

CIVIC SAN DIEGO BOARD POLICY

Section: 1.0 – Governance
Sub-section: 1.05 – Formation of Committees
Effective Date: May 23, 2018

1. PURPOSE

1.1 To establish a policy for formation of BOARD committees.

2. EFFECTIVE DATE AND AMENDMENTS

2.1 This Policy shall be effective upon the approval of the BOARD of the CORPORATION. This Policy may only be amended by approval of the BOARD, except as provided in Policy 1.01, Section 5.8.

3. DEFINITIONS

3.1 BOARD – The Board of Directors of the CORPORATION.

3.2 BY-LAWS – The Amended and Restated By-Laws of the CORPORATION, adopted July 31, 2012 (Document No. R-307539).

3.3 CORPORATION – Civic San Diego.

4. PROCEDURES

4.1 The President is authorized to establish and disseminate administrative procedures to implement this Policy, as applicable.

5. POLICY

5.1 The BOARD may, by resolution, designate one or more committees to exercise all or a portion of the authority of the BOARD, consistent with Article 7 of the BY-LAWS.

5.2 All committees shall establish regular meetings and shall comply with Policy 1.03 – Meetings of the Board of Directors.

5.3 All committees shall comply with Policy 1.04 – Public Participation in Meetings of the Board.

5.4 Each committee shall consist of at least two (2) or more directors.

5.5 Each committee member shall serve at the pleasure of the BOARD.

5.6 A Committee Chair shall be selected to preside over the meeting, and shall be

designated by the Chair of the BOARD.

- a.) Committee Chairs should review proposed Committee agendas with staff.
 - b.) When an item heard at a BOARD meeting involves Committee issues or concerns, the chair of the relevant Committee should provide a summary to the BOARD of those issues and concerns.
- 5.7 The BOARD may designate advisory committees or ad-hoc committees that do not have the authority of the BOARD.
- 5.8 No committee shall bind the CORPORATION in a contract or agreement, or expend corporate funds unless authorized to do so by the BOARD.
- 5.9 Committees may direct staff or make recommendations to staff regarding an item(s), before forwarding item(s) to the BOARD for approval.
- 5.10 The BOARD currently has established the following committees with the following jurisdictions:
- a.) Real Estate and Economic Development Committee – The committee shall make recommendations to the BOARD regarding real estate and business transactions such as Disposition and Development Agreements, Owner Participation Agreements, or other such transactions. The committee shall make recommendations to the BOARD related to economic development programs or transactions. In addition, the committee may review and make recommendations to the BOARD regarding the review of various planning documents.
 - b.) Design Review Committee – The committee shall provide design review for all projects that require a public hearing for a discretionary development permit.
 - c.) Budget/Finance Committee – The committee shall oversee the financial performance and condition of the CORPORATION including reviewing all budgets and budget amendments, financial plans, or major financial actions of the CORPORATION. The committee shall make recommendations to the BOARD on any contract which requires formal BOARD approval consistent with BOARD policies within Section 4.0 – Purchasing & Contracting Policies.
 - d.) Audit Committee – Consistent with Article 7 of the BY-LAWS and the Audit Committee Charter, the committee shall assist the BOARD in fulfilling its responsibility for the oversight of the integrity of the CORPORATION’S financial statements and internal control procedures and the CORPORATION’s compliance with legal and regulatory requirements. The committee shall make recommendations to the BOARD regarding the hiring or termination of an independent auditor. The committee shall review and determine whether to accept the audit and

satisfy its members that the CORPORATION's financial affairs are in order. The committee shall review the CORPORATION contracts for compliance with internal contracting procedures, state and local conflict of interest laws, and with the approved budgets. Additionally, the committee shall review all of the policies of the CORPORATION.

- e.) Executive Committee – Consistent with Article 7 of the BY-LAWS, the committee, unless limited in a resolution of the BOARD, shall have and may exercise all the authority of the BOARD in the management of the business and affairs of the Corporation between meetings of the BOARD. The Committee's purview includes corporate structure and governance review, personnel evaluations of the CORPORATION's President and Chief Financial Officer and directing staff to make CORPORATION policy changes. The committee shall not, however, have the authority of the BOARD in reference to those matters enumerated in Section 6.1 and Sections 7.1.1 to 7.1.7 of the BY-LAWS. The outgoing Chair of the BOARD shall serve as the Director At-Large of the Executive Committee.

5.11 As necessary and appropriate for the conduct of the CORPORATION business, joint meetings of committees may be convened. In such cases, the quorum and voting requirements of each individual committee must be satisfied.