

South of the Sound Community Farm Land Trust

*Committee Charters – approved by Board of Directors, October 12, 2016
Revised December 14, 2016
Staff to Committee updated November 14, 2017*

Standing Committees:

Executive Committee
Finance Committee
Farmland Preservation Committee
Membership/Outreach/Development Committee

Advisory Committees:

Legal Committee
Farm Management Committee

Reporting: Standing committees reports to the Board of Directors; Advisory committees report to the Board or a designated committee.

Approval of Committee Members: Each year at a regular Board meeting following the Annual Membership Meeting, the Board will consider and approve a roster of members for all committees. At any other time, potentials new non-Board members seeking services on a committee shall submit a brief application (background and interest in the committee) for Board consideration and approval. Committees may include other non-Director persons whose experience and qualifications may assist the Committee and the Board in the performance of their oversight responsibilities.

Quorum: A majority of the Committee members, present and voting, shall constitute a quorum. However, at all times a majority of the Committee, and a majority of a quorum, shall consist of Board members (or in the case of the Farm Management Committee, the quorum is a majority of the Board and Lessees on the committee).

Committee Chairs: A Board member shall chair each Committee unless otherwise noted.

Meeting Schedules: The Committee shall meet as necessary and appropriate, or at the call of the Chairman of the Committee or Board of Directors

Meeting Minutes: and shall maintain minutes of all meetings, which shall be regularly approved by the Committee and made available for distribution to the Board.

Executive Committee

Mission: The Committee provides the Board with a group of Directors authorized and able to act for the Board between regular meetings and in situations where an assembly of a quorum of the Board would be impracticable or impossible.

Charter: The Executive Committee is chartered to:

- Exercise the full power of the Board of Directors to act between meetings of the Board upon matters which, in the judgement of the Committee, are of such a nature as to require action prior to the next regular meeting of the Board but do not require calling of a special meeting of the Board. When the Committee exercises the powers of the Board, their actions shall be reported promptly to the Board, and be ratified by the Board at the next meeting of the Board following such action.
- Prepare the agenda for the upcoming Board Meeting and distribute no fewer than three days before the Meeting.

The Executive Committee shall not have the power to appoint or remove Directors, or the Executive Director; adopt the budget; or take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of SSCFLT.

Membership: No fewer than four Board members, inclusive of the incumbent officers. The Chair of the Board may appoint additional Board members to the Executive Committee, subject to the advice and consent of the Board.

Chair: The Chair of the Board shall chair the Committee.

Finance Committee

Mission: The Committee ensures sound accounting practices, provides guidance to the Board in financial decision-making and to draft an Annual Budget for Board consideration.

Charter: The Finance Committee is chartered to:

- Coordinate the Board’s financial oversight responsibilities.
- Be responsible for the planning, development, implementation, monitoring, and evaluation of SSCFLT’s policies and programs for funding, financial management, assets, risks, and insurance.
- Monitor SSCFLT’s financial records; reviews and oversees the creating of accurate, complete, timely, and meaningful financial statements to be presented to the Board; reviews the annual budget and recommends it to the full Board for approval; monitors budget implementation and financial procedures, and anticipates financial problems; monitors and ensures safeguarding of assets; monitors compliance with federal, state, and other financial reporting requirements; and presents SSCFLT’s financial information in a form that complies with generally accepted accounting principles(GAAP) and is useful to current and potential Board members, investors, lenders, and others.
- Work with the Board and Treasurer in developing long-range financial and capital plans, and shall perform such other duties as may from time to time be required by the Board.

Membership: The Treasurer shall be one of the members of the committee

Staff: The Operations Manager shall serve as staff the Committee.

Farmland Preservation Committee

Mission: The Committee provides strategic planning support and policy oversight to ensure focus and direction of farmland preservation programs and services.

