



**National Association
of Housing Cooperatives**

NAHC Committee Charges

Board Approved 7/19/14

FINANCE COMMITTEE

Overview: The Finance Committee provides overall guidance and assistance on NAHC budgets, insurance and financial management.

Function: The Committee will serve the following functions:

1. Review budget recommendations from staff and committees and recommend annual operating and capital budgets to the Board.
2. Carry out a selection process once every year for the NAHC audit or review and make recommendations to the Board.
3. Review financial statements, financial management practices and procedures and implementation of recommendations from the auditor to improve financial practices.
4. Periodically review insurance coverage, risks and liabilities of NAHC operations.
5. Periodically review the dues structure with the Member Services Committee.
6. Review financial assumptions and projections contained in mini business plans for new services and activities.
7. Monitor the timeliness of government filings with the Member Services Committee.
8. Look at longer-term financial trends and projections and develop alternative strategies to address shortcomings, changes, and adverse forces.
9. Increase the financial understanding of the full Board as to NAHC's finances.
10. Establish sub-committees and recommend task forces as needed to carry out the functions of the Committee.
11. Work with other Committees to raise funds as may be deemed appropriate.

AUDIT COMMITTEE

Overview: The committee's role is to act on behalf of the Board of Directors and oversee all material aspects of the organization's financial reporting, internal control and audit functions, except those specifically related to the responsibilities of another standing committee of the board. The audit committee's role includes a particular focus on the qualitative aspects of financial reporting and on organization processes for the management of business/financial risk and for compliance with significant applicable legal, ethical and regulatory requirements. The role also includes coordination with other board committees and maintenance of strong, positive working relationships with management, external auditors, and other committee advisors.

Committee Membership:

The committee shall consist of at least three and no more than five, independent, non-executive board members. Committee members shall have: (1) knowledge of the primary activities of the organization; (2) the ability to read and understand fundamental nonprofit financial statements, including a statement of financial position, statement of activities and statement of changes in net assets, statement of cash flows and key performance indicators; and (3) the ability to understand key operational and financial risks and related controls and control processes. At least one member, preferably the chair, should be literate in nonprofit financial reporting and control, including knowledge of tax and regulatory requirements, and should have past or current employment experience in finance or accounting or other comparable experience or background. Members of the Audit Committee shall be appointed by the Chair and serve for one year or until their successors have been appointed.

COMMITTEE OPERATING PRINCIPLES: The committee shall fulfill its oversight responsibilities within the context of the following overriding principles:

Communications

The chair and others on the committee shall, to the extent appropriate, maintain an open avenue of contact throughout the year with senior management, other committee chairs and other key committee advisors (e.g., external auditors, etc.), as applicable, to strengthen the committee's knowledge of relevant current and prospective organization issues.

Meeting Agenda

Committee meeting agendas shall be the responsibility of the committee chair, with input from committee members. It is expected that the chair will also ask for management and key committee advisors, and perhaps others, to participate in this process.

Expectations and Information Needs

The committee shall communicate committee expectations and the nature, timing and extent of committee information needs to management and external parties, including external auditors. Written materials, including key performance indicators and measures related to key operational and financial risks, shall be received from management, auditors and others at least one week in advance of meeting dates. Meeting conduct will assume committee members have reviewed written materials in sufficient depth to participate in committee/board dialogue.

External Resources

The committee shall be authorized to access internal and external resources, as the committee requires, in carrying out its responsibilities.

Meeting Attendees

The committee shall request members of management, and external auditors, as applicable, to participate in committee meetings, as necessary, to carry out the committee's responsibilities. In any case, the committee shall meet in executive session with external auditors, at least annually.

Meeting Frequency

The committee shall meet at least twice a year. Additional meetings shall be scheduled as considered necessary by the committee or chair.

Reporting to the Board of Directors

The committee, through the committee chair, shall report periodically, as deemed necessary, but at least semiannually, to the full board. In addition, summarized minutes from committee meetings, separately identifying monitoring activities from approvals, shall be available to each board member at least one week prior to the subsequent board of directors meeting.

