



UWBA Board of Directors and Advisory Council Description

Two groups comprise the United Way Bay Area volunteer leadership structure. 1) The Board of Directors, whose focus is on governance, fiduciary duties, and overall strategy of the organization, and 2) the Advisory Council, whose membership is made up of UWBA stakeholders, as broadly defined, and whose focus is providing input for the organization's programs and impact, the communities we serve, increasing awareness and support for our work, and resource development. See below for a description of the Board, the Advisory Council and their respective committees.

The Board of Directors:

The Board is composed of 9 to 15 members and oversees the fiduciary duties of the organization by steering the organization towards a sustainable future by adopting sound, ethical and legal governance, as well as by making sure the organization has adequate resources to advance its mission. The Board reviews and approves the strategic plan for the organization and oversees governance for the board and Advisory Council. Board members are expected to serve on at least one board committee in addition to the Board. Board of Directors meetings are held six (6) times per year.

Executive Committee:

The Executive Committee's purpose is to act on behalf of the Board of Directors between regularly scheduled Board of Directors meetings and when the Board of Directors is not in session. The Executive Committee may execute all powers and authority of the Board of Directors in management of business affairs subject to the bylaws. The Executive Committee will originally consist of at least four (4) Directors; provided that the Board may increase or decrease the size of the Committee from time to time subject to the requirement that the Executive Committee will consist of at least two Directors at all times. The chair of the Audit Committee may not serve on the Executive Committee. Meetings are held as needed.

Governance Committee:

The Governance Committee's purpose is to assist the Board of Directors in identifying qualified individuals to become Directors and officers of the Corporation, in determining the composition of the Board of Directors and its committees, and in developing and implementing a process to assess Directors' effectiveness. The Governance Committee also reviews the bylaws and other governance documents. Meetings are held monthly.

Finance Committee:

The Finance Committee is composed of a minimum of two members of the Board and not more than seven including the Treasurer of the Board, Vice President of Business Operations or their delegate, and one additional board members, as well as Advisory Council members. Responsibilities are to provide assistance to the Board in fulfilling its legal and fiduciary obligations regarding matters involving the accounting, financial reporting, internal control, investment, legal, and human resource compliance functions of UWBA. Meetings are held on a quarterly basis.



Audit Committee:

The Audit Committee's purpose is to assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control over financial reporting and the external and internal audit processes. Directors who are employees or officers of the Corporation may not serve on the Audit Committee. A majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the chair of the Audit Committee may not serve on the Finance Committee. Meetings are held annually.

Compensation Committee:

The Compensation Committee's purpose is to assist the Board of Directors in discharging its responsibilities relating to the oversight of the compensation of the Chief Executive Officer, reviewing the Chief Executive Officer's performance and engaging in succession planning. The Compensation Committee will be composed of a minimum of three (3) members, and if possible, will include the Chair of the Board of Directors, the immediate past Chair of the Board of Directors, and the Treasurer. The Chair of the Board of Directors may designate additional members of the Compensation Committee from time to time. At a minimum, the Compensation Committee will meet annually to review executive compensation packages. Meetings are held annually.

In addition to the Board and its committees, United Way Bay Area also has the Advisory Council and its committees as part of our volunteer leadership structure:

Advisory Council:

The Advisory Council shall ensure that United Way Bay Area has broad representation, insights, and perspectives from our eight county Greater Bay Area region and include members from our volunteers, supporters/donors, community partners, labor movement and people with lived experience with United Way programs and services. The Advisory Council will advise on fundraising and community impact. The Advisory Council will be appointed by and shall report to the Board of Directors and have up to forty (40) members to ensure broad community representation. Members of the Board of Directors may sit on the Advisory Council. The Advisory Council and the members of the Advisory Council shall have no power or authority over the operation of the Corporation. Meetings are held every 4 months, plus one additional meeting, for a total of 4 times per year.

Public Policy Committee:

The Public Policy Committee is composed of Board members, Advisory Council members, corporate leaders, community advocates, and policy experts working together to guide United Way Bay Area's public policy agenda and advocacy aligned with UWBA's mission. Meetings are held six (6) times per year.

Advancement Committee:

The UWBA Advancement Committee is composed of Board members, Advisory Council members, and community volunteers. The Advancement Committee is responsible for assisting the Leadership Team and the Board of Directors in support and oversight of organizational advancement (fundraising, development and outreach) throughout the Bay Area. Meetings are held quarterly.