



## Board of Trustees: Governance Committee Charter

*Leaving significant tracts — of place, memory, and human dignity —  
for the future.*

### **Purpose**

The Governance Committee supports the Board of Trustees in fulfilling its fiduciary and leadership responsibilities by strengthening Board effectiveness, succession planning, accountability, and long-term governance health.

The Committee ensures that CorpWell Foundation's governance practices align with its mission of preserving and repurposing historic places in ways that serve future generations.

### **Authority**

The Governance Committee operates as a standing committee of the Board of Trustees and reports directly to the Board.

The Committee may make recommendations but does not act independently of Board approval unless expressly authorized.

### **Core Responsibilities**

#### **1. Board Recruitment & Composition**

- Identify skills, experience, and diversity needed on the Board
- Develop and maintain a Board skills matrix
- Recruit, vet, and recommend qualified candidates
- Oversee Board succession planning
- Ensure that preservation and OASIS initiatives remain aligned with the Foundation's mission and long-term stewardship philosophy.

#### **2. Board Orientation & Development**

- Develop and oversee Board onboarding process
- Ensure new Trustees receive orientation materials and governance education
- Promote ongoing governance training and best practices
- Encourage understanding of fiduciary duties and nonprofit law

#### **3. Board Performance & Evaluation**

- Oversee annual Board self-evaluation

## Governance Committee

- Review Board attendance and engagement
- Recommend improvements to governance processes
- Support Board culture rooted in stewardship, integrity, and accountability

### **4. Executive Director Oversight Process**

- Recommend performance evaluation framework for the Executive Director
- Oversee annual Executive Director evaluation process
- Ensure clarity in performance expectations
- Support succession planning for leadership continuity

### **5. Governance Policies & Compliance**

- Review bylaws periodically and recommend updates
- Monitor governance-related policies (conflict of interest, whistleblower, code of ethics, etc.)
- Ensure compliance with federal, state, and nonprofit governance standards
- Recommend governance improvements as the organization grows

### **6. Board Culture & Ethical Integrity**

- Promote ethical leadership and accountability
- Reinforce the Board's role in safeguarding mission and preventing mission drift
- Support healthy Board–staff boundaries
- Encourage alignment with the Foundation's guiding principle: Leaving significant tracts — of place, memory, and human dignity — for the future.

## **Membership**

- The Governance Committee shall consist of a minimum of 2 Trustees.
- The Board Chair may serve as an ex-officio member.
- Members are appointed by the Board Chair and approved by the Board.
- The Committee shall designate a Chair responsible for setting agendas and reporting to the Board.

## **Meetings**

- The Committee shall meet at least semi-annually or as needed.
- A majority of members shall constitute a quorum.
- Minutes or summary reports shall be provided to the full Board.

## **Reporting**

The Governance Committee will provide regular updates to the Board, including:

## Governance Committee

- Recruitment recommendations
- Evaluation findings
- Governance policy recommendations
- Succession planning updates

### **Annual Deliverables**

Each year, the Governance Committee will:

- Conduct or oversee Board self-evaluation
- Oversee Executive Director evaluation
- Review Board composition and recruitment needs
- Review bylaws and governance policies as appropriate
- Recommend governance improvements

### **Philosophy of Governance at CorpWell Foundation**

At CorpWell Foundation, governance is stewardship. Trustees are entrusted not only with oversight, but with ensuring that historic assets remain purposeful, sustainable, and relevant for generations to come.

The Governance Committee helps ensure that the Board itself remains strong, accountable, and aligned with the Foundation's long-view mission.

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## **Board of Trustees: Finance Committee Charter**

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### **Purpose**

The Finance Committee assists the Board of Trustees in fulfilling its fiduciary responsibility by overseeing the financial health, sustainability, and integrity of CorpWell Foundation.

The Committee ensures that the Foundation's financial practices support long-term stewardship of historic assets, responsible management of donor funds, and strategic sustainability.

### **Authority**

The Finance Committee is a standing committee of the Board of Trustees and reports directly to the Board.

The Committee reviews, analyzes, and recommends financial actions and policies to the Board but does not independently bind the organization unless expressly authorized.

### **Core Responsibilities**

#### **1. Budget Oversight**

- Review and recommend the annual operating and capital budgets for Board approval
- Monitor actual performance against approved budgets
- Review significant variances and recommend corrective actions when necessary

#### **2. Financial Reporting & Monitoring**

- Review regular financial statements (income statement, balance sheet, cash flow)
- Ensure financial reports are clear, accurate, and timely
- Monitor liquidity, reserves, and restricted funds
- Ensure proper accounting of grant funds and donor-restricted gifts
- Monitor financial sustainability of OASIS-related programming and ensure appropriate tracking of restricted and program-specific funds

#### **3. Capital & Preservation Project Oversight**

## Finance Committee

- Review financial projections related to major restoration or adaptive reuse projects, including:
- Chapel 1871
- Sea Captain Foster Homestead
- Oasis Institute and Certification
- All other projects taken on by CorpWell Foundation
- Monitor capital expenditures and funding sources
- Recommend policies for maintenance reserves and long-term asset stewardship
- Ensure financial sustainability planning for preserved properties

