

T.J. Martell Foundation

Music's Promise for Curing Cancer



**T.J. Martell
Foundation
Committee Charters
Adopted
06.28.2021**

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Executive Committee Charter

A. Purpose; Authority

The role of the Executive Committee (the “Committee”) is to facilitate decision-making by the Board of Trustees on matters that arise between regularly-scheduled meetings of the Board or when it is not practical or feasible for the full Board to meet. In addition, the Executive Committee shall serve as the primary support and sounding board for the Foundation’s Chief Executive Officer.

The Committee is authorized and delegated to act on behalf of the Board, subject to the limitations set forth below.

B. Committee Membership

The Committee membership shall be appointed in the manner set forth in the Foundation’s by-laws, each to serve for as long as she or he remains as a Trustee or until her or his earlier resignation or removal from the Committee.

The Chair of the Board shall serve as Chair of the Committee. The Chair shall preside at all meetings of the Committee, and shall have the authority to convene and set agendas for the meetings.

C. Meetings

The Committee shall meet with such frequency as it may determine.

The Committee may invite any trustee, officer, employee, outside advisor, or other individual to attend Committee meetings or meet with Committee members, but no such person will have power to vote on Committee matters. The Committee will keep minutes of its meetings, and report its activities to the Board on a regular basis.

D. Responsibilities

1. Act with full authority of the Board, except as specifically limited by law or the Bylaws, between regularly-scheduled meetings of the Board when it is not practical or feasible for the Board to meet. Each such action shall be presented to the full Board promptly, and in no event later than the next regularly-scheduled meeting.
2. Meet or check in regularly with the Chief Executive Officer to serve as a sounding board, and provide counsel, feedback and support, as requested, on operating and personnel matters.

3. As necessary, establish special task forces, comprised of at least five members of the Executive Committee, to assist the Executive Committee and the Board in addressing specific matters. Such special task forces shall have such responsibilities and authority as the Executive Committee designates, up to and including the full scope of responsibility and authority of the Executive Committee or any other committee of the Board.
4. Monitor the performance of the Chief Executive Officer, conduct her or his annual performance review, and make recommendations to the Board regarding the Chief Executive Officer's performance goals for the following year.
5. Obtain and evaluate relevant compensation information for the Chief Executive Officer, and make a recommendation to the Board regarding same.
6. Periodically review staff, salary scale and structure, as well as the personnel manual, and pension plans, if any.
7. Review the Foundation's insurance policies to ensure their adequacy.
8. Monitor any legal matters that could impact the reputation and financial health and reporting of the Foundation.

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Finance and Audit Committee Charter

A. Purpose; Authority

The role of the Finance and Audit Committee (the “Committee”) is to assist the Board in ensuring that the Foundation is in good fiscal health by coordinating the Board’s financial oversight responsibilities.

The Committee is authorized and delegated to act on behalf of the Board with respect to oversight of the audit process, and the selection of the Foundation’s auditors and investment advisors, if any, and any other matter as determined by the Board from time to time, except as specifically limited by the Bylaws. With respect to other items within its scope of responsibility, the Committee shall present its recommendations to the full Board, which shall retain authority for approving formal action.

B. Committee Membership

The Committee membership shall be appointed in the manner set forth in the Foundation’s by-laws, each to serve for as long as she or he remains as a Trustee or until her or his earlier resignation or removal from the Committee. Members of the Committee should have a basic understanding of finance and accounting.

The Treasurer of the Board shall serve as Chair of the Committee, and shall preside at all meetings of the Committee, and have the authority to convene and set agendas for the meetings. Another member of the Committee shall be designated by the Board to serve as “Audit Chair”. The Treasurer shall recuse her- or himself from all Committee meetings and discussions in connection with the Committee’s oversight of the annual audit of the Foundation and matters relating thereto, such as the selection and review of the auditors, and the Audit Chair will preside at such meetings and discussions in the Treasurer’s place.

