

Northeastern Regional Association of Coastal Ocean Observing Systems

Executive Committee Terms of Reference

Role

The role of the Executive Committee is to exercise powers of the Board of Directors for issues that arise between regularly scheduled Board meetings or when it is not practical or feasible for the Board to meet. The Executive Committee shall act only in the intervals between meetings of the Board of Directors and shall, except to the extent otherwise provided herein or determined by the Board of Directors, have all the authority of the Board of Directors other than to:

- (i) amend the articles of incorporation;
- (ii) adopt a plan of merger or consolidation;
- (iii) sell or dispose of all or any substantial portion of the property and assets of NERACOOS;
- (iv) voluntarily dissolve NERACOOS or revoke such dissolution;
- (v) amend the bylaws of NERACOOS;
- (vi) fill vacancies as provided in these by-laws;
- (vii) amend or repeal any resolution of the Board of Directors;
- (viii) award grants or contracts pursuant to Section 19, unless specifically authorized by the Board of Directors on a case-by-case basis;
- (ix) hire or fire an executive director, if any; or
- (x) adopt any instrument required by these bylaws to be adopted by the Board of Directors

Membership

The Executive Committee of the Board of Directors shall consist of the President, the Vice-President, the Secretary and the Treasurer serving as *ex officio* members, and such other members of the Board as may be appointed by the Board. The President or his/her designated member of the Executive Committee will chair the Executive Committee.

Meetings

The President or any two other members of the Executive Committee may call a meeting of the Executive Committee. The President or other persons calling the meeting shall give or cause to be given written notice to each member of the Executive Committee of the date, time, place, and purpose of the meeting at least two days before the scheduled meeting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof.

Decisions

At each meeting of the Executive Committee all questions and business shall be determined by a majority vote of those present, or without a meeting by majority consent in writing.

Communication

The Executive Committee may communicate by telephone, by e-mail, in person, or by any means appropriate for the business at hand.

The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the public.

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Nominations Committee

Terms of Reference

Role

The Nominations Committee shall work with the three nominating bodies – the Academic Consortium, the Northeast Regional Ocean Council, and the Directors of the Sea Grant Programs of Connecticut, Maine, Massachusetts, New Hampshire, New York, and Rhode Island – to identify their nominees to the Board of directors, and recommend other nominees to the Board of directors as specified in the NERACOOS Bylaws. In doing so, the committee will present well qualified candidates that include a diversity of nominees with regard to geography, gender, ethnicity and racial background.

In addition to seeking broad stakeholder representation, the Nominations Committee shall strive to populate the Board with a geographically diverse membership, including at least two members from Canada.

Membership

The Nominations Committee shall consist of one or more directors and such other persons as the Board may choose.

Responsibilities

- Assess capacities needed on the Board
- Track and monitor terms of directors
- Evaluate Board members' service and their interest in continuing to serve
- Engage the broad community, specifically the three nominating bodies identified above, to identify potential additions or replacements on the Board
- Provide to the Board a slate of nominations for their consideration at least annually
- Maintain records of Board members' service
- Review and respond to Board member requests for Alternates

Meetings

The Nominations Committee shall meet as often as necessary to fulfill its responsibilities sufficiently.

Decisions

At each meeting of the Nominations Committee all questions and business shall be determined by a majority vote of those present, or without a meeting by unanimous(majority?) consent in writing.

Communication

The Nominations Committee may communicate by telephone, by e-mail, in person, or by any means appropriate for the business at hand.

The Nominations Committee shall make public its search for Board members and shall report to the Board a full slate for consideration at least annually, as well as the process for identifying nominees.

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Finance Committee Terms of Reference

Role

The Finance Committee shall review and monitor all financial statements and transactions of the Association and regularly report to the Board the financial status of the organization, and recommend a budget.

Membership

The Treasurer shall be an ex officio member of the Finance Committee. The Finance Committee shall consist of one or more directors and such other persons as the Board may choose. The committee shall include members with skills in the disciplines of accounting and capital structure/finance.

