



FINANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Finance Committee (“Committee”) of the Board of Directors (“Board”) of Eastern Washington University Foundation (“the EWU Foundation”) is to ensure that management has in place strategies, budgets and financial plans and programs to enable the EWU Foundation to meet its goals and objectives. The Finance Committee is established in the Bylaws as a standing Committee of the Board.

The Committee’s activities and recommendations shall include but are not limited to:

- Reviewing management’s qualitative and quantitative financial plans and objectives for both the short and long term.
- Approving strategies with appropriate action plans to help ensure financial objectives are met.
- Act as the ‘Gift Acceptance Committee’ and follow the ‘Gift Acceptance Policies and Guidelines’ to ensure that each gift accepted is evaluated as to their benefits and potential liabilities to the EWU Foundation.
- Having in place a system to monitor progress toward financial objectives and take any necessary action.
- Overseeing, monitoring and approving changes in financial policies, strategies and procedures.
- Review of annual budget.
- Timely review of unaudited internal financial statements.

II. MEMBERSHIP

The membership of the Committee shall consist of at least four voting members, all of whom shall be members of the Board of Directors of the Foundation. The membership shall be

comprised of a Committee Chair that is appointed by the Chair of the Board, a Vice Chair appointed by the Committee Chair, the Board Treasurer, and a another member of the Board of Directors. All committee members shall be independent directors free from any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment as a member of the Committee. The Foundation Executive Director shall also serve on the committee in a non-voting ex-officio capacity. Members of the Committee shall be appointed to, and removed from, the Committee by the Board. Committee membership shall include at least one member with a basic understanding of accounting and fundamental financial statements, and/or capital structure/finance. Members are appointed for one-year terms, commencing July 1. The Chair of the Finance Committee may not serve longer than six (6) consecutive one-year terms.

III. MEETINGS

The Committee shall hold regular meetings pursuant to a schedule issued by the Chair of the Directors and pursuant to the Foundation Bylaws. Special meetings of the committee may be held upon the call of the Committee Chair, Chair of the Directors, at any time that the attendance or consent of at least a majority of the committee can be obtained.

IV. OPERATIONS

The Committee Chair shall prepare or approve an agenda in advance of each meeting. The Committee Chair shall preside at all meetings. At the request of or in the absence of the Chair, the Vice Chair shall preside at meetings and otherwise fulfill the duties and obligations of the Chair. The Committee may meet periodically in executive session without foundation management present. The Committee will cause to be kept adequate minutes of its proceedings, and shall present any findings, actions taken, activities or recommendations to the Board. Minutes shall be filed with the foundation records. Committee members will be furnished with copies of the minutes of each meeting and any action taken.

In accordance with the approved Bylaws, the Committee will be governed by the same rules regarding meetings (including meetings conducted telephonically), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision hereof, (b) any provision of the Bylaws of the Foundation, or (c) the laws of the state of Washington. The Committee shall have the authority to delegate to subcommittees and to Foundation staff. A quorum shall consist of a majority of the members who are entitled to vote. The Committee Chair shall initiate an annual performance self-evaluation that considers matters related to its responsibilities prior to the annual Board meeting.

V. RESPONSIBILITIES AND DUTIES

The Committee is charged by the Board with the responsibility to:

1. Review and recommend for approval:
 - a. The annual operating budget for the EWU Foundation.
 - b. Capital expenditures or disposals exceeding \$10,000, as needed.
 - c. Requests for financing and capital projects on a case-by-case basis in accordance with the Financing Capital Construction policy.
 - d. Resolutions required for specific financing activities prior to submittal to the full Board, as appropriate.
 - e. In coordination with the Investment Committee, review and recommend Endowment Distribution and Fees Policy and other issues including the actual and projected investment returns, and the current goal of the Foundation to operate in perpetuity with recommendations to the Executive Committee of the Board.
2. Maintain an awareness of the financial condition of the Foundation and their progress in achieving their goals and objectives through a periodic review of the unaudited monthly financial statements. The Foundation administration is responsible for the development of a budget for Committee approval and managing the budget throughout the year. Foundation administration is responsible for ensuring that expenditures are made in compliance with the budget approved by the Board.
3. Annually, perform a self-assessment relative to the Committee's purpose, duties, and responsibilities outlined herein, review and assess this Charter, and submit to the Foundation Executive Committee any recommended changes. After such review by the Executive Committee, recommend any changes to the Charter to the full board.
4. All actions taken by committees shall be reported at the next regular meeting of the Board of Directors following the committee meeting.
5. The Committee shall establish or review and approve expenditure priorities to support the fundraising goals consistent with the strategic plan of the University.
6. Consider other finance and administrative issues delegated by the Board and not specifically handled by the Audit or Investment Committees.
7. Review the Foundation's Annual Tax Return (IRS Form 990).
8. Periodically review, as deemed appropriate, expense reports and Foundation credit card activity.
9. Advise the Board on other financial and stewardship matters such as: business risk, including insurance coverage; pending or threatened litigation; and public policy matters affecting the Foundation, including IRS and State Attorneys General activities not covered in other Committees.
10. The Committee, with approval from the Executive Committee, shall have the resources and authority it deems appropriate to discharge its duties and

responsibilities; including, the selection, retention, termination and approval of fees and other retention terms of special or independent counsel, or other experts or consultants.

11. Review and recommend banking and other similar financial relationship selection and retention or termination for approval by the Board. Employ banks or financial institutions to handle the Foundation's financial transactions other than investments. Review and recommend any changes in signature and wire transfer authority resolutions concerning financial matters for approval by the Board.
12. Recommend for approval, the designation of officers and employees of the foundation who can execute documents and act on behalf of the Foundation in the ordinary course of business pursuant to previously approved banking, borrowing, and other financing arrangements.