

California Humanities Board Committees

Meetings and action of committees shall be governed by, and held in accordance with, the provisions of Article VI of California Humanities' bylaws, concerning meetings of directors, with such changes in the context of those provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Meetings of committees shall be presided over by the committee Chair, or in the committee Chair's absence, by the committee Vice Chair. Special meetings of committees may also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these bylaws.

The Board (upon recommendation of the Board Chair) shall appoint directors to committees and shall appoint the Chair and Vice Chair of each committee other than the committee Chairs of the Executive Committee and the Finance Committee. Vacancies in the committees must be filled each year. The President & CEO shall serve as an ad hoc member to all committees.

I. Standing Committees

A. Executive Committee

The Executive Committee acts on behalf of the board between meetings to insure proper functioning of the program and has primary responsibility for California Humanities' governance oversight. It has the authority to act on issues requiring decision while the board is not in session. In addition, the Executive Committee reviews the performance of the President & CEO annually. Meetings of the Executive Committee are chaired by and held at the behest of the Board Chair. The committee consists of five people, all ex officio: Board Officers (Chair, Vice Chair, Treasurer), and the Chairs of the Finance, Audit and Governance committees. The Chair Emeritus (should there be one) is a nonvoting member.

B. Audit Committee

The Audit Committee recommends to the board the retention and termination of the independent auditor; confers with the auditor to satisfy the committee members that the financial affairs of California Humanities are in order; reviews and determines whether to accept the audit; approves performance of any non-audit services to be provided by the auditing firm; and presents the audit to the Board of Directors.

C. Finance Committee

The Finance Committee is responsible for oversight and evaluation of all policies relating to finance, investments, capital acquisitions, human resources, and facilities. The Committee reviews the annual budget forecast as submitted by the President & CEO and approves any interim modifications in that budget. It reviews expenditures and program audits as needed and establishing policies to insure fiscal accountability. The Finance Committee is chaired by the Treasurer.

D. Governance Committee

The Governance Committee is responsible for the oversight of the annual recruitment and nomination of new board members.

The committee also oversees the orientation, development, and evaluation of board members and the selection of a slate of nominees for California Humanities offices, normally filled biannually.

Nominees to the California Humanities board and offices are considered by the Governance Committee and brought to the full board for a vote.

E. Other Committees

In addition to the committees named above, the Board Chair or President & CEO may appoint such ad hoc or special committees or sub-committees shall be confirmed, dissolved, or replaced by each new Board Chair, upon taking office. Meetings of other committees will take place at the call of the Chair, President & CEO, or the committee chair.