

Finance and Investment Committee Charter

Approved 2-26-2019

Purpose

The Finance and Investment Committee assists the Trustees (“Trustees” or “Board”) in fulfilling its responsibilities relating to Orleans Conservation Trust’s investment of funds, financial reporting, the system of internal controls over financial reporting, compliance with applicable Orleans Conservation Trust policies, and applicable laws and regulations.

Authority

The Committee is authorized to pursue, without constraint or participation of the staff, matters within its scope of responsibilities.

Composition

The Committee shall be composed of at least three (3) but no more than five (5) members, of which three (3) members are Trustees including the Treasurer. It is preferred that one of the members will have expertise in financial management. The President shall appoint the members of the Committee, including the Committee Chair, subject to Board approval. Committee members should be able to read and understand fundamental financial statements including Orleans Conservation Trust’s balance sheet, statement of operations, and statement of cash flows.

The President and Director of the Trust shall serve as ex-officio non-voting members of the Committee. The President may, in certain cases and in consultation with the Chair, appoint specially qualified non-Trustees to serve on the Committee.

Term

Committee members shall serve a one-year term. All terms commence upon a favorable vote from the Trustees at the Board meeting following the Annual Meeting, or, if a member is appointed after said Board meeting, such member’s term shall run from the date of appointment until the Board meeting following the next Annual Meeting. During a member’s term, the member may resign or be removed by the Board. There are no limits on the number of terms a member may serve. It is preferred that the Committee Chair have previously served at least one year as a member of the Committee.

Meetings

The Committee shall meet in-person at least once each year, and more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action. A majority vote of the quorum shall be the decision of the Committee.

In the absence of the Committee Chair, the Committee shall appoint by majority vote a member of the Committee to serve as Committee Chair. Committee meetings, shall be open to any Trustee with prior consent of the Chair.

Meetings may be held by telephone conference so long as all members of the Committee present can hear each other. Participating in a meeting by telephone shall constitute a presence at the meeting.

Responsibilities

The Committee's general responsibilities include:

- Overseeing the investment of all funds held by the Trust for whatever purpose in accordance with the Board approved Investment Policy.
- Overseeing major expenditures and allocating the use of financial assets.
- Preparing the annual budget at the start of the fiscal year for approval by the Board; recommend any proposed material changes to the annual budget plan that are identified during the year; and review significant variances from budget and understand the reasons for those variances.
- Engaging the services of such custodians, trustees, fiscal agents, investment consultants, investment managers, and other professional personnel as it shall deem necessary in the performance of its duties.
- Ensuring, in consultation with the outside accountant, the reliability and integrity of Orleans Conservation Trust's accounting policies, internal controls and financial reporting and disclosure practices.
- Establishing and maintaining effective controls to ensure compliance with all applicable laws and regulations.
- Promptly addressing any issues within the purview of the Committee's authority.
- Ensuring that adequate insurance is in place for the organization.
- Reviewing significant financial and accounting policies, principles, and practices.
- Reviewing Orleans Conservation Trust's annual Form 990, prior to Board review and filing with the Internal Revenue Service.

Other Responsibilities

- At its first meeting of the year, establish Committee calendar guidelines for tasks to be completed during the year.
- Keep the Board informed of all material events and activities.
- Report to the Board the results of Committee meetings.
- Annually review the Investment Policy and Procedures, Cash Receipts-Disbursement Procedures and recommend modification, as necessary, to the Governance Committee/Board.
- Annually review the Finance and Investment Committee Charter and recommend modifications, as necessary, to the Governance Committee/Board.
- Annually conduct a self-evaluation of the Committee's performance and report the results to the Board.
- Perform such other duties as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to it from time to time.

Conflicts of Interest

If any member of the Committee shall have, or appear to have, a conflict of interest that impairs or appears to impair the respective member's ability to exercise independent and unbiased judgment in

the good faith discharge of his or her duties, he or she shall disclose such conflicts and recuse himself/herself prior to meaningful discussion.