Self-Assessment

The committee shall review, discuss and assess its own performance as well as its role and responsibilities, seeking input from senior management, the full board and others. Changes in role and/or responsibilities, if any, shall be recommended to the full board for approval.

COMMITTEE RESPONSIBILITIES:

Financial Reporting

- Discuss, review and assess the annual financial statements with management, the finance committee and the external auditors before they are released to the public or filed with funders or regulators.
- Approve changes in important accounting principles and the application thereof in both interim and annual financial reports.
- Advise financial management and external auditors that they are expected to provide a timely analysis of significant current financial reporting issues and practices.

- Review and assess the organization's system of internal controls for detecting accounting and financial reporting errors, fraud and defalcations, legal and tax code violations, and noncompliance with the organization's code of conduct. In that regard, review the related findings and recommendations of the external auditors, together with management's responses.
- Review with legal counsel any matters that may have a material impact on the financial statements. Review the results of the annual audits of directors' and officers' expense accounts and management perquisites prepared by the external auditors.

External Auditors

- Recommend the selection of the external auditors for approval by the board of directors.
- Instruct the external auditors that they are responsible to the board of directors and the audit committee as representatives of the organization. In that regard, confirm that the external auditors will report all relevant issues to the committee in response to agreed-upon expectations.
- Review the performance of the external auditors.
- Obtain a formal written statement from the external auditors as to their independence.
- Review with management, the finance committee, and the external auditors the results of the annual audit and related comments in consultation with other committees as deemed appropriate, including any difficulties or disputes with management, any significant changes in the audit plans, the rationale behind adoptions and changes in accounting principles, and accounting estimates requiring significant judgments.
- Review with the external auditors the audit firm's quality control policies and procedures and any material issues raised by the most recent internal quality control review of the firm.

Other

- Review and update the committee's charter at least annually.
- Conduct or authorize investigations into any matter within the committee's scope of responsibilities.

DEVELOPMENT AND PRESERVATION COMMITTEE

Overview: The Cooperative Development and Preservation Committee shall encourage the development of Cooperative Housing and the use of the cooperative homeownership model. This can be done through such activities as outreach and education directed to nonprofit and profit oriented housing development organizations, builders, lenders and government officials and to a variety of real estate associations.

Function: The Committee will serve the following functions:

1. Recommend strategy to market the cooperative homeownership model to builders, nonprofit and profit oriented housing development organizations, lenders, government officials and various real estate associations.
2. Conduct and participate in forums and other venues in which the cooperative homeownership model can be effectively promoted to existing developers of housing cooperatives and provide opportunities for cooperative and other developers to network with each other.
3. Aid in the implementation of promotional strategies through participation in workshops, forums or other outreach activities.
4. Recommend working partnerships and/or alliances to promote the cooperative homeownership model.
5. Recommend opportunities to publish articles and other publications that promote the cooperative homeownership model. Aid in the preparation of such materials. Example topics and include materials that define, describe and promote the cooperative homeownership model as an attractive form of community housing.
6. Provide information and technical assistance on the preservation of existing cooperative housing.
7. Cooperate with the government relations committee to advocate to Congress, state legislators and governmental agencies, Legislative initiatives and administrative decisions that facilitate cooperative housing developments and preservation. An example of such an initiative is to work for the use of Low Income Housing Tax Credit funds to develop cooperatives.
8. Provide technical assistance to housing developers wishing to develop cooperative housing.
9. Define, describe and promote the cooperative homeownership model as an attractive form of community housing.
10. Provide information on the development of housing cooperatives in the ***Cooperative Housing Bulletin***, and other publications, and to generate printed materials regarding cooperative housing developments and preservation.

Governance and Strategic Planning Committee

Overview: The Governance and Strategic Planning Committee provides overall guidance to the Board of Directors on board development, the policy role of the board, board performance, governance and strategic planning.

