



# **Board of Directors' Handbook**

**March 4, 2024**

Welcome to the SCCA Inc. Board of Directors (BoD) and thank you for making the substantial commitment of time and energy required to do justice to this important function.

This handbook is intended to accelerate the learning curve of new members to the BoD and to provide a reference for the full duration of your term. While everything can't possibly be covered in this document, particular attention has been given to those areas that have historically developed the most questions. Some of the material reflects Board thinking and decisions made in addressing practical problems along the way.

If you have any suggestions for improving the handbook, please feel free to discuss them with your fellow Directors, and to pass them along to the BoD Secretary for review by the BoD Governance Committee.

Thanks, again, for your generous willingness to serve.

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## Foreword

To be an effective Director, you will need to begin with an understanding of the role and responsibilities of the SCCA Board and the tools available to it. Contrary to popular opinion, the Board of Directors does not “run the Club.” The Board’s primary role is to hire, direct, evaluate, and, if necessary, replace the President. The President is the Board’s only employee – and the relationship between the President and the Board is absolutely critical to the success of the organization. There is constant bi-directional communication with the President through which the Board provides its guidance. The Chairman of the SCCA Board is the primary liaison with the SCCA President.

Another popular misconception is that an SCCA Director is like a congressional representative, elected to serve a particular constituency and expected to bring home the bacon. While it is true that a member is elected to the Board by the members residing in a particular geographic area, their legal, moral, and ethical obligation as a Director is to the welfare of the entire organization. The choice to use a geographic approach to Director election when the Club was organized was an arbitrary one – there are many other methods that could have been used, but the selection by Area does ensure that the Board has members who understand the different needs of our motorsports programs in different parts of the country.

The Board of Directors is responsible for developing the rules under which our various motorsports programs function. The Club’s bylaws further allow and encourage the Board to create committees to do the actual development work leaving the Board in an oversight role. As such, the Board of Directors does not make program rules; it appoints the members of the Program Boards (CRB, ERB, SEB, TTB, RXB, RRB) that do this vital work and then reviews and approves (or not) the rule changes proposed by these bodies.

The Board is also responsible for oversight of SCCA’s wholly owned subsidiaries – the SCCA Foundation and SCCA Ventures. The Foundation is a 501c(3) that supports Motorsports Education Programs such as Women On Track, Street Survival Schools, and Vet Motorsports. SCCA Ventures is a for profit-organization consisting of SCCA Enterprises which manufactures and supports the SRF/SRF3 and FE/FE2 classes, and SCCA Pro Racing. The SCCA President/CEO is the sole member of the SCCA Ventures Board in order to ensure alignment of strategic goals and simplify partner relations.

In exercising its oversight responsibilities, the Board of Directors’ primary tools consist of the selection of individuals to serve in the various positions that report to the Board and the direction provided to those individuals. It is critical that Directors are mindful of their role and resist the temptation to micro-manage.

Keep in mind that the Board is a team and it functions at its best when it acts like one. The Chair and the Vice Chair should be thought of as player-coaches. They’re on the team with you and they are your peers with the same rights, duties, and responsibilities as you, but they are also the coaches. In that role they call the plays and counsel players to assist them in excelling as Team Members. The relationship is collegial – not top down – but their input needs to be taken seriously and acted upon.

Lee Hill  
Area 3 Director 2015-2020  
SCCA Chairman 2017-2020

## **Board Composition and Responsibilities**

The SCCA Bylaws and the Operations Manual (Section B.2, inclusive) outline the composition and responsibilities of the BoD. They also define the processes by which our Club operates.

Please become completely familiar with both documents in order that you may properly serve the Club and its membership.

This document describes the governance role and responsibilities of an individual member of the (BoD) of Sports Car Club of America (Organization).

The Board is the ultimate legal authority within the governance structure of the Organization, but it can only act through the majority consensus of its individual Board members, who are charged with making decisions as fiduciaries in the best interests of the Organization.

The Organization's Board members are expected to uphold the highest duty under the law; that of a fiduciary, and to act at all times in the best interests of the Organization. Through individual adherence to the role and responsibilities in this Handbook, Board members will help to foster a well-governed organization and a highly effective Board.

This Handbook is adopted by majority vote of the Board pursuant to the Organization's Bylaws.

In turn, the Board delegates the day-to-day operations of the Organization, to the President/CEO through its Bylaws.

## **Confidentiality of Information**

It is the policy of SCCA to ensure that the operations, activities, and business affairs of SCCA and its members are kept confidential to the greatest extent possible. If, during the course of your term as Director, you acquire confidential or proprietary information about SCCA and/or its members, such information is to be handled in strict confidence and should not be discussed with outsiders. Similarly, information relating to the activities and business affairs of SCCA's customers and suppliers, as well as competitors, should be treated as confidential. You are also responsible for the internal security of confidential and proprietary information.

## **Role & Responsibilities of BoD Members**

### **1) Introduction**

Given the BoD's primary role relates to strategic, fiduciary, and legal matters, without direct involvement in day-to-day activities and program rules, you'll find that certain experiences and knowledge are most useful in your new position. Prior experience in Region Leadership and/or Program Boards participation would be useful. If you're looking to increase your breadth of usefulness within the BoD and to the club, continued focus on improving skills related to policy setting, human resources, risk/program management and finance is advised. Please note that no board member is expected to be experts in all fields. Most of all a willingness to listen to all sides of an issue and a desire to learn and understand the club environment is needed.

BoD members must effectively carry out their vital leadership, legal and stewardship responsibilities and act in the best interests of the Organization. As such, BoD members are responsible for providing effective governance and leadership to the Organization. They play a key role based on their shared

understanding of the Organization's purpose and goals.

Directors are expected to spend sufficient time with the business of the company to comply with their fiduciary duty of care, to loyally serve the corporation's interests, and to be concerned about the specific requirements of many laws. Most recently, reforms have centered on the necessity for increased accountability of boards of directors. Corporations undeniably wield enormous economic, political, and organizational power, and the search for appropriate constraints has naturally settled upon the directors, who are statutorily entrusted with directing the affairs of the corporate entity.

A basic theme involves the balance struck, under various circumstances, between the need to hold directors and officers accountable to shareholders or members, and the need to provide flexibility within which corporate directors and managers can make business decisions, in good faith, without fear of liability.

## 2) **General Responsibilities**

As a consequence of state and federal statutes, administrative agency regulations and decisions, settlement agreements with private parties and public agencies, judgments with private parties and public agencies and judgments after trial, corporate directors must act diligently under applicable guidelines, or they may be held responsible for their acts and failures to act.

While each board member is responsible for knowing about and approving major corporate action and being sure that adequate disclosure is made, boards meet infrequently and therefore, the typical board cannot manage all of the business of a company in the usual sense of that term. Directors may be liable for something they did not know about if there are adequate procedures in place to inform them of the material events of the company and if they have not properly utilized those procedures to be sure that they are kept abreast of company affairs.

The board is limited to something less than total management. It (1) authorizes major corporate actions, (2) gives advice to corporate management, (3) assures that there are effective auditing procedures so that the board is adequately informed of the corporation's financial status, (4) reviews the corporation's investments at regular intervals to ensure that they comply with all applicable provisions of law, and (5) monitors the performance of management, setting goals and measuring management's results against them.

While that list is not exhaustive, it suggests the function of a corporate board of directors in today's legal climate. Such a board is generally empowered to designate executive and other committees and to delegate powers to them, but the delegation will not shift final accountability from the board itself.

Directors are obliged to maintain an awareness of corporate developments, to consider any material adverse developments which may come to their attention, and to investigate when their knowledge and experience warