

AGENDA ITEM

54-111 NOVEMBER 2016

DATE: October 24, 2016

TO: Members, Board of Trustees

FROM: Elizabeth Rindskopf Parker, Executive Director

SUBJECT: Proposed Revisions to the Executive Committee Charter

EXECUTIVE SUMMARY

In July 2014, the Board maintained the function of the Audit Committee, but made it subject to Executive Committee oversight, meaning that it would generally report to the Executive Committee rather than the full Board, except where Board action was needed. Audit would not generally meet on the Thursday before Friday Board meetings, but would meet at other times and its recommendations for Board action would appear on the Executive Committee's agenda for discussion on the Thursday before Friday Board meetings. This memorandum proposes moving Audit Committee oversight back to the Board.

BACKGROUND

At its May 2013 meeting, President Luis Rodriguez, then Chair of the Board Planning, Program Development, and Budget Committee, created a working group to review the board committee structure and make suggestions to the Board as to the number of standing committees and the charges of the committees.

The working group met on several occasions in consultation with the President and the Executive Director and reported to the Planning Committee at its May 2014 meeting regarding its recommendations and the Board acted on the proposed changes to the Board's Committee structure at its July meeting.

Amongst other committee structure recommendations, the Board maintained the Audit Committee functions, but made it subject to Executive Committee oversight, meaning that it would generally report to the Executive Committee rather than the full Board, except where Board action was needed. Audit would not generally meet on the Thursday before Friday Board meetings, but would meet at other times and their recommendations for Board action would appear on the Executive Committee's agenda for discussion on the Thursday before Friday Board meetings.

In 2014 the Board also repealed the appointment structure that was established for Audit, which required that the following board members be appointed to the Audit Committee: the President, who shall be chair, a 1st year member, a 2nd year member, two 3rd year members and a public member, each of whom shall serve on this committee throughout

his/her term on the Board. However, the current charter for the Audit Committee continues to state that the committee should have the goal of including at least one public member of the Board of Trustees.

DISCUSSION

The attached Executive Committee charter no longer makes the Audit Committee subject to Executive Committee oversight, meaning that they now report to the Board rather than the Executive Committee. Audit will now generally meet on the Thursday before Friday Board meetings, but may meet at other times as needed.

FISCAL/PERSONNEL IMPACT

None.

RULE AMENDMENTS

None.

BOARD BOOK IMPACT

Amendments to:

Tab 2, Article 2, Section 4, Pages 7-8

PROPOSED BOARD OF TRUSTEES RESOLUTION:

RESOLVED, that upon the recommendation of the Board Executive Committee, the Board of Trustees hereby adopts the amended charter for the Executive Committee that appears as Attachment A.

ATTACHMENT LIST

1. Executive Committee Charter