Function: The Committee will serve the following functions:

1. Periodically review the organization's bylaws and make recommendations for changes to meet the needs of NAHC's mission.
2. Review the role, responsibility, authority, and staff support for the officers.
3. Review the effectiveness of the committee structure in getting work done, getting information to the Board, shaping policy recommendations, accomplishing the strategic plan and make recommendations for changes as necessary.
4. Monitor the progress of the organization in accomplishing or abandoning the objectives and strategies in the strategic plan and keep the organization focused on the plan as amended.
5. Establish performance standards for the Board and a measurement tool for use by the Board.
6. Provide parliamentary leadership during Board Meetings.
7. Monitor compliance with agreed upon Board-Staff boundaries.
8. Develop and carry out leadership development programs for Board members and prospective board members.
9. Review the relationship of NAHC with member associations and propose ways that the relationship, and the parties to the relationship, can be strengthened internally with respect to programs and services on behalf of their shared cooperative members.
10. Establish sub-Committees and recommend task forces as needed to carry out the functions of the Committee.

MEMBER SERVICES COMMITTEE

Overview: The Member Services Committee provides overall guidance and assistance on NAHC Member services, including business services for members, involvement and recognition of members, membership recruitment and retention, education and training, and develops workshops to meet priority training of the needs of CO-OP Boards.

Function: The Committee will serve the following functions:

1. Oversee membership marketing programs, including programs using volunteers to recruit new members.
2. Based on periodic evaluation of member needs and satisfaction, propose changes in member services and benefits.
3. Evaluate the need, usefulness and financial soundness of proposals for business services, vendor discounts and endorsements of third party products and services.
4. Administer the Voorhis Award and other awards assigned to the Committee.
5. Work with other committees to develop appropriate award programs to recognize volunteer contributions to NAHC programs, services and mission.
6. Review conference site selection recommendations from staff in accordance with a Board adopted site selection criteria.
7. Periodically review the process for annual conference topics and speaker selection to ensure that the program stays fresh. Encourage member input and seek new trainers, when necessary, to maintain quality.
8. Establish sub-groups and task forces as needed to carry out the functions of the Committee.
9. Make use of periodic surveys of cooperative leaders, management staff and professional advisors as to the educational needs of Co-op boards.
10. Develop mini business plans for new workshops for Co-op boards.
11. Review evaluation of Board workshop offerings to ensure conformance of quality standards and propose new workshops based on member need.
12. Provide strategic direction for delivery of customized training programs and technical assistance to meet Member's needs and retain membership.

GOVERNMENT RELATIONS COMMITTEE

Overview: The Government Relations Committee provides overall guidance and assistance establishing NAHC public policy and legislative and regulatory matters.

Function: The Committee will serve the following functions:

1. Recommend positions on public policy, and legislative and regulatory matters for adoption by the Board.
2. Make recommendations to the NAHC Board as to the desirability of creating position statements, fact sheets, white papers, surveys or research studies to educate the public, policy makers and members on major issues facing the development, preservation and operation of cooperatives, including issues that may have no immediate legislative or regulatory solution.
3. Work with the Cooperative Preservation and Development Committee to ensure that any social investment in affordable housing or home ownership, whether governmental or non-governmental, specifically includes the cooperative form of ownership.
4. Endeavor to enhance NAHC's awareness of legislative and regulatory trends and issues facing members. Encourage member to alert NAHC to such trends and issues at the earliest possible point. Provide periodic reports to the Board on these trends.
5. Committee members shall, from time to time, represent NAHC in reaching out to members, member associations and national partners (sister associations and other stakeholders) in support of NAHC positions on specific issues.
6. Advise staff of policy issues that should be addressed at NAHC conferences.
7. Make recommendations to the NAHC Board on an annual basis as to the appropriate uses of the Cooperative Action Fund.
8. Establish sub-Committees and recommend task forces as needed to carry out the functions of the Committee.
9. Make recommendations on a case by case basis for NAHC entry into key court cases with "friend of the court" briefs.

MUTUAL MARKETING AND ADVOCACY COMMITTEE

Overview: The Mutual Marketing and advocacy Committee provides advice on coordinating promotion and advocacy activities of NAHC and member associations.

