

Radcliffe Choral Society Foundation, Inc.
Guidelines for Governance

The purpose of these guidelines is to provide the members of the Board of Directors of the Radcliffe Choral Society Foundation, Inc. ("RCSF") with information that will help them to identify and carry out their responsibilities as Directors. These guidelines do not replace or modify the Articles of Organization or the Bylaws of RCSF, which each Director should carefully read.

MEMBERS OF THE BOARD OF DIRECTORS

RCSF's Bylaws provide that the Board consists of at least three Directors, who have the power and duties of a board of directors under Massachusetts law and are responsible for the general management and supervision of the business and affairs of RCSF.

Directors serve three-year terms and are elected by the members of RCSF at the Annual Meeting, which is held no later than the last day of June at such time and place as the Directors designate, or at a special meeting called for the purpose of electing directors. Approximately one third of the board stands for election each year. Directors are limited to two full consecutive three year terms, and may be renominated after the passage of one full year. The board of Directors, by a vote of two thirds of the Directors present, may waive this limitation and permit the renomination of a Director.

Directors should be people who have unique and valuable capabilities so that the Board as a whole possesses the collective expertise, experience, fund raising potential and wisdom that will enable RCSF to accomplish its mission.

People should only be nominated and elected to membership on the Board who have expressed a desire and capability to regularly attend and actively participate in meetings of the Board and the Board Committees to which they may be assigned, and who will assist RCSF in other matters as they may be called on to do from time to time.

RESPONSIBILITIES OF DIRECTORS

Directors must act reasonably, prudently and in good faith.

Under Massachusetts law, a Director of RCSF must perform her duties in good faith, in a manner she believes to be in the best interests of the organization and with such care, including reasonable inquiry, as an ordinary and prudent person in a like position would use under similar circumstances. In performing their duties, Directors may rely on information (including

opinions, reports, statements and financial data) prepared or presented by RCSF's officers and Directors, legal counsel, and other professionals or experts, as well as by a committee of the Board.

Directors should be actively involved and committed to service to RCSF. More specifically, Directors are expected to:

- regularly attend and actively participate in the three annual Board meetings. Directors should use their best efforts to attend all Board meetings. RCSF's Bylaws provide that Directors may participate in a meeting "by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting". Directors should review all Board materials sent to them before meetings, and actively participate during meetings.
- actively participate in Board committee work. In addition to the Board's Executive Committee, RCSF has the following "standing committees": Student Affairs, Alumnae Affairs, Finance, Development, Governance and Nominating. Committee work is of the utmost importance in performing the oversight function of the Board of Directors. Each Director is expected to serve on at least one of the Board's "standing" committees and diligently pursue its business.
- if serving as the chair of a committee, schedule and preside over regular meetings of the committee, and ensure that the committee satisfies its responsibilities in these Guidelines for Governance. Each Committee Chair reports to the Directors on the work of her Committee from time to time, as is necessary, at Board meetings.
- elect officers of the corporation, namely: a President, a Treasurer (and any assistant treasurers), a Clerk, and such other officers, including Vice Presidents, as the Board determines to be necessary from time to time. The Clerk must be a resident of Massachusetts unless the corporation has a resident agent. A person may hold more than one office at the same time, except that the position of President and Clerk may not be held by the same person. The President, Treasurer and Clerk are elected annually by majority vote of the Directors at their annual meeting and are chosen from among the Directors. Other officers, if any, may be elected by the Directors at any time.
- be aware of and conform to RCSF's Code of Ethics.

- assess RCSF's current and prospective financial position by reviewing and understanding financial statements, cash flow charts, budgets and other relevant information, and taking whatever steps may be necessary or appropriate to ensure RCSF's financial integrity. Detailed attention to these matters will be given by the Finance Committee.

BOARD PROCEDURES

The President prepares the agenda for each Board meeting; any member of the Board of Directors may also suggest matters to be included on the agenda. The President presides over each meeting of the Board. If the President is absent, a Vice President, or a temporary chair chosen at the meeting, presides.

Subject to the Bylaws, the President, Treasurer and Clerk each holds office until the next annual meeting of Directors and until her successor is chosen and qualified, and each other officer holds office until the annual meeting of Directors unless a shorter period has been specified by the terms of her election or appointment.

The Board acts by majority vote. A quorum is a majority of the Directors then in office. Each of the Board's "standing committees", including the Executive Committee, acts by majority vote of those present at a meeting at which a quorum is present.

BOARD COMMITTEES

The responsibilities of the standing committees of the Board of RCSF are very important. Since the Board cannot realistically be expected as a single body to inquire into and govern well all matters which are of concern to it, it must delegate responsibilities to various standing committees and occasionally to ad hoc committees or task forces. These committees, in turn, report to the Board to stimulate discussion and request necessary or appropriate action.

The standing committees are:

Executive Committee. The Executive Committee consists of at least three and not more than seven Directors chosen annually by the board of Directors and chaired by the President. Unless the Directors otherwise determine, the Executive Committee has the power to act on all matters requiring prompt action between meetings of Directors except for such matters as are specified in Section 55 of Chapter 156B of the General Laws of Massachusetts. These are matters involving the Board itself, or major matters such as amending the Bylaws.

Nominating Committee. The Nominating Committee consists of at least three and not more than seven Directors chosen annually by the board of Directors which nominates candidates for

director, president, treasurer and clerk. The board of Directors designates one committee member as chairman.

Governance Committee. The Governance Committee helps ensure the smooth and appropriate internal running of RCSF. To that end, the Committee (1) periodically reviews the bylaws, board and committee structure, and officerships; (2) together with other Board committees, formulates RCSF policies and guidelines; (3) assists the Clerk in keeping the Foundation's minutes and other corporate documents; (4) assists with all regulatory filings; (5) advises on and helps obtain appropriate insurance coverage; and (6) advises on all legal matters, with the assistance of outside counsel if necessary.

Finance Committee. The Finance Committee is responsible for overseeing the financial affairs of RCSF. In fulfilling that responsibility, the Committee meets periodically to (1) review RCSF's financial results, cash flow and other financial details, and (2) review, through an Investment Subcommittee, RCSF's investment practices and policies, including any proposed distributions from endowment or other permanently restricted funds. Members of the Finance Committee also manage RCSF's bank and brokerage accounts.

Student Affairs Committee. The Student Affairs Committee facilitates ways in which the RCSF Board and the broader alumnae community can support the students. It promotes student alumnae interaction and advises on major student responsibilities, including budgeting and tour planning.

Alumnae Affairs Committee. The Alumnae Affairs Committee is responsible for building connections within the alumnae community through events and special projects that maintain the rich traditions of the Radcliffe Choral Society. The Communications Subcommittee is responsible for coordinating alumnae outreach through paper and electronic communications.

Development Committee. The Development Committee oversees annual fundraising, such as appeal letters, phonathons, and senior gift, as well as any targeted fundraising drives or campaigns. It also acknowledges and stewards gifts and is responsible for donor engagement and cultivation.

Communications Committee. The Communications Committee is responsible for coordinating alumnae and community outreach. It organizes and produces paper and electronic communication between current students, the Foundation board members and committees, and the greater Foundation, and maintains the RCSF website, social media pages, and alumnae records.