

OTTAWA JEWISH COMMUNITY FOUNDATION:

TERMS OF REFERENCE

Standing committees (Governance, Finance & Audit and Investment) of the Foundation are outlined in the by-laws, last approved June 2015. Some aspects not previously prescribed in the by-laws have been added along with slight changes to wording.

Foundation Committees are broken into 4 **categories**:

- Standing Committees - support the ongoing work of the Board. These currently include: Governance, Finance & Audit and Investment.
- Functional Committees - support the ongoing core functions of Foundation. This currently includes: Fundraising & Outreach.
- Programming Committees - support the programming and ongoing special initiatives of the Foundation. These currently include: WCPP and the GJ Cooper Scholarship committee.
- Task Forces - serve a specific purpose of the Foundation. Currently this includes, the Centre for Jewish Philanthropy (joint with the Jewish Federation of Ottawa).

Committees are assigned different types of authority.

Active advisor: The committee investigates, reports on alternatives and recommends action. The Board is likely to take the committee's recommendations, but is not bound to do so.

Active Delegate: The committee takes action and reports on the action taken. Actions must meet the following conditions:

- Within Board approved Terms of Reference for the committee.
- Highly unlikely that the action will be deemed controversial and/or bring reputational harm to the organization or the community.

Membership: Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members and to formulate its own rules of procedure.

For the purpose of determining quorum, a member may be present in person, or, if authorized by the Chair, by teleconference and/or by other electronic means.

The Chair shall be responsible for recruiting members of the committee in consultation with the Chair of the Board and the Vice-Chair of the Board. Consultation and partnership amongst committee leadership is encouraged.

Membership of all standing and functional committees shall be approved on an annual basis by the Board.

Terms of Reference – Finance & Audit Committee

COMMITTEE CATEGORY: Standing

PURPOSE: effective planning of the Foundation’s budget and oversight of the audited financial statements.

AUTHORITY: Active Advisor

REPORTING: The Finance & Audit Committee reports to the Board.

Committees must report to the Board at a minimum of once a year. Should any issues arise, they must be brought to the Board’s attention in a timely manner.

RESPONSIBILITIES:

The Finance & Audit Committee shall:

- Advise the Board on financial matters.
- Ensure the Corporation’s annual budget is prepared in a timely fashion for presentation to the Board, including periodic review and adjustments.
- Review financial statements in consultation with the auditor.
- Oversee and make policy and procedure recommendations on the financial administration of the Corporation.
- Prepare budgets and reports for Board approval and oversee the audit process.
- Address any key areas of concern relating to the overall financial position of the organization.
- Ensure management of banking relationships.
- Invite the auditor to present financial statements annually.

STRUCTURE AND MEMBERSHIP: The Board shall appoint the committee Chair from among its directors. In general practice, the Finance & Audit Committee Chair shall be Treasurer of the Board.

The Finance & Audit Committee should include a minimum of three (3) members (including the Chair). The Finance & Audit Committee shall, as needed, convene sub-committees or task forces to support its responsibilities.

TERM OF OFFICE: The term of office of the Chair shall be three (3) years, renewable for up to two (2) consecutive terms.

The term of office of the committee members shall be one (1) year, renewable for up to five (5) consecutive terms.

FREQUENCY OF MEETINGS: The Finance & Audit Committee shall meet a minimum of twice (2) per year.

Terms of Reference – Governance Committee

COMMITTEE CATEGORY: Standing

PURPOSE: the purpose of the Governance Committee is to ensure that the Board fulfills its legal, ethical, and functional responsibilities and that the Board is well trained and its membership is diverse and high-level.

AUTHORITY: Active Advisor

REPORTING: The Governance Committee reports to the Board.

Committees must report to the board at a minimum of once a year. Should any issues arise, they must be brought to the board's attention in a timely manner.

RESPONSIBILITIES:

The Governance committee shall:

- Solicit names and prepare a slate of candidates for the Board of Directors on an annual basis.
- Ensure that the composition of the Board of Directors is diverse and comprised of philanthropic leaders.
- Make recommendations to the Board of Directors regarding nominees for the appointment of officers on an annual basis.
- Make recommendations to the Board of Directors of names of persons to fill vacancies that may occur throughout the year.
- Serve as a resource to generate potential committee members.
- Maintain and enhance the Foundation's culture of transparency and accountability.
- Plan and implement training and learning opportunities for the board (e.g. retreat, agency presentations, giving vehicles).
- Governance policy development and periodic review as appropriate.
- Board development programs, including learning and any Board retreats.
- Recruitment strategies, performance evaluation, and succession planning to secure strong balanced leadership for the Corporation.
- Strike an annual nominations subcommittee to fulfill some of these functions.

STRUCTURE AND MEMBERSHIP: The Past Chair shall be the Chair of the Governance Committee.

The Chair shall be responsible for recruiting members of the committee. The Governance Committee shall be comprised of at least three (3) members.

The President and Chief Executive Officer of the Corporation shall be a non-voting member of the Governance Committee.

The Governance Committee shall, as needed, convene sub-committees or task forces to support its responsibilities. This may include, but is not limited to, a nominating committee.

TERM OF OFFICE: The term of office of the chair shall be two (2) years consecutive terms. Committee members may serve for one (1) year, renewable up to six (6).

FREQUENCY OF MEETINGS: The governance committee shall meet a minimum of twice (2) per year.

Terms of Reference – Investment Committee

COMMITTEE CATEGORY: Standing committee

PURPOSE: Effectively steward the Foundation’s assets under management by adhering to the Investment Policy Statement (“IPS”), with the aim of achieving a 7-8% return net of fees over a ten-year horizon.

AUTHORITY: Active Advisor

REPORTING: The Investment Committee reports to the Board.

RESPONSIBILITIES:

- Monitor the Portfolio’s performance and its compliance with the IPS and report on these matters to the Board on a quarterly basis.
- Monitor asset manager(s)’ performance and compliance with the IPS as well as each manager’s compliance with any specialized instructions and mandates they have been given.
- Formulate specialized instructions and mandates for each manager, in the event that more than one manager is engaged. These instructions and mandates will derive from, reflect and be consistent with the provisions of the IPS.
- Meet at least four times a year to review the performance of the asset manager(s).
- On an annual basis, or more frequently if appropriate, review the IPS and make appropriate recommendations to the Board regarding its amendment or re-approval.
- Formulate recommendations to the Board regarding the selection, engagement or dismissal of the Advisor, asset manager(s) and/or Custodian.
- Maintain an understanding of legal and regulatory requirements and constraints applicable to the portfolio and keep the Board fully apprised of these.
- Take appropriate steps to ensure that the portfolio is rebalanced, as necessary, per the IPS.
- Take appropriate steps to resolve conflict of interest issues as provided for in the IPS.
- Provide a report to the Board on performance on a quarterly basis, at a minimum.
- Seek the Board’s advice and direction regarding any matter not specifically referred to and covered in the IPS.

STRUCTURE AND MEMBERSHIP: The Board shall appoint the committee Chair from among its directors. The members of the committee are selected by the Chair and approved annually by the Board of Directors.

TERMS OF OFFICE: Committee membership is for a maximum of six (6) years, with the exception that the Chair may serve a maximum of eight (8) years on the committee.

FREQUENCY OF MEETINGS: The committee shall meet no less than four (4) times per year.

Terms of Reference – Fundraising & Outreach Committee

COMMITTEE CATEGORY: Functional

PURPOSE: Actively raise funds and awareness of the Foundation in the community, and set the strategic direction for, and provide management oversight of the fundraising metrics in the Foundation's 5-year strategic plan.

AUTHORITY: Active Delegate

REPORTING: The Fundraising & Outreach committee reports to the Board.

Committees must report to the board at a minimum of once a year. Should any issues arise, they must be brought to the Board's attention in a timely manner.

RESPONSIBILITIES:

The Fundraising & Outreach Committee shall:

- Recommend to the Board fundraising targets for inclusion in the annual business plan.
- Recommend to the Board tools, means and strategies to communicate the Foundation's mission.
- Implement educational initiatives for the community and prospective donors to support the messaging of what the Foundation does and explain the vehicles for giving
- Develop an annual work plan for achieving metrics in the business plan. This includes studying and recommending strategies for key initiatives and striking any necessary task forces necessary to undertake them.
- Members of the committee shall be working to solicit gifts from at least two active prospects (agency or individual).
- Suggest strategies for improving prospect development and involving a greater number of individuals in the process.
- Explore and implement any special fundraising campaigns
- Through strategic marketing, raise the Foundation's profile, including the use of social media.
- Develop appropriate collateral material to support fundraising initiatives and Foundation events.
- Implement appropriate programs/events to raise the Foundation's profile and identify new prospects.
- Review and provide input into significant on-going communication vehicles (e.g. newsletter).
- Explore ways to increase customization of communications.
- Develop mechanisms and initiatives to improve transparency.
- Develop a relationship with agencies to assist and support their Foundation fundraising efforts.
- Assist Foundation management with any sensitive, issue-oriented communication.
- Provide ideas on how to promote specific Foundation grants.
- Actively explore ways to co-brand with the Jewish Federation of Ottawa.

STRUCTURE AND MEMBERSHIP: The Board shall appoint the committee Chair from among its Directors. The members of the committee are selected by the Chair and approved annually by the Board of Directors.

As appropriate, the Fundraising & Outreach committee may strike task forces around particular fundraising initiatives (e.g. Legacy giving). Additionally, it is an expectation that many more volunteers are actively engaged in fundraising, but are not necessarily members of the committee.

TERMS OF OFFICE: Committee membership is for a maximum of six (6) years, with the exception that the Chair may serve a maximum of eight (8) years on the committee.

FREQUENCY OF MEETINGS: The committee shall meet no less than four (4) times per year.

Terms of Reference – GJ Cooper Scholarship Committee

COMMITTEE CATEGORY: Programming

PURPOSE: On an annual basis, award the GJ Cooper Scholarship to a deserving student, based on guidelines established by the donor.

AUTHORITY: Active Delegate

RESPONSIBILITIES:

Specific responsibilities include:

- Develop appropriate criteria for the scholarship.
- Review and update criteria as necessary.
- Actively promote applications for the scholarship through a variety of channels.
- Review and evaluate applications and select a winner.

STRUCTURE AND MEMBERSHIP: The Foundation shall appoint the committee chair from among its Directors. The members of the committee are selected by the Chair.

TERMS OF OFFICE: Committee membership is for a maximum of six (6) years, with the exception that the Chair may serve a maximum of eight (8) years on the committee.

FREQUENCY OF MEETINGS: The committee shall meet no less than twice (2) times per year.

Terms of Reference – Centre for Jewish Philanthropy

COMMITTEE CATEGORY: Joint task force of the Jewish Federation of Ottawa and Ottawa Jewish Community Foundation.

PURPOSE: The purpose of the Centre for Jewish Philanthropy task force is to raise additional dollars for our community through a collaborative fundraising process.

AUTHORITY: Active Advisor

REPORTING: Reports to the Boards of Federation and Foundation

RESPONSIBILITIES:

The Centre for Jewish Philanthropy task force shall:

- Serve as a venue for Federation and Foundation leadership to discuss collaborative fundraising.
- Provide strategy on collaborative fundraising initiatives.
- Develop metrics and monitor success.
- Identify prospects for fundraising purposes.
- Implement and coordinate fundraising initiatives as appropriate, in conjunction with the Federation and Foundation.

STRUCTURE AND MEMBERSHIP: The Chair of the committee is appointed jointly by Federation and Foundation leadership. The task force should include the following members:

- Federation Chair, Past Chair and Vice-Chair;
- Foundation Chair, Past Chair and Vice-Chair;
- Annual campaign Chairs;
- Foundation Fundraising committee Chair;
- Up to 3 additional members.

The task force shall, as needed, convene sub-committees to support its responsibilities.

TERM OF OFFICE: The term of office of the Chair shall be two (2) years, renewable for up to three (3) consecutive terms.

The term of office of the committee members shall be two (2) years, renewable for up to three (3) consecutive terms, unless otherwise dictated by the length of their position.

FREQUENCY OF MEETINGS: The Centre for Jewish Philanthropy task force shall meet a minimum of two (2) times per year.

Terms of Reference - Women's Collective Philanthropy Program

COMMITTEE CATEGORY: Programming

PURPOSE: The Women's Collective Philanthropy Program (WCPP) is designed to use the power of Collective Philanthropy to nurture and maintain a systemic difference in the status of women and children. The goals are to engage, educate and empower women to become catalysts for social change. This is done through the growth of the Women's Collective Endowment Fund (WCEF), which supports initiatives that expand and improve opportunities and choices in the lives of Jewish women and children. The WCEF is a fund of the Ottawa Jewish Community Foundation.

The WCPP's mandate has been developed with effort and collaboration, over time. It encompasses the broad range of all activities that are undertaken at various points in time. Currently, the WCPP is working with a more limited focus, primarily related to grant making.

AUTHORITY: Active delegate

REPORTING: WCPP reports to the Board of Directors and to its membership.

RESPONSIBILITIES:

The WCPP shall:

- Adhere to mission and vision, with appropriate review as deemed necessary.
- Review and assess strategic direction regarding annual fundraising goals for the targeted demographic / population in conjunction with the Foundation's Business and Strategic Plans that incorporates a series of appropriate vehicles (special events, direct mail, etc.).
- Engage existing members and recruit new membership in the Collective and on the executive.
- Set ongoing policy and procedures for fund functioning and membership input including the development of necessary sub-committee systems to successfully carry out fundraising events and activities.
- Determine themes for programming.
- Adhere to grant making guidelines and determine distribution of monies to be granted.
- Monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.
- Whenever possible, work with the Annual Campaign's Women's Division in mutually beneficial partnership.
- Actively look for opportunities to partner with other like-minded community organizations.
- Submit objectives as part of the Foundation's annual planning and budgeting process.
- Organize programs as appropriate to educate/engage/empower women (e.g. Pearls of Wisdom).

STRUCTURE AND MEMBERSHIP: Members are encouraged to join at a variety of giving levels, with a minimum gift of \$100. All members of the WCPP may serve on committees and have input into the WCPP decision making process. After completing payment of the initial pledge, WCPP members are encouraged to continue their commitment by annual/ongoing donations to the WCEF.

The WCPP will be led by a Chair(s) chosen from within the membership of the Women's Collective. If the Chair(s) is not a member of Foundation's Board, a liaison shall be appointed.

TERMS OF OFFICE: WCPP Chairs and committee members will serve terms of two and a half years (2.5), up to maximum of five (5) years total.

All original founding members of the WCPP committee and all subsequent Chairs will have the option of joining an Advisory Council that may be called upon to offer input and will serve to ensure that the committee remains true to its original mandate and values.

FREQUENCY OF MEETINGS: The WCPP committee shall meet a minimum of two (2) times per year.