Responsibilities

The Finance Committee will be responsible for the following:

- Maintenance of appropriate financial records
- Development of an annual budget for approval by the Board and production of status reports to the Board
- Reception and review of requests for funding new or unbudgeted items from the chief executive and recommend action as appropriate
- Monitoring and oversight of all expenditures and revenues as they relate to the budget in order to identify emerging financial issues
- Oversight of an annual audit
- Timely communication with the Board of accurate accounting information

Meetings

The Finance Committee shall meet at least quarterly with the Chief Executive to review financial statements and ensure proper accounting procedures are followed. The Treasurer shall report all financial information to the Board at each meeting of the Directors.

Decisions

At each meeting of the Finance Committee all questions and business shall be determined by a majority vote of those present, or without a meeting by majority consent in writing.

Communication

The Finance Committee may communicate by telephone, by e-mail, in person, or by any means appropriate for the business at hand.

The Finance Committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the public.

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Conflict of Interest Management Committee Terms of Reference

Role

The Conflict of Interest Management Committee shall review conflict of interest issues annually and report its findings to the Board of Directors. The Conflict of Interest Management Committee shall make recommendations to the Board, as warranted, as to potential changes in the corporation's conflict of interest policy.

Membership

The Conflict of Interest Management Committee shall consist of one or more directors and such other persons as the Board may choose.

Responsibilities

The Conflict of Interest Management Committee shall be responsible for the following:

- Drafting conflict of interest policies for the Board of Directors, Committees, and Teams for action by the Board of Directors
- Reviewing and recommending changes to the policies as needed
- Providing the Directors, Committee members, and Teams with potential conflict of interest disclosure forms and maintaining record of this information for each
- Monitoring and enforcing the conflict of interest policy
- Working with Directors and others to identify and make known any potential conflicts of interest
- Reviewing and tracking the competitive process for NERACOOS funds
- Working with legal counsel to understand implications of conflicts of interest

Meetings

The Conflict of Interest Management Committee shall meet as often as necessary to fulfill its responsibilities sufficiently.

Decisions

At each meeting of the Conflict of Interest Management Committee all questions and business decisions shall be determined by a majority vote of those present, or without a meeting by majority of committee members consent in writing.

Communication

The Conflict of Interest Management Committee may communicate by telephone, by e-mail, in person, or by any means appropriate for the business at hand.

The Conflict of Interest Management Committee shall make public all conflict of interest policies and shall provide a full conflict of interest report to the Board at least annually.

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Officers Descriptions

President

- Leads and chairs Board and Executive Committee meetings
- Works in partnership with the chief executive to make sure Board resolutions are carried out
- Calls special meetings if necessary
- Works with Nominations Committee to recruit new Board members
- Identifies committee chairs and prospective committee members
- Assists chief executive in preparing agendas for Board meetings
- Assists chief executive in conducting new Board member orientation
- Oversees searches for chief executive, and coordinates chief executive's annual performance evaluation
- Acts as spokesperson for the organization
- Periodically consults with Board members on their roles and helps them assess their performance
- Works in coordination with the chief executive to execute all contracts and agreements

Vice-President

- Attends all Board meetings
- Carries out special assignments as requested by the President
- Understands the responsibilities of the President and performs these duties in the President's absence
- Participates as a vital part of the Board leadership
- Serves as an ex officio member of the Executive Committee

Secretary

- Attends all Board meetings
- Ensures the safety and accuracy of all Board records
- Ensures proper documentation and distribution of all Board and Executive Committee meeting minutes
- Assumes responsibilities of the President in the absence of the President and Vice-President
- Provides notice of meetings of the Board and/or of a committee when such notice is required
- Serves as an ex officio member of the Executive Committee

Treasurer

- Attends all Board meetings
- Understands financial accounting for nonprofit organizations
- Serves as the chair of the Finance Committee
- Manages, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities
- Works with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the Board on a timely basis
- Presents the annual budget to the Board for approval and ensures compliance with approved budgets
- Reviews the annual audit and answer Board members' questions about the audit
- Orients new Board members about their fiduciary responsibility
- Serves as an ex officio member of the Executive Committee