

BOARD COMMITTEE ROLES

miSci By Laws, Section 2. Standing Committees.

There shall be the following standing committees with charters outlining operational duties of trustees:

- Executive Committee of the Board
- Governance Committee of the Board
- Finance & Investment Committee of the Board
- Audit Committee of the Board
- Facilities Committee of the Museum
- Collections & Archives Committee of the Museum
- Program & Development Committee of the Museum

EXECUTIVE COMMITTEE

- 10-12 meetings / yr
- Trustees: Neil (Chair), Bill F. (Treasurer), Paul (Secretary), Michelle (VP), *(Gina and Sue are ex-officio)*

a. Executive Committee of the Board. The Executive Committee shall be comprised of the following officers of the Museum: Chair, Vice-Chair, Secretary and Treasurer, and at least three (3) other members elected by a majority of the entire Board, upon the recommendation of the Chair. The Executive Committee shall maintain surveillance of the business and affairs of the Museum and shall be empowered, to the extent proscribed by law, to transact only such business as may be necessary between meetings of the Board, unless authorized otherwise by the Board. This committee shall, unless delegated to the Governance Committee, be responsible for overseeing the personnel affairs of the Museum, including, but not limited to developing and reviewing personnel policies and evaluating the Museum's President. This committee shall, unless delegated to the Governance Committee by the Board Chair, also be responsible for the reviewing regularly the Museum's bylaws, making suggestions for their improvement from time to time; conducting the annual orientation of new Trustees and arranging for the necessary continuing education of the same in their roles and responsibilities; assessing regularly the composition and function of the Board; and monitoring

Board compliance with and making recommendations accordingly regarding loyalty, conflict of interest and ethical matters. This committee shall, unless delegated to the Governance Committee by the Board Chair, also be responsible for the consideration, recruitment and recommendation of the candidates prepared by the Governance Committee for Officers and Trustees. The Executive Committee cannot, without specific authorization by the Board, purchase real property, borrow money, or hire or terminate the President. Meetings of this Committee may be called by the Board Chair, the Vice-Chair or by any three (3) members of this committee. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the board.

FINANCE COMMITTEE

- 10-11 meetings / yr
- Trustees: Bill F. (Chair), Joe S., Cameo R., Gordon Z. (*Gina and Sue are ex-officio*)

Purpose

Chaired by the Treasurer of the Board, the Finance Committee is formed to recommend policies for the supervision and direction of the care and custody of all financial assets of the Museum. The members monitor and report the financial condition to the Board, work closely with staff in developing an annual budget and manage Museum's investments. The members also review the annual financial statement audit and audit policies. Meetings occur at least six times per year with e-mail and conference calls as needed.

c. Finance & Investment Committee of the Board. The Finance & Investment Committee shall be comprised of at least three (3) members of the Board. This committee shall consist only of "independent directors" as defined in the N-PCL. The Treasurer, including the Co-Treasurer, if applicable, shall serve on the committee as its Chair and a Vice-Chair shall be appointed by the Chair of the Board. The committee shall:

- i. Recommend financial and investment policies for approval by the Board;
- ii. Oversee the care and custody of all of the Museum's financial assets;
- iii. Develop a budget, working closely with the Museum's President, for approval by the Board; and
- iv. Oversee the implementation of Board approved investment policies.

The Finance & Investment Committee shall remain aware of and assure compliance with all federal, state, and local laws relating to financial operation of non-profit organizations, including, but not limited to, provisions of the NPRA. Meetings of this committee may be called by the committee's Trustee Chair or by any three (3) members of the Committee. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

Responsibilities

1. Members receive updates which include year-to-date income statements compared to budget, balance sheet and market value report.
2. Advise and make recommendations to the staff, to help minimize net operating losses.
3. Review in detail the proposed annual budget and make recommendations for Board approval.
4. Meet periodically with the Museum's investment advisors to review the results of investment activity and ensure they are in compliance with the Investment Policy.