C. Meetings

The Committee shall meet at least quarterly, and additionally as circumstances may require. The Committee must meet at least once annually with the Foundation’s auditor with no senior management from the Foundation present.

The Committee may invite any trustee, officer, employee, outside investment advisor or consultant, or other individual to attend Committee meetings or meet with Committee members, but no such person will have power to vote on Committee matters. The Committee will keep minutes of its meetings, recording the names of all present, and how each voted, and report its activities to the Board on a regular basis. Where the Committee acts on behalf of the Foundation with authority of the Board, each such action shall be presented to the full Board promptly, and in no event later than the next regularly-scheduled meeting.

D. Responsibilities

1. Work with the Chief Executive Officer to prepare an annual budget that accurately reflects the needs, expenses, and revenue of the Foundation, and present it to the full Board for approval.
2. Conduct meetings in advance of each quarterly Board meeting to review and ensure that all financial statements and reports to be presented to the Board are timely, accurate and meaningful.
3. Work with the Chief Executive Officer to understand and develop long-range financial plans, and monitor income and expenditures against these projections.
4. Establish and review the Foundation's internal fiscal controls, and consult with the Foundation's auditor periodically to ensure sufficiency.
5. Monitor and facilitate the Foundation's compliance with federal, state and other reporting requirements, including the timely filing of an annual Form 990 with the Internal Revenue Service.
6. Conduct a transparent and inclusive RFP process for purposes of hiring an independent certified public accountant to audit the Foundation's financial statements annually. The Committee must also annually review the performance and independence of the auditor and periodically seek competing bids.
7. Prior to commencement of the audit, review with the auditor the scope and planning of the audit.
8. After the audit is completed, review the annual audit report and any related communications (including, but not limited to, any management letter), and discuss with the auditor (a) any material risks and weaknesses in internal controls identified by the auditor; (b) any restrictions on the scope of the auditor's activities or access to requested information; (c) any significant disagreements between the auditor and management; and (d) the adequacy of accounting and financial reporting processes of the Foundation.
9. Present findings from the annual audit report to the Board, and work with the Foundation's staff to address any issues raised, including potential fraud, internal control deficiencies, violations of law, or other issue that may impact the Foundation's operations.
10. Propose reasonable investment objectives for the Foundation's assets, and work with the Governance Committee to create, and periodically review, an Investment Policy for the Foundation to present to the Board for approval.
11. Regularly review investment performance results against investment objectives, as well as any management fees.
12. Consider hiring a professional investment advisor, and hire one, as necessary, through a transparent and inclusive RFP process.
13. Review and approve conflict of interest transactions in accordance with the Foundation's Conflict of Interest Policy.

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Governance Committee Charter

A. Purpose; Authority

The role of the Governance Committee (the “Committee”) is to maximize Board engagement and effectiveness, implement good governance policies for both the Board and the Foundation.

The Committee shall present such practices and policies as it recommends to the full Board, which shall retain responsibility for approving all recommendations of the Committee.

B. Committee Membership

The Committee membership shall be appointed in the manner set forth in the Foundation’s by-laws, each to serve for as long as she or he remains as a Trustee or until her or his earlier resignation or removal from the Committee.

The Chair of the Board shall appoint a Chair for the Committee from among its members, who shall preside at all meetings of the Committee and shall have the authority to convene and set agendas for the meetings.

C. Meetings

The Committee shall meet with such frequency as it may determine, at a minimum of two times per year.

The Committee may invite any trustee, officer, employee, outside advisor, or other individual to attend Committee meetings or meet with Committee members, but no such person will have power to vote on Committee matters. The Committee will keep minutes of its meetings, and report its activities to the Board on a regular basis.

D. Responsibilities

1. Review size, structure, charters, processes and practices of the Board and Board committees, and make recommendations to the Board with respect thereto.
2. Periodically review the Bylaws, Conflicts of Interest Policy, Whistleblower Policy, Record Management Policy, and other governance policies and practices, and make recommendations to the Board as appropriate.

