

Finance Committee

Authority

1. The Committee is a committee of the Board established under Section 5.1 of the Bylaws.

changes to the [Governance Committee][Board] for review. The Board may amend this charter at any time.

Membership

1. Only directors may serve on the Committee. The Board will appoint members of the Committee and a Chair, each to serve for one-year terms. Appointment to the Committee requires a majority vote of the directors then in office.
2. The Chair of the Audit Committee may not serve on the Committee.
3. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause.

Responsibilities

1. Review and make recommendations to the Board regarding Client's budget, including the process used in developing the budget.
2. Review periodically operating cash flows, liquidity position, and performance against budget and projections.
3. Lead Board review of Client's strategy for long-term financial sustainability.
4. [Review regularly developments in relevant state and federal funding programs and requirements and Client's compliance with such requirements.] [*note: if relevant*]
5. Review and make recommendations to the Board regarding the establishment and termination of banking and similar relationships.
6. [Review Client's investments, including investment objectives, strategy, reporting, and performance, and monitor execution against Client's investment policy.] [*note: if relevant*]

Operations

1. The Committee will meet with such frequency as it may determine. The Chair of the Committee will preside over Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
2. The Committee will report its activities to the Board on a regular basis and will keep minutes of its meetings.
3. Unless the Committee otherwise directs, the Executive Director may attend all Committee meetings.
4. The Committee may invite any non-Committee member to attend meetings or meet with Committee members.
5. [The ____ will serve as the Committee's staff liaison.]
6. The Committee will review this charter periodically and recommend any proposed

Statutory limitations on committee authority: Because of statutory limitations, the Board may not authorize the Committee to, and the Committee may not: fill vacancies on the Board or on any committee with Board authority; designate or remove from office any directors, or lengthen the term of any director; fix compensation of the directors; amend, repeal, or adopt provisions of the bylaws or articles of incorporation; amend or repeal any Board resolution that is, by its own express terms, not so amendable or repealable; create Board committees or appoint members of Board committees; authorize indemnification for any agent of Client; expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; authorize the merger of Client, or the lease or transfer of substantially all of Client's assets; authorize or revoke the decision to wind up and dissolve Client; or approve a self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

Note: This document does not reflect or constitute legal advice. This is a sample made available by the Organizations and Transactions Clinic at Stanford Law School on the basis set out at nonprofitdocuments.law.stanford.edu. Your use of this document does not create an attorney-client relationship with the Clinic or any of its lawyers or students.