or provide content for other organizations' printed or digital communications;
- Oversees web site development and implementation;
- Formulates, reviews and updates as needed crisis management and communication plans, and oversees the implementation of such plans when necessary; and
- Provide input and review of communications related line items, revenue and expenses, as part of the budget process.

ISA COUNCIL OF REPRESENTATIVES

The ISA Council of Representatives (COR) is an integral part of the ISA Governance. The COR is composed of a representative from each ISA Chapter, professional affiliate, certification board and associate organizations, including TREE Fund. The mission of the Council is to support ISA by facilitating cooperation and collaboration among the ISA components and the ISA Board of Directors. TREE Fund's representative to the COR will be recommended by the Governance Committee as part of its annual slate of officers and committee chairs, and the selection will be approved by the full Board of Trustees. TREE Fund's representative to the COR will then serve as a non-voting, *ex officio* member of the Board of Trustees for the duration of his or her term. TREE Fund's COR representative will:

- Represent TREE Fund at COR activities and deliberations, to include attending the annual COR meeting and joint COR/ISA Board of Directors meeting;
- Report COR activities back to the TREE Fund Board of Trustees; and
- Work with the President/CEO to ensure that the ISA-TREE Fund relationship is governed by and in compliance with approved Memoranda of Understanding.