3. Review annual Conflicts of Interest Disclosure Statements, and make a determination as to which trustees qualify as “independent” in accordance with IRS guidance, consulting counsel as necessary.
4. Oversee administration of the Foundation’s Whistleblower and Records Management Policies.

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Nominating Committee Charter

A. Purpose; Authority

The role of the Nominating Committee (the “Committee”) is to recruit and onboard new Board members, and identify board members to nominate as officers.

The Committee shall present such candidates as it recommends to the full Board, which shall retain responsibility for approving all recommendations of the Committee.

B. Committee Membership

The Committee membership shall be appointed in the manner set forth in the Foundation’s by-laws, each to serve for as long as she or he remains as a Trustee or until her or his earlier resignation or removal from the Committee.

The Chair of the Board shall appoint a Chair for the Committee from among its members, who shall preside at all meetings of the Committee and shall have the authority to convene and set agendas for the meetings.

C. Meetings

The Committee shall meet with such frequency as it may determine, at a minimum of two times per year.

The Committee may invite any trustee, officer, employee, outside advisor, or other individual to attend Committee meetings or meet with Committee members, but no such person will have power to vote on Committee matters. The Committee will keep minutes of its meetings, and report its activities to the Board on a regular basis.

D. Responsibilities

1. Review and consider the Board’s size and composition to determine whether the Board and its committees reflect the appropriate balance of independence, sound judgment, business and technical skills, diversity, fundraising ability, geographic representation and other desired qualities. Report to the Board and make recommendations as appropriate.
2. Propose desired criteria for Board membership.
3. Identify, recruit and recommend candidates for Board membership.

4. Work with the Board of Trustees, Chief Executive Officer and Chair to prepare a slate of board member nominees to be delivered to the entire Board of Trustees for review and comments at least thirty (30) days prior to the Annual Meeting in which elections for new Board members may be held.
5. Design and oversee orientation for new trustees, including providing information needed to familiarize them with the Foundation's governance policies and procedures.
6. Recommend to the Board nominees for Chair of the Board and other officers, and for appointment to each Board committee.
7. Establish expectations of Board membership and participation, and coordinate orientation, education and self-evaluation programs and processes for trustees. Meet individually with Board members each year to discuss same.
8. Set goals and criteria to measure overall Board performance, conduct annual review, and report to Board regarding same.

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Development Committee Charter

A. Purpose; Authority

The role of the Development Committee (the “Committee”) is to actively engage the Board and the broader community in providing financial support for the Foundation’s mission. The Committee will work closely with the Chief Executive Officer to develop and implement a fundraising plan that ensures the Foundation has the financial resources necessary to support the Foundation’s planned grant-making and operational expenses.

B. Committee Membership

The Committee membership shall be appointed in the manner set forth in the Foundation’s by-laws, each to serve for as long as she or he remains as a Trustee or until her or his earlier resignation or removal from the Committee.

The Chair of the Board shall appoint a Chair for the Committee from among its members, who shall preside at all meetings of the Committee and shall have the authority to convene and set agendas for the meetings.

C. Meetings

The Committee shall meet with such frequency as it may determine, at a minimum of two times per year.

The Committee may invite any trustee, officer, employee, outside advisor, or other individual to attend Committee meetings or meet with Committee members, but no such person will have power to vote on Committee matters. The Committee will keep minutes of its meetings, and report its activities to the Board on a regular basis.

D. Responsibilities

1. Work with the Chief Executive Officer and other staff to develop and implement fundraising strategies and plans.
2. Monitor the execution of fundraising plans, including measuring performance against plans, overall cost-effectiveness, and compliance with legal and ethical standards.

3. Identify and cultivate potential new sources of support, including individual donors, corporations, and foundations.
4. Take a leadership role in the Foundation's fundraising activities and efforts by (a) financially supporting the Foundation, (b) attending the Foundation's fundraising events, (c) reaching out to potential supporters, and (d) encouraging, and facilitating the efforts of, Board members to do the same.
5. Develop expectations for meaningful financial contributions for personal giving by Board members, and consider updates to existing "give/get" policies.
6. Propose and review periodically the Foundation's guidelines for accepting gifts and donor solicitations, including working with the Governance Committee to create a Gift Acceptance Policy for the Foundation to present to the Board for approval.
7. Assist staff in planning and developing fundraising events to maintain existing donors and recruit new ones.
8. Consider creating sub-committees, such as Artist Relations, Non-Event Revenue, and Major Gifts.

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Scientific Committee Charter

A. Purpose; Authority

The role of the Scientific Committee (the “Committee”) is to oversee the Foundation’s support of scientific research, by helping to inform and develop the grant review process, liaising with the Foundation’s scientific advisors and developing new relationships in the scientific and medical fields, and acting as ambassadors for the Foundation’s work in the public sphere, in consultation with the Communications Committee.

B. Committee Membership

The Committee membership shall be appointed in the manner set forth in the Foundation’s by-laws, each to serve for as long as she or he remains as a Trustee or until her or his earlier resignation or removal from the Committee.

The Chair of the Board shall appoint a Chair for the Committee from among its members, who shall preside at all meetings of the Committee and shall have the authority to convene and set agendas for the meetings.

C. Meetings

The Committee shall meet with such frequency as it may determine, at a minimum of two times per year.

The Committee may invite any trustee, officer, employee, outside advisor, or other individual to attend Committee meetings or meet with Committee members, but no such person will have power to vote on Committee matters. The Committee will keep minutes of its meetings, and report its activities to the Board on a regular basis.

D. Responsibilities

1. Confer and collaborate with the Foundation’s advisory panel of scientists to review and assess all grant proposals submitted to the Foundation. Share advisory panel’s feedback around grant proposals with the Chief Executive Officer and the full Board.
2. Participate in the Foundation’s annual scientific consortium.

3. Give recommendations to the full Board each year for financial support based on four core principles:
 - a. First and foremost, great science improving and progressing year on year;
 - b. Nurturing the next generation of basic, translational and clinical scientists;
 - c. Supporting high-risk, high-gain research wherein seed funding can establish proof-of-concept to compete for larger NIH grants, and
 - d. Encouraging collaborations between the Foundation-funded centers.

4. Work closely with the Chief Executive Officer to ensure the Foundation's funding is returning excellent results.

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Communications Committee Charter

A. Purpose; Authority

The role of the Communications Committee (the “Committee”) is to support the overall marketing and communications strategy within the Foundation.

B. Committee Membership

The Committee membership shall be appointed in the manner set forth in the Foundation’s by-laws, each to serve for as long as she or he remains as a Trustee or until her or his earlier resignation or removal from the Committee.

The Chair of the Board shall appoint a Chair for the Committee from among its members, who shall preside at all meetings of the Committee and shall have the authority to convene and set agendas for the meetings.

C. Meetings

The Committee shall meet with such frequency as it may determine, at a minimum of two times per year, and additionally as circumstances require.

The Committee may invite any trustee, officer, employee, outside advisor, or other individual to attend Committee meetings or meet with Committee members, but no such person will have power to vote on Committee matters. The Committee will keep minutes of its meetings, and report its activities to the Board on a regular basis.

D. Responsibilities

1. Work closely with the Chief Executive Officer and other staff to oversee a consistent and active communication strategy for the purpose of program messaging, awareness, branding and outreach.
2. Work with the Chief Executive Officer and other staff to help create media relationships, public relations synergies and the overall “design” of the Foundation.
3. Create the marketing plan for the Foundation and work with the Chief Executive Officer to execute it.