5. Review the cash flow needs of the Museum and monitor withdrawals from investments.
6. Members are encouraged to also join the Audit Committee which participates in and reviews the annual financial statement audit. If the audit committee does not have adequate participation, the members of the finance committee will monitor the annual financial statement audit progress and will approve the draft audit report after presentation by the accounting firm.
7. Review and approve the annual information return (Form 990) to the Internal Revenue Service prior to submission.
8. Review financial related policies and make recommendations for improvement.

AUDIT COMMITTEE

- 2-3x meetings / yr
- Trustees: Bill F., Brad L, Gordon Z. (*Gina is ex-officio*)

d. Audit Committee of the Board. The Audit Committee shall be comprised of at least three (3) members from the Board. This committee shall consist only of “independent directors” as defined in the N-PCL. This committee shall:

- i. Annually retain or review the retention of an independent auditor to conduct the audit of the Museum’s financial statements;
- ii. Review any and all audits of the Museum or any of its programs or contracts performed, in conjunction with the Museum’s President;
- iii. Respond in writing, subject to approval of the Board, to such audits, including the management letter, stating any and all remedies to deficiencies or improvements in fiscal policies and procedures cited or recommended;
- iv. Oversee the implementation of, and compliance with, the Conflict of Interest and Related Party Transaction Policy and Whistleblower Policy as adopted by the Museum; and
- v. Remain aware of and assure compliance with all federal, state, and local laws relating to financial operation of non-profit organizations, including, but not limited to, provisions of the NPRA.

The Audit Committee shall meet at a minimum, once a year to conduct the audit oversight responsibilities. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

GOVERNANCE/NOMINATING COMMITTEE

- 10 meetings / yr
- Trustees: Bob S. (Chair), Bill F., Anne S. (*Gina and Sue are ex-officio*)
- Volunteers: [Recruiting](#)

The Governance/Nominating Committee recommends persons for election to the Board of Trustees and a slate of officers. They also arrange for the orientation & continuing education of Trustees and ensure that the bylaws are kept up to date to meet the needs of the organization.

b. Section 2. Standing Committees. The Governance Committee shall be comprised of at least three (3) members of the Board selected by the Executive Committee. In addition to the duties set forth in Section 1 of Article IV, this committee shall be responsible for ensuring that the number of Trustees meets the standards set forth in these bylaws and shall do so by recommending candidates for submission, consultation, and consideration to the Executive Committee. This committee shall oversee compliance with relevant laws including the N-PCL and the New York State Not-for-Profit Corporation Revitalization Act of 2013 and subsequent amendments (hereinafter the "NPRA"). Meetings of this committee may be called by this committee's Chair, or by any three (3) members of this committee. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

PROGRAM (Development) COMMITTEE

- 11 meetings / yr
- Trustees: Terra J. (Chair), Alan E., Gordon Z., Cameo R., Michelle B., **Joe S.** (*Gina, Sue, Laura and Chris are ex-officio*)
- Volunteers: [Recruiting](#)

The Program Committee assists the Development Department with fundraising activities, membership programs and community relations of the Museum. Committee members identify and cultivate potential individual donors and corporate partners. They serve as advocates for the Museum's case for support. Committee members are asked to bring their personal and professional networks into the Museum to support fundraising efforts.

g. Program & Development Committee of the Museum. The Program & Development Committee shall consist of at least three (3) members of the Board and such other individuals as shall be designated from time to time by the Board. The Committee Chair shall be selected by the Chair of the Board. This committee shall be responsible for the development and oversight of programs designed to reflect the mission, vision, and guiding values of the Museum. and be responsible for broadening the network of supporters for the Museum, and building new relationships with organizations capable of making philanthropic investments. The Program & Development Committee does not replace the expectation that each Trustee shall give a donation of a certain amount and/or help to procure financial resources. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