### **4. Internal Controls & Risk Management**

- Oversee financial controls and policies
- Review and recommend updates to financial policies and procedures
- Ensure appropriate segregation of duties
- Monitor financial risks, including insurance coverage and liability exposure

### **5. Compliance & Reporting**

- Review Form 990 prior to Board approval
- Oversee audit or financial review process (if applicable)
- Ensure compliance with nonprofit financial regulations and reporting requirements

### **6. Long-Term Financial Sustainability**

- Monitor financial trends and sustainability indicators
- Recommend reserve policies and investment strategies
- Support strategic planning through financial forecasting
- Evaluate the financial viability and scalability of the OASIS model as part of strategic planning
- Align financial planning with the Foundation's guiding principle: Leaving significant tracts — of place, memory, and human dignity — for the future.

### **Membership**

- The Finance Committee shall consist of three Trustees.
- Members should include at least one individual with financial or accounting expertise.
- The Treasurer shall serve on the Committee.

## Finance Committee

- The Committee Chair is appointed by the Board Chair and approved by the Board.

### **Meetings**

- The Committee shall meet at least quarterly or more frequently as needed.
- A majority of members constitute a quorum.
- Meeting summaries or minutes shall be provided to the full Board.

### **Annual Deliverables**

Each year, the Finance Committee will:

- Recommend an annual operating and capital budget
- Review and recommend Form 990 for Board approval
- Review financial policies and recommend updates as needed
- Evaluate adequacy of reserves
- Provide an annual financial health summary to the Board

### **Philosophy of Financial Stewardship at CorpWell Foundation**

Financial oversight at CorpWell Foundation is not merely compliance — it is stewardship. Every dollar entrusted to the Foundation supports historic preservation, adaptive reuse, and community vitality.

The Finance Committee helps ensure that preserved assets remain financially viable, responsibly managed, and positioned to serve generations to come.

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## **Board of Trustees: Development Committee Charter**

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### **Purpose**

The Development Committee supports the Board of Trustees and Executive Director in ensuring that CorpWell Foundation has the financial resources necessary to fulfill its mission.

The Committee advances a culture of philanthropy across the organization and strengthens relationships with individuals, foundations, corporations, and community partners who believe in preserving historic places for future generations.

### **Authority**

The Development Committee is a standing committee of the Board of Trustees and reports directly to the Board.

The Committee provides strategy, oversight, and engagement support but does not independently solicit funds in the name of the organization without coordination with leadership.

### **Core Responsibilities**

#### **1. Fundraising Strategy & Planning**

- Support development of an annual fundraising plan
- Review fundraising goals and monitor progress
- Assist in identifying revenue diversification strategies
- Support campaign planning for restoration or capital initiatives

#### **2. Board Engagement in Fundraising**

- Promote a culture of Board giving and fundraising participation
- Ensure 100% Board annual giving participation
- Support Trustees in identifying ways to contribute (introductions, stewardship, hosting, advocacy)
- Provide peer accountability for fundraising engagement

#### **3. Donor Cultivation & Stewardship**

- Assist in identifying prospective donors and partners
- Help cultivate relationships with major donors and sponsors

## Development Committee

- Support donor stewardship efforts (thank-you calls, notes, meetings)
- Attend and participate in donor events when appropriate

### **4. Campaign Support**

- Support fundraising initiatives related to both preservation projects and OASIS programming
- Assist with planning and visibility for giving circles, sponsorship programs, and special appeals
- Help identify leadership-level donors for major campaigns

### **5. Messaging & Public Standing**

- Reinforce the connection between historic preservation and OASIS programming in donor communications
- Support development of compelling case statements and campaign materials
- Serve as visible ambassadors in donor and community settings

### **6. Relationship Expansion**

- Help open doors to new donors, corporate partners, and foundations
- Identify opportunities for partnerships aligned with historic preservation and community vitality
- Support grant strategy where Board connections may be beneficial

## **Membership**

- The Development Committee shall consist of at least three Trustees.
- Community members outside of the board may also be committee members.
- Members should be willing to actively engage in relationship-building and fundraising conversations.
- The Committee Chair is appointed by the Board Chair and approved by the Board.

## **Meetings**

- The Committee shall meet at least monthly or as needed during active campaigns.
- Meeting summaries shall be shared with the full Board.

## **Annual Deliverables**

Each year, the Development Committee will:

## Development Committee

- Review and recommend an annual fundraising plan
- Track progress toward revenue goals
- Ensure 100% Board annual giving participation
- Support at least one strategic cultivation or stewardship initiative
- Provide a summary of fundraising performance to the Board

### **Philosophy of Philanthropy at CorpWell Foundation**

At CorpWell Foundation, fundraising is not transactional — it is stewardship. Donors are partners in preserving historic places that continue to teach, heal, and connect communities.

The Development Committee helps ensure that preservation remains financially sustainable and mission-aligned for generations to come.

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