

Girl Scouts of Greater Atlanta, Inc. Description Summary of Standing Committees

There are six standing committees at Girl Scouts of Greater Atlanta: Board Development Committee; Audit Committee; Executive Committee; Finance Committee; Fund Development Committee; and Review Committee. Each Committee Chairman serves as a Director-at-Large as per the Council Bylaws. The chairman reports committee priorities to the Board of Directors regularly.

Each of the standing committees has regularly established meetings, in which an agenda is prepared based on committee priorities. A committee member must attend at least a majority of committee meetings to be in compliance with the Council's bylaws.

Committee members must be members of Girl Scouts of the USA, submit to a criminal background investigation every three years, and are asked to commit to an annual gift to Girl Scouts of Greater Atlanta of at least \$1,000. Board members are required to commit to an annual gift of \$3,000 and an annual "get" (from other sources) of \$5,000.

Board Development Committee

The Board Development Committee adheres to the guidelines stated above as set forth in the Council Bylaws and is charged with the following specific responsibilities:

- Present to the voting members at the Annual Meeting a single slate of nominees for Voting Officers of the Council; Directors-at-large of the Board of Directors; Executive Committee Members from the Directors-at-large; and Board Development Committee Members.
- Present to voting members at the Annual Meeting immediately prior to the regular meeting of the National Council of GSUSA a single slate of nominees for National Council Delegates and Alternates.
- Collaborate with the Chairman of the Board and the Chief Executive Officer to ensure board development.
- Work with board leadership to ensure a process for an annual board assessment.
- Provide key information to the Chairman of the Board which may be helpful in assigning board members and non-board members to appropriate committees and task forces.
- Work with board leadership and the CEO to design a board orientation program.
- Work with board leadership and CEO to identify board education opportunities.
- The term of a Board Development Committee member is three years. A member may serve for two consecutive terms.

Executive Committee

The Executive Committee adheres to the guidelines stated above as set forth in the Council Bylaws and is charged with the following specific responsibilities:

- Exercises power to make decisions on behalf of the board of directors between meetings. This power is not exercised in specific areas such (e.g., sales of property) stated in the Council Bylaws.
- The Executive Committee Members consists of the Chairman of the Board, the Vice Chair, the Treasurer and the Secretary. Three additional board members are elected to the Executive Committee by the voting membership at the Annual Meeting.
- The term of an Executive Committee Member is two (2) years.

Audit Committee

The Audit Committee assists the Board in discharging its oversight responsibilities relating to the accounting, reporting and financial practices of the Council. They are charged with monitoring the integrity of the financial information provided by the Council to its members, governmental body or the public.

The Audit Committee is responsible for monitoring the Council's compliance with legal and regulatory financial requirements and monitoring the qualifications, independence and performance of the Council's auditors. The committee also monitors the integrity of the systems of internal controls regarding finance and accounting that have been established by the management of the Council and the Board of Directors.

Committee term: Three years – A member may serve additional terms.

Finance Committee

The Finance Committee adheres to the guidelines stated above as set forth in the Council Bylaws and assists the Board of Directors in fulfilling its oversight responsibilities related to the protection of Council assets and to ensure the Council remains in good financial health. The Finance Committee assists the Board of Directors in its review and establishment of financial policies and facilitates communication between the board and staff who are primarily responsible for the financial management of the Council. The Finance Committee makes recommendations to the Board on any matter concerning real or personal property of the Council.

Committee term: Three years – A member may serve additional terms.

Fund Development Committee

The Fund Development Committee adheres to the guidelines as set forth in the Council Bylaws which contribute to the advancement and financial security of the Council by providing governance oversight to and active support of the council's fundraising efforts; partner with the Board of Directors, CEO, and Fund Development staff in raising significant financial resources for the Council; assist the Council in building strong relationships with key stakeholders; and fulfill any other duties as assigned by the Board from time to time or as set forth in its Fund Development Committee Charter.

Committee term: Three years – A member may serve additional terms.

Review Committee

The Review Committee consists of the Chairman of the Board, the Vice-Chair and one additional at-large member. They are responsible for establishing objectives of the CEO. The Review Committee conducts the annual review of the CEO's performance and determines a compensation and benefits package for the CEO.

Note: No person shall serve both as a voting Audit Committee Member and as a voting Finance Committee Member.