



# International Board of Directors

## Board Committees

### Guiding Principles

Board Committees will be used to help make the board more effective and efficient. They will contribute to the wholeness of the board's job but never interfere with delegation from the board to the International Director-CEO.

Board committees may not speak or act for the board except when formally given such authority. They are not created by the board to advise or exercise authority over staff. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations. Individual directors, as volunteers, are permitted and encouraged to engage in staff operations. Because the International Director-CEO works for the full board, he/she will not be required to obtain approval of a board committee before an executive action.

The Board Chair shall recommend committee chairs and members for three-year terms, subject to Board approval. (See [Appendix G](#) for Committee Chair Job Description.) Board members may be asked to serve on more than one committee. As requested by each committee, Staff members will be assigned by the International Director-CEO to support and inform the work of the committee. Staff members are non-voting and may not serve as a Committee Chair.

Standing committee principles apply to committees appointed by the board to help the board do its work. They do not apply to committees or task forces created by the International Director-CEO.

### **Executive Committee**

The Executive Committee consists of the Board Chair, Vice Chair, Treasurer and Secretary. The Board of Directors may delegate to the Executive Committee the authority to act for the Board on specific matters. If the Executive Committee determines that it would be imprudent to wait for the next Board meeting to take an action, it is required to notify the Board by email of the particulars and/or call an interim Board meeting to obtain Board authorization to act on behalf of the Board. With respect to any action taken on behalf of the Board, the Executive Committee is required to report any action to the Board in a timely manner and the Board must ratify the action at the next Board meeting.

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The Executive Committee:

- Reviews and directs potential Board agenda items to the Board or appropriate Board committee;
- Makes decisions for and acts as the constitutionally authorized legal representative for the Board between Board meetings, notifying the Board of any action taken as soon as possible;
- Serves as a sounding board for the International Director-CEO as may be requested;
- Coordinates the evaluation of the International Director-CEO;
- Provides minutes of decisions of all its meetings for Board approval at the next Board meeting.

The Executive Committee, without prior and specific authority from the Board, may not:

- Amend the Articles or bylaws;
- Dissolve the corporation;
- Hire or fire the International Director-CEO;
- Enter into major contracts or sue another entity;
- Change a board-approved budget;
- Adopt or eliminate major programs;
- Buy or sell property.

## **Board Development Committee**

The Board Development Committee provides continuous oversight of the bylaws and Board policies, nominates new Officers, maintains membership of Board Committees, evaluates, and supports the governance process and the contributions of individual directors, and otherwise helps the board improve its governance. The Board Development Committee also leads the new board member recruitment process by maintaining the current roster of board members and their tenure, plus a roster of potential board members based on the board profile, initiating and supervising the new board member recruitment process, nominating new board members, and assisting with the training and orientation of new board members.

## **Resource Committee**

The Resource Committee leads in developing and monitoring policies and strategies for cultivating sustainable relationships and resources essential to achievement of TEAM's Vision, Mission and Goals. This committee encompass the following key areas: Mission Advancement, Donor Relations & Constituent Services, Mobilization, Church Engagement, Marketing & Communications. In conjunction with the Board Chair, this committee invites all Board members to financially invest in TEAM's mission as appropriate, and as God leads and provides.

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## Global Ministry Committee

The Ministry Committee is for the purpose of evaluating current policies and practices, and proposing to the board new policies relating to TEAM's field ministries worldwide to ensure that TEAM is fulfilling its purpose to partner with the global Church in sending disciples who make disciples and establish missional churches to the glory of God. The committee is responsible to advise the board about proposed changes in policy or practice that will create greater alignment of our field ministries with the purpose, vision, and values of TEAM.

## Services Committee

The Services Committee advises the Board of Directors with respect to all ongoing support services provided by TEAM (or its third-party service providers) to TEAM's members and (in some cases) partners. Such services include but are not limited to legal, financial, technological, and other operational and personnel matters. The Services Committee interacts with several Staff and Staff Committees having day-to-day responsibility for the provision of such services, which Staff and Staff Committees (i) inform and advise the Services Committee with respect to services and, (ii) implement the Board's policies regarding services, with accountability to the Services Committee.

