

[insert name of project]

Steering Committee Roles and Responsibilities

This document sets out the roles, responsibilities, and expectations for the steering committee (“Steering Committee”) of [insert name of project] (“Project”).

1. Background

The Project is a project of Client, a California nonprofit corporation that is tax-exempt under Section 501(c)(3) of the Internal Revenue Code. Client operates the Project and manages a restricted fund to receive donations and make disbursements under the terms of a Project Agreement, dated _____, 20__, and signed by the initial members of the Steering Committee (“Project Agreement”). The Steering Committee was formed for the common purpose of furthering the Project’s mission. Capitalized terms used in this document and not defined have the meanings given in the Project Agreement.

2. Project

[insert description of the Project’s mission, purpose, and activities]

3. Role and Responsibilities

Generally

The purpose of the Steering Committee will be to hold, exercise, and enforce the contractual duties and obligations Client may owe to the Project under the Project Agreement. Steering Committee members will carry out their responsibilities and work with Client as set out in the Project Agreement, which provides that:

- The Steering Committee oversees the affairs of and manages the Project and its program activities on behalf of Client, subject to Client’s ultimate discretion and control.
- Client’s Board of Directors (“Client Board”) and Executive Director (“Executive Director”) have delegated the day-to-day management of the Project to the Project Manager.
- The Steering Committee serves as a subordinate advisory body to the Executive Director and the Client Board to assist with the fulfillment of the purposes of the Project.

Specifically

In line with this oversight role, the Steering Committee’s responsibilities also include:
[insert specific responsibilities for the committee; sample starter language follows]

Management:

- overseeing development of the Project’s strategy and vision
- monitoring the Project’s performance, outcomes, and impact
- supporting Client’s review and approval of the Project’s budget
- monitoring the financial health of the Project
- reviewing the Project’s governance structure and practices
- supporting Client’s review of Project staff performance and staffing needs
- reviewing the Project’s performance against diversity, equity, and inclusion commitments and goals
- overseeing compliance with the Project Agreement and the Project’s relationship with Client

- consulting with Client regarding ownership of the Project's intellectual property, in line with Section ___ of the Project Agreement

Programming and Outreach:

- supporting and serving as a sounding board for the Project Manager and other Project team members
- serving as an advocate, ambassador, spokesperson, and connector for the Project in the community
- facilitating introductions to potential donors, collaborators, thought leaders, and other key stakeholders
- reviewing branding and outreach strategies

Fundraising:

- setting a fundraising strategy and goals for the Project
- supporting Project's staff on fundraising activities
- actively participating in fundraising activities and making a personal financial contribution

Personnel:

- assisting Client with selecting the Project Manager [and other Project staff]
- evaluating the Project Manager's [and other Project staff's] performance in concert with Client
- negotiating Project Manager's [and other Project staff's] annual compensation
- if needed, assisting Client in terminating the Project Manager [or other Project staff]
- recruiting, selecting, and integrating new Steering Committee members

Not Board of Directors

Under California law, Client's activities and affairs (including for each of its projects) are conducted and all corporate powers are exercised by or under the direction of the Client Board. The Steering Committee oversees the Project but is not a board of directors with fiduciary duties under California law.

Not Representative or Agent

The Steering Committee does not serve as a representative or agent of any funding source, employer, or any other party.

4. Expectations of Individual Members

Expectations

Steering Committee members are expected to actively contribute their leadership, time, and talents to help the Project achieve its goals.

We expect that each individual Steering Committee member will: *[insert specific responsibilities for individual committee members; sample starter language follows]*

- learn about the Project's strategy, programs, and finances
- serve as eyes and ears on-the-ground in key [geographies/sectors] [and among stakeholders] and keep Project staff apprised of developments in the field and emerging opportunities or challenges
- prepare for and participate in Steering Committee meetings, including reviewing agendas, background materials, and draft minutes
- represent Client's and the Project's values and work to the community
- leverage their own personal networks to further the goals of the Project
- foster an inclusive work environment and community

- comply with Client’s policies
- *[describe other responsibilities]*

Client Financial and Operating Procedures

Client’s Financial and Operating Procedures Manual (“Procedures Manual”) establishes procedures relating to revenue, disbursements, fundraising, contracts, intellectual property, and other matters for the Project. Steering Committee members are expected to understand and comply with the Procedures Manual and any other policies provided by Client.

Conflicts of Interest

Steering Committee members are expected to use good judgment and to avoid situations that create an actual, potential, or perceived conflict with the purposes and activities of the Project or of Client. Further information about conflicts of interest is set out in the Procedures Manual.

Private Inurement and Private Benefit

The Procedures Manual describes IRS rules relating to “private inurement” and “private benefit.” These are IRS concepts relating to certain Section 501(c)(3) activities, including interactions with persons having influence over the nonprofit, and dealing with private parties. Steering Committee members are expected to review and understand these concepts and the related rules, and conduct themselves accordingly.

Harassment and Discrimination

Client is committed to creating a work environment free from harassment and discrimination of any kind [including verbal, physical, written, or visual harassment, discrimination, or retaliation on the basis of any characteristic protected by law]. Steering Committee members are expected to understand Client’s policies regarding harassment and discrimination and conduct themselves in a manner consistent with such policies and commitments.

Questions or Concerns

Questions or concerns about the Procedures Manual, other policies, or general Steering Committee roles and responsibilities should be directed to the Executive Director.

5. Membership

[If there are specific composition and size targets for the Steering Committee, consider the following two provisions:]

Composition Goals

[insert description of the composition goals for the committee, if applicable; sample starter language follows]

Steering Committee members should have a passion for the Project’s mission and work, possess the highest personal and professional integrity and values, and be thought leaders with strategic insight in their respective fields. The Steering Committee should reflect diversity in experience, gender, race, and age. The Project seeks practical judgment as well as programmatic, financial, and other technical expertise.

Committee Size

The Steering Committee will include ___ members.

Initial Composition

The Steering Committee initially includes the individual members who signed the Project Agreement.

[If the Steering Committee would benefit from a rotation or turnover of its members, consider the following provision:]

Term [and Term Limits]

Steering Committee members will serve ___-year terms [and may not serve more than ___ consecutive terms] [unless otherwise determined by the committee].

Ongoing Appointments

The Steering Committee may appoint new members by approval of both (a) Client and (b) a majority of the current members. Each new member will become a party to the Project Agreement by signing an “Addition of Steering Committee Member” document in a form provided by Client.

Resignation

Any Steering Committee member may resign at any time by giving notice to the Project Manager or the Executive Director.

Removal

A Steering Committee member may be removed from the Steering Committee at any time, with or without cause, (a) by vote of a majority of the current members or (b) by Client in its sole discretion.

Removal from Project Agreement

If a member resigns or is removed from the Steering Committee, then Client will amend the Project Agreement to remove the member as a party to the agreement.

[Indemnification and Insurance

Client’s bylaws include various protections for directors, officers, employees, and other agents who are serving in those capacities for Client. Steering Committee members will be considered “agents” under Client’s bylaws and entitled to indemnification, advancement of expenses, and other protections to the extent provided by the bylaws. Steering Committee members may also be covered under liability insurance policies maintained by Client.]

No Compensation

Steering Committee members will not be compensated in their capacity as committee members.

6. Meetings

Regular Meetings

The Steering Committee will meet at least _____ times each year. The Steering Committee may meet in person or by video or audio conference call.

Scheduling Meetings

The Project Manager, Chair (defined below), or any two committee members together may call a Steering Committee meeting.

Agenda

The Project Manager and Chair will collaborate to develop the specific agenda for each meeting. Any Steering Committee member may request that an item be included on a meeting agenda.

Notice

The Chair will inform each committee member of the date, place or dial-in information, and time of Steering Committee meetings at least 10 days before the meeting.

Advance Materials

The Project Manager or Chair will provide the Steering Committee with written materials that are important to the Steering Committee's understanding of the items to be discussed at each upcoming meeting.

Quorum

A majority of current Steering Committee members will constitute a quorum.

Voting

Each member present at a meeting will have one vote. No member may vote by proxy.

Decisions

Except as otherwise provided in the Agreement or this document, any action taken by [a majority] of Steering Committee members present at a meeting at which a quorum is present will be the act of the Steering Committee.

The following actions require the affirmative vote of [two-thirds] of the current Steering Committee members in order to be effective: *[insert matters requiring a higher threshold for approval]*

[If you anticipate the Steering Committee having difficulty meeting in person and/or routine items for approval regularly arising, consider the following provision:]

Action Without a Meeting

Any action by the Steering Committee may be taken without a meeting if the Steering Committee members consent in writing to the action through signature on a hard copy document or by email, web-based survey, or other electronic means, so long as: (a) each member is provided with relevant data and an opportunity to respond; (b) members are given at least three (3) days to respond; (c) the proposal receives explicit, affirmative approval by at least [a majority] of the current Steering Committee members; and (d) the action is subsequently expressly ratified at a Steering Committee meeting. Items approved in this manner generally should be routine or otherwise simple in nature and, in any case, any Steering Committee member may request that the matter be addressed by way of a meeting or conference call rather than through this written approval process.