Premise: NAHC is primarily a federation of associations of local, regional and specialty cooperatives and the professionals who serve cooperatives. Because of this federated structure, member associations make their own decisions about membership dues, education and service to their members. The Committee has been established to help coordinate activities and policies among member associations and NAHC, reach mutual decisions in cases where multiple diverse decisions would be ineffective or dysfunctional, and identify ways that member association can help each other.

Functions: The Committee will serve the following functions:

1. **Information Gathering:** From time to time information needs to be systematically gathered from member associations as to their practices and policies.
2. **Promoting Information Sharing:** Member associations should be encouraged to communicate with one another and keep other member associations informed of programs and activities, member survey results, etc.
3. **Conducting Joint Activities:** Activities, such as a national membership drive, must be coordinated between member associations and NAHC.
4. **Improving The Public Face of Member Associations:** Member associations should be encouraged to build appropriate websites, issue press releases and partner with other groups to increase exposure for Co-ops.
5. **Identifying State and Local Issues:** The Committee will develop coordinated responses to state and local issues with national implications to assist Member Associations.
6. **Establishing Reciprocal Policies:** Reciprocity can include gaining permission to reprint from other member association newsletters, allowing Co-ops from other associations to attend at member rates, or providing financial incentives for the sale of association publications by other associations.
7. **Capacity Building:** Increase the capacity of member associations to communicate with their members, offer education and other services, and be effective advocates on local issues affecting their members.

COMMUNICATIONS COMMITTEE

Overview: The Communications Committee oversees the NAHC messaging, website, and branding of the association.

Function: The Committee Will serve the following functions:

1. Keep our members up to date on events affecting them. (1)
2. Facilitate exchange of information among professionals serving cooperatives. (1)
3. Build pride and understanding about cooperative housing among members. (1)
4. Encourage cooperation among members. (1)
5. Develop, maintain and distribute NAHC's publications. (1)
6. Develop strong marketing and outreach programs. (2)
7. Develop articles and press releases about NAHC for third party publications. (2)
8. Monitor, with help of other committees, the NAHC web site to keep it current. (3)
9. The Communications Committee will consult with management and other committees on any communications or questions beyond the expertise of the committee. (1,2,3)
10. Develop cost effective methods of delivering information to members and others. (1,2,3)
11. Develop ways to generate revenues associated with NAHC's communications functions. (1,2,3)

Presently assigned to the subcommittee:

- (1) Publications
- (2) Public Relations
- (3) Website

CREDENTIALS COMMITTEE

NAHC Annual Membership Meeting Credential Committee and Election Inspectors Charter

In accordance with NAHC Bylaws:

Article V, section 3. A Credential Committee shall be appointed by the Chairman.

Article VI, Section 5. To be eligible to be elected to the Board of Directors, any candidate must: (1) Be a representative of a cooperative which is a Regular Member directly; or (2) Be a representative of a cooperative which is a Member through an Association; or (3) Be an Other Member or a designated representative of an Other Member. (4) File a nominating petition with the Associations' Credentials Committee by 5:00 PM two days prior to the Annual Meeting. (5) Be certified as eligible by the Credentials Committee.

Overview:

The Credential Committee shall consist of 3 members of the Board of Directors and 2 from membership (excluding President, Vice President, Chair and candidates) from various regions of the country, to fulfill the below listed duties. The Credential Committee members should select from amongst themselves a chairperson.

Duties of the Credential Committee:

- validate the voting eligibility and voting strength
- validate candidates
- Oversee the Annual Meeting's registration process

Election Inspectors are membership volunteers from the floor.

Election Inspectors:

- Distribute and collect the ballots, Count and tabulate the vote
- Report the results of the voting count to the Board of Directors, Membership and NAHC staff.
- One of the Inspectors will write the number of votes beside the candidate's name(s) on the Easel board
- Announce the name(s) of the new board member(s)

Notes:

Collection of ballots is done during roll call of membership. Election Inspectors will move to rear and collect all ballots, allowing the agenda to continue.

Assuming that the Election Inspectors are not familiar with Microsoft Excel in order to use the voting cap formula; in this case, Election Inspectors sit with NAHC staff and oversee the count.

Board approved 7/19/14