Charter: The Farmland Preservation Committee is chartered to:

- Develop and recommend to the Board of Directors policies and procedures governing the farmland preservation work of SSCFLT including:
- Define criteria for prioritizing and selecting farm land for preservation;
- Prepare written tools for outreach to farm land owners describing working farm land preservation methods and work of SSCFLT.
- Conduct outreach to farm land owners in coordination with the Membership, Outreach & Development (M/O/D) Committee. Note that the M/O/D committee has the primary initial outreach role; once sites/owners/projects are identified, FPC will have the lead role to conduct further assessments.
- Assess candidate farms for preservation against SSCFLT criteria. Identify possible funding sources. Create a pipeline of future projects and identify priority properties. FPC shall maintain the lead role in preparing applications/proposals for site-specific funding.
- Recommend priorities for farmland preservation work to the full Board.

- Oversee the work of SSCFLT’s Director of Farmland Preservation, including procurement of service providers (e.g. surveyors, appraisers, attorneys, environmental site assessment firms, etc.) needed for assessment, due diligence, and transaction. FPC shall compile procedures, guidelines, and best practices relative to farm land assessment and transaction preparation work so as to build SSCFLT capacity and to share with kindred organizations and partners.
- Structure, arrange, and manage the closing of financing transactions for SSCFLT farm acquisitions and easements. FPC shall provide contemporaneous information and conduct consultations with the full Board. Note that the undertaking of all transactions and decisions pertaining thereto are full Board decisions and functions, unless otherwise delegated to FPC.
- Establish criteria and procedures for identifying and selecting long-term leaseholders for fee simple lands owned by SSCLFT, and, if needed, for lease and sale of farm buildings.
- Research and develop new funding sources for farm land preservation, in coordination with the Executive Committee.
- Develop policies and site-specific plans and funding methods for meeting SSCFLT stewardship commitments for all properties or easements acquired, as applicable.
- Oversee compliance with applicable Agricultural Ground Leases, Agricultural Conservation Easements, and building leases, in coordination with the Farm Management Committee (FMC) (which may be constituted for each property and which FMC has on-the-ground roles). Further, FPC shall support the business and finance aspects of management of SSCFLT properties (e.g. raise financing for capital improvements at Scatter Creek Farm & Conservancy) .

Staff: The Director of Farmland Preservation shall serve as staff to the Committee.

Membership, Outreach & Development Committee

Mission: The Committee builds funds and friends for SSCLFT. The Committee oversees SSCFLT’s overall membership and outreach work and fundraising activities.

Charter: The Membership, Outreach & Development (M/O/D) Committee is chartered to:

- Work with staff to establish fundraising plan that incorporates approaches to fundraising and connecting with members and others throughout the year (e.g. Annual Meeting, Farms Forever, monthly emails, end-of-year appeal, and other events/appeals).
- Oversee the work of SSCFLT’s MOD related staff in the efforts to raise funds for SSCFLT.
- Take the lead in certain types of outreach efforts, including Farms Forever committee work and hosting fundraiser events.
- Involve all Board members in fundraising (e.g. phone calls by Board members to ask for support or thank donors).
- Conduct outreach to farm land owners in coordination with the Farmland Preservation Committee. Note that the M/O/D Committee has the primary initial outreach role; once sites/owners/projects are identified, FPC will have the lead role to conduct further assessments.
- Monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

Staff: The Operations and Development Managers shall serve as staff to the Committee.

Legal Committee

Mission: The Committee provides advice and guidance in legal matters to the Board and other Committees as needed.

Charter: The Legal Committee is chartered to:

- Coordinate the Board's legal oversight responsibilities, providing advice on SSCFLT legal issues, informed by expertise and research.
- Be responsible for the development of draft language for agricultural conservation easement acquisition, fee simple land acquisition, agricultural ground lease agreements
- Provide draft language for amendments to existing easements.
- Provide recommendations and guidance in the case of easement violations.
- Work with the Farm Management Committee to develop recommendations to the Board on common use agreements pertaining to land and infrastructure on SSCFLT properties.

Farm Management Committee – Scatter Creek Farm & Conservancy

Mission: The committee coordinates communication to ensure fair management practices among Lessees on SSCFLT properties.

Charter: The Farm Management Committee is chartered to:

- Coordinate consistent communications between SSCFLT and the community of Lessees. This is to include providing preliminary conflict-resolution and mediation to address issues of concern pertaining to farm management.
- Provide guidance and recommendations in common use agreements.
- Create emergency and hazard response plans for the farm properties.

Membership: Lessees on SSCFLT property shall be among the members of the committee.