Conflict of Interest

Individual committee members will abstain from all discussion and voting on any matters where they have or are perceived to have a potential or actual conflict of interest. Members with such a conflict will leave the room or call for the duration of the discussion, and it will be noted in the meeting minutes.

Minutes

The Steering Committee will keep and maintain minutes of its meetings.

Participation by Client

Client staff are entitled to receive notice of, attend, and participate in all Steering Committee meetings, and to receive email communications and other materials provided to the Steering Committee.

7. Communications and Records**Project Reports**

The Project Manager will provide the Steering Committee and Client with regular program, financial, fundraising, and operational updates, including, without limitation, information about *[insert specifics here]*.

Email and Other Electronic Communication

All Steering Committee communications, including notices, consents, and distributions of materials, may be sent via email or other forms of electronic communication.

Individual Communications

The Project Manager or other Project team members may consult with any individual Steering Committee member.

Confidentiality

The Steering Committee may have access to confidential and proprietary information about the Project and Client, as defined in the Procedures Manual. Steering Committee members will use Confidential Information only to the extent required by Project activities, in accordance with the policies set out in the Procedures Manual. These confidentiality obligations will remain in effect even if the Steering Committee is terminated or a Steering Committee member resigns or is removed. Steering Committee members who have any questions about confidentiality of information should speak to the Executive Director. [Additionally, Client may request that Steering Committee members sign nondisclosure agreements.]

Records

The Project Manager will maintain records relating to Steering Committee activities, including, for example, meeting minutes and documents distributed to Steering Committee members. The records will be considered the property of the Project and will be accessible to Client upon request.

8. Leadership and Task Forces

Chair

The Steering Committee will select one individual ("Chair") to coordinate committee activities and communications and to preside at meetings. [The Chair will serve for a term of ___ years.]

Other Positions

The Steering Committee may, in its discretion, establish and appoint members to other officer positions.

Working Groups and Task Forces

The Steering Committee may create one or more working groups or task forces, composed of Steering Committee members, non-members, or a combination of members and non-members as determined by the Steering Committee, and assign them such responsibilities as the Steering Committee may specify.

9. External Communications

Identification as Steering Committee Member

Members may identify themselves as members of the Steering Committee in both internal and external communications, including public statements, publications, and the Project's website.

[If you anticipate the Steering Committee speaking on behalf of the project, consider the following provision:]

Public Statements

The Steering Committee may develop and make public statements only in accordance with the Project's mission and this document. The Steering Committee may not make any statement that may be interpreted as a statement from Client.

We encourage Steering Committee members to be advocates for the Project but not to communicate with the media or make other public communications on the Project's behalf except as coordinated with the Steering Committee or Client.

[If you anticipate the Project engaging in political activities, such as lobbying efforts or advocacy work, consider the following provision:]

Political and Lobbying Activities

As a tax-exempt nonprofit, Client is subject to strict limitations on political activity and lobbying. As such, the Steering Committee may not engage in political, legislative, or lobbying activities, except as coordinated with Client. The Steering Committee will seek approval from Client before engaging with any government authorities. If individual committee members in their personal capacity engage in political activity, they should make clear that they are acting as individuals and not on behalf of the Project or Client. Client's continuing tax-exempt status is dependent on compliance with these requirements.

10. Termination

The Steering Committee will remain in existence unless and until the Project Agreement is terminated. If the Project transfers to a successor organization, members of the Steering Committee will not automatically become members of a steering committee, advisory board, or similar body for the Project, or board of directors for the new organization, as applicable.

11. General Provisions

Amendment

This document may be amended or repealed and new provisions adopted by approval of the Steering Committee. Any amendments must be consistent with the terms of the Project Agreement, subject to Client's ultimate discretion. Amendments restricting or otherwise changing Client's rights or control over the Project require Client's prior approval.

Controlling Document

If there are any inconsistencies between this document and the Project Agreement, the Project Agreement will control.

Legal Relationship

This document does not create a joint venture, partnership, employment or fiduciary relationship, or any legal entity. Steering Committee members are not employees of Client.

Last updated: _____