Responsibilities

Advocacy:

- Educate others about the Museum, perhaps through public speaking engagements
- Hosting programs and events, including introductions at lectures
- Positive representation of the museum at other community networking events
- Writing letters to editors about relevant topics

Annual Fund:

- Identifying prospects for major gifts
- Open doors for the Museum and assist in setting up visits/calls
- Accompanying Development Director or ED on donor cultivation calls
- Hosting dinners at your home or club for prospective donors
- Signing letters on personal letterhead to solicit gifts
- Making follow up calls/emails/personal notes to direct mail solicitations to thank donors (organizing a Board Phonathon to make these calls)
- Assisting Board President in making sure Board Members have 100% participation in Annual Fund

Special Events:

- Helping event planning committee to solicit corporate sponsors and auction items
- Inviting personal and professional connections to attend event to generate ticket sales (handwritten notes on invitations)
- Attend events and network to educate connections about the Museum

Sponsorship of Exhibits and Programs:

- Identify potential corporate sponsors for exhibits and programs
- Open doors for Development Director; perhaps accompany on visits
- Attend sponsor recognition receptions or VIP exhibit openings to thank sponsors
- Make follow up phone calls to thank sponsors for their support

Membership:

- Volunteer to speak with prospective members during peak periods/membership recruitment drives at the Museum
- Make follow up calls to thank new members, or to remind lapsed members to renew
- Review member benefits annually and make recommendations for enhancements (individual and corporate)
- Lend names to corporate membership campaign letters.

COLLECTIONS COMMITTEE

- at least 1 meeting / yr, although the next few years it will be more
- Trustees: Todd A., (Chair), Marshall J., Paul H., Brad L. (*Chris and Gina are ex-officio*)
- Volunteers: [Recruiting](#)

The Collections Committee is formed to recommend policy for the acquisition, improvement, preservation and deaccessioning of the collections and guide the scope of the collections. Meetings occur at least six times per year in person. Email discussions and conference calls would be conducted as needed.

Collections & Archives Committee of the Museum. The Collections & Archives Committee shall consist of at least one (1) member of the Board and such other individuals as shall be designated from time to time by the Board. The committee Chair shall be selected by the Chair of the Board. The committee shall: oversee the surveillance and maintenance of the collections of the Museum as well as the development of policies and procedures relevant thereto; discuss and approve sizable accessions and de-accessions; identify major preservation needs for the collections; and raise board awareness of collections-based projects. Meetings of this committee may be called by the committee's Chair. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

Responsibilities

1. Members will receive updates on collections and archives activities
2. Review and recommend updates to the Museum's collecting policies annually, including the Collections Management Policy and Scope of Collections
3. Oversee and encourage the staff to use best practices to properly store and preserve the collections
4. Recommend the deaccessioning of artifacts from the collection due to lack of relevance to the mission, duplication, or poor condition
5. Serve as liaisons in communicating and promoting the mission and collections of the Museum to colleagues and regional constituencies.
6. Oversee and encourage staff in proactively reaching out to diverse members of the Capital Region and beyond.

FACILITIES COMMITTEE

- 8 meetings / yr
- Trustees: Bill S. (Chair), Alan E., Paul H. (*Kelly, Chris, Jamie, Sue & Gina ex-officio*)
- Volunteers: [Recruiting](#)

e. Facilities Committee of the Museum. The Facilities Committee shall consist of at least one (1) member of the Board and such other individuals as shall be designated from time to time by the Board. The committee Chair shall be selected by the Chair of the Board. The committee shall: oversee the surveillance and maintenance of the building and grounds; ensure that staff is providing a safe and secure environment for visitors, staff and museum assets; work with staff to identify major facility needs and raise board awareness of the needs; and monitor developments and changes in emergency preparedness procedures standards and review whether the Museum's current procedures are complying with these developments and changes. Meetings of this committee may be called by the committee Chair. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.