## Compliance Committee

The Compliance Committee generally deals with:

- 1) The compliance of TEAM's organizational documents (e.g., articles of incorporation, bylaws, articles of faith, VSP's, policies, and the like).
- 2) Compliance with international, federal, state, and local laws and regulations in existence in the USA and in areas where TEAM ministers.
- 3) Compliance with tax requirements and reporting wherever we have TEAM missionaries.
- 4) Risk assessment around the world, including fraud risks and security risks.
- 5) Real estate transactions (including those that are routine and those that are complex and problematic).

The Committee is to be aware of outstanding contracts, MOU's (memorandum of understanding) and promises that are in writing or verbal, as well as any other promises made, and to monitor that such promises are kept in a proper and timely manner.

The Committee will work with the staff to review and assess TEAMs internal systems and controls to assure compliance.

Other responsibilities of the Compliance Committee include:

- 1) Serving as the audit committee for TEAM.
- 2) The review and approval of TEAM's international grant program on behalf of the Board of Directors.

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- 3) The review of TEAM's compliance with its conflict of interest policy, and its annual requirements.

If there is material non-compliance or violation in any of the above matters, the Compliance Committee will be involved with suggesting proposed corrective actions to the Board of Directors.

## **Investment Committee**

The Investment Committee oversees all of TEAM's investments, is involved with the selection and regular ongoing monitoring of the professional investment adviser and receives regular reports and responds to the various investment managers which are directly managing TEAM's investments. The Investment Committee determines and reviews the investment policies that are used to guide the investment adviser and the investment managers.

The Committee, with the assistance of staff, provides regular reporting to the Board of Directors regarding the nature and extent of investments, performance of investments, and any noteworthy changes regarding investment policies, replacing investment managers, and the like. Additionally, the Committee receives and reviews financial statements and reports from Staff, and reports to the Board of Directors regarding all salient matters relating to TEAM's finances.

## **Pension Trustees for TEAM's Pension Plan**

Pension Trustees of TEAM's Pension Plan are not a Committee of the Board of Directors and have individual responsibilities and exposure to liabilities that are separate and distinct from those of the Investment Committee. The Pension Trustees operate with respect to the investments in the Pension Plan in much the same way as the Investment Committee functions with respect to the other TEAM investments.

The Board has appointed the Pension Trustees to be the members of the Investment Committee because the investments in the pension plan are managed by the same professional investment adviser and investment managers and the consideration of investment policies and related actions are coordinated along with those of TEAM.

## **Strategy Committee**

The Strategy Committee assists the board with its responsibilities for the organization's mission, vision, and strategic direction. The Strategy Committee must also consider where the organization is currently, what they want to see happen over the next three to five years, and formulate a plan with measurable goals, time targets and competencies.

The Committee must also look at longer term trends (10 – 20 years) in global missions and target the three to five-year goals with those forecasts in mind. Planning includes identifying the organization's strengths, weaknesses, opportunities, and threats, and establishes strategic direction with long-term sustainability as a primary goal.

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## Appendix G

### **Committee or Task Force Chair Job Description**

- Is a member of the Board recommended by the Board Chair to serve.
- Serves for a three-year term unless circumstances dictate a different length of time. He or she may serve continuously until mandatory rotation is required.
- Sets the tone for the committee work.
- Ensures that members have the information needed to do their jobs.
- Oversees the logistics of committee's operations.
- Reports to the Board Chair.
- Reports to the full Board on committee's recommendations.
- Works closely with the International Director-CEO and other staff as agreed to by the International Director-CEO.
- Assigns work to committee members, sets the agenda, and runs the meetings, and ensures distribution of meeting minutes.
- Initiates and leads the committee's annual evaluation.
- If a Task Force chair, brings the work of the Task Force to successful completion, recommending that the Task Force be dissolved.