

**WACOSA**  
**Board of Directors Charter**  
5/19/2020

Purpose	To provide strategic oversight and ensure that the mission of WACOSA is carried out to provide individuals with disabilities the opportunity to work and live in their community.
Duties	<p>Develops Board Governance Policy and Board of Director Position Responsibilities, owns the execution of the provisions of these documents, and ensures the continued relevancy and compliance with these documents.</p> <p>Creates an engaged board culture, characterized by candor, respect and a willingness to challenge.</p> <p>Fulfills its fiduciary responsibility of exercising reasonable care, ensuring regulatory and legal compliance and making sure WACOSA has adequate resources to advance its mission.</p> <p>Ensures that material risks are adequately considered, addressed, communicated and accounted for by the executive management team.</p> <p>Provides strategic oversight and evaluates performance of Executive Director</p> <p>Evaluate performance of board</p> <p>Approves all board policy recommendations, financial reports and other documentation required to maintain IRS 501 C3 status and do business in Minnesota.</p> <p>Approves the annual financial audit and ensures recommendations by finance and audit committee are carried out.</p> <p>Regularly monitors minutes of all board committees and provides oversight to the activities of WACOSA.</p> <p>Each board member must serve on at least one committee and all committees are chaired by a board member.</p> <p>When Board members serve as Committee members they are expected to develop a deep understanding of the committee's subject matter, and provide a meaningful, active contribution to achieving the committee's objectives.</p> <p>Attend Board training in compliance with Commission on Accreditation of Rehabilitation Facilities</p> <p>Approve onboarding of new / replacement board members</p> <p>Support organization initiated community / public events</p>
Membership	Up to 21 members, chaired by Board President, including community members with experience in legal, finance, social work, social services, employment, business or as a customer, current or former client, parent or guardian of current or former client, other interested stakeholders or elected official. The goal of board makeup is to have diversity of talents to ensure that all the functions of the board and its committees are fulfilled.
Staff contact/support	Executive Director and various staff as requested.
Frequency/timing/duration of meetings	Quarterly meetings of 90 minutes, and ad-hoc meetings as necessary.
Key Performance Indicators	<p>All key performance indicators of WACOSA</p> <p>Audit findings, accreditation</p> <p>Good standing with the IRS</p> <p>Board and committee attendance</p> <p>Performance against Organizational Objectives</p>

**WACOSA**  
**Executive Committee Charter**  
9/16/19

Purpose	To provide strategic oversight and guidance to the ED and, as requested, to key management and to act on behalf of the board between regular meetings and as requested by the board to carry out the business of WACOSA.
Duties	Documents minutes and reports to the board after each meeting. Has annual review oversight of all chairs and committees. Provides strategic guidance and oversight to the ED. Acts as a sounding board for new strategic ideas and problems/opportunities of WACOSA. Acts as a nominating committee to seek out and recommend qualified board and committee members for WACOSA. Establishes ED annual performance objectives Determines board meeting agendas and ensures that meetings are structured to provide limited presentation time and maximum interaction and discussion time. One member of the Executive Committee serves as the chair of Legislative Affairs and works closely with the ED to determine organizational impacts of legislative issues impacting WACOSA. Chair forms an ad-hoc sub committee when needed.
Membership	Consists of 6 to 9 members, including WACOSA Board President (executive committee chair) and chairs of each of the 5 standing committees. The executive committee will also consist of the Board Vice President, Board Secretary and Legislative Affairs chair. The Secretary, Vice President and Legislative Affairs chair may serve as chair of one of the 5 standing board committees, but may instead serve on the executive committee without the requirement to chair a standing committee. The chair of the Finance committee will serve as the Board Treasurer.
Staff contact/support	ED as requested, and other department heads as requested.
Frequency/timing/duration of meetings	Quarterly meetings and as needed, 60 minutes in duration
Key Performance Indicators	Overall review of all KPI's Board attendance, participation and engagement

**WACOSA**  
**Client Program Committee Charter**  
7/14/19

Purpose	To provide strategic oversight and guidance to ED and staff to ensure a safe and meaningful program experience for clients and quality services to customers.
Duties	Documents minutes and reports to the board after each meeting. Has oversight responsibility for, and makes recommendations to ED and Staff on, the scope, execution and performance of WACOSA client programming Provides staff with best practice feedback and challenges organization to continually rethink the structure and delivery of client programming services Acts as a sounding board for ED in dealing with issues of client programming Reviews all Program policies and guidelines and makes recommendations for changes to the board. Regularly monitors reports on client safety and client engagement to ensure successful execution of programming. Provides guidance to Exec Committee on annual ED Performance Objectives in the area of Client Programming Actively develops pipeline of talented, prospective non-board member participants. Reviews all program expansion, modification or continuation opportunities that involve a substantial lease, contract, merger/acquisition, loan agreement, sale/purchase of real estate or significant capital expenditures, and provides feedback to ED, Staff and Finance Committee
Membership	Chaired by a WACOSA board member and can have up to 8 members comprised of up to 4 board members and past clients, customers, social workers and other community stakeholders.
Staff contact/support	VP of Quality Assurance & Programs and ED as requested
Frequency/timing/duration of meetings	Quarterly meetings and as needed, 60 minutes in duration
Key Performance Indicators	Client safety indicator Client engagement indicator Workers Compensation Modifier Clients Served Clients Placed in Permanent Outside Employment Client & Customer Satisfaction Surveys

WACOSA  
Finance Committee Charter  
5/19/2020

Purpose	To provide strategic oversight and guidance to staff to ensure the financial wellbeing of WACOSA and to serve as the Audit committee of the Board.
Duties	<p>Documents minutes and reports to the board after each meeting.</p> <p>Has oversight and makes recommendations for the long term and annual operating, capital equipment and cash budget and regular ongoing oversight of financial reporting.</p> <p>Annually reviews all financial and accounting policies and makes recommendations to the board.</p> <p>Acts as a sounding board for ED and staff for new ideas and problems/opportunities impacting the finances of WACOSA.</p> <p>Once vetted by Program Committee, reviews and makes recommendations on all substantial leases, contracts, mergers/acquisitions, loan agreements and sales/purchases of real estate and significant capital expenditures.</p> <p>Reviews compensation and benefit recommendations from HR committee to assess affordability and impact on budget</p> <p>To review, evaluate and make recommendations with respect to financial implications involved in recommendations being made by other committees of the board.</p> <p>Provides guidance to Exec Committee on annual ED Performance Objectives in the area of Financial Management.</p> <p>Reviews the annual audit and tax return of WACOSA.</p>
Membership	Chaired by a WACOSA board member and can have up to 5 members, comprised of committee chair and up to 4 additional board members, plus up to 1 community stakeholder passionate about finance. The committee chair also serves as the Board Treasurer.
Staff contact/support	ED as requested, WACOSA Director of finance
Frequency/timing/duration of meetings	Quarterly meetings, 60 minutes in duration
Key Performance Indicators	<p>Budget</p> <p>Key financial indicators</p> <p>Audit findings</p>

WACOSA  
Development Committee Charter  
7/14/19

Purpose	To provide strategic oversight and guidance to staff regarding fund and resource development impacting WACOSA.
Duties	<p>Documents minutes and reports to the board after each meeting.</p> <p>Has annual review oversight of all gift and grant policies and guidelines and makes recommendations to the board.</p> <p>Acts as a sounding board for new ideas and problems/opportunities derived from changes in legislative funding or grant/donor guidelines.</p> <p>Reviews and makes recommendations to the board for all substantial (need to define) gifts and grant applications that commit WACOSA to new grant reporting or other requirements; facilitates endowment and related gift programs.</p> <p>Provides guidance to Exec Committee on annual ED performance objectives in the area of funding development.</p> <p>Actively develops pipeline of talented, prospective non-board member participants.</p> <p>Works with organizational leadership to ensure diversity of funding sources and development of annual budget.</p> <p>Participates in development activities as requested by staff.</p>
Membership	Chaired by a WACOSA board member and can have up to 8 members comprised of committee chair plus 3 additional board members and other community stakeholders of influence in the community.
Staff contact/support	ED as requested, WACOSA Fund Development manager.
Frequency/timing/duration of meetings	Quarterly meetings or as needed, 60 minutes in duration
Key Performance Indicators	<p>Performance to grant, development and other gift budgets</p> <p>Donor satisfaction</p> <p>Growth of endowment</p> <p>Diversification of funding sources, monitor funding concentrations</p>

**WACOSA**  
**Human Resources / Compensation / Benefits Committee Charter**  
7/14/19

Purpose	To provide strategic oversight and guidance regarding HR policies, benefits and compensation and to serve as the ombudsman to resolve HR matters affecting WACOSA.
Duties	<p>Documents minutes and reports to the board after each meeting.</p> <p>Works with board president to perform annual performance review of the ED, make recommendations for ED compensation and benefits and present to Executive Committee.</p> <p>Regularly monitors reports on employee safety, worker's compensation and employee engagement to ensure workplace wellbeing.</p> <p>Acts as a sounding board for ED in dealing with employee compensation, succession, recognition and disciplinary matters.</p> <p>Reviews and monitors all HR policies, including benefit and compensation policies, and provides "best practice" feedback to staff and board.</p> <p>Monitors utilization of benefit programs by staff in order to recommend modifications as needed</p> <p>Confidentially deals with whistle blower (client and employee) and escalated employee matters in a professional and timely manner.</p> <p>Reviews all employment agreements and related documents and makes recommendations for changes to the board.</p> <p>Provides guidance to Exec Committee on annual ED Performance Objectives in the area of HR/Comp/Benefits Management</p> <p>Ensures organization is compliant with EEOC and all other regulations on hiring, management and termination</p>
Membership	Chaired by a WACOSA board member and can have up to 4 members of the board.
Staff contact/support	ED as requested and WACOSA Director of HR
Frequency/timing/duration of meetings	Quarterly meetings and as needed, 60 minutes in duration
Key Performance Indicators	<p>Employee safety indicator</p> <p>Employee engagement indicator</p> <p>Workers Compensation Modifier</p> <p>EE Turnover</p> <p>Enhanced employee compensation and benefits</p>

**WACOSA**  
**Marketing, Communications & Client Advocacy Committee Charter**  
9/16/19

Purpose	To provide strategic oversight and guidance to staff to ensure that the mission of WACOSA is well represented in the community, through WACOSA's marketing, communications and client advocacy activities.
Duties	Documents minutes and reports to the board after each meeting. Has annual oversight review of all marketing and communications and client advocacy strategies and assists with developing a budget. Regularly monitors reports from the marketing staff to measure progress of building the brand in the community. Actively engages with WACOSA staff in developing marketing, branding & communications strategy and tactics, and measurements of results. Promotes and participates in marketing and communications events as requested by staff. Provides guidance to Exec Committee on annual ED performance objectives in the area of marketing and communications. Actively develops pipeline of talented, prospective non-board member participants.
Membership	Chaired by a WACOSA board member and can have up to 6 members comprised of up to 3 board members plus other community stakeholders passionate about marketing and communications.
Staff contact/support	ED as requested, WACOSA Director of Marketing and Communications
Frequency/timing/duration of meetings	Quarterly meetings, 60 minutes in duration
Key Performance Indicators	Key sales metrics Budget Other marketing/brand indicators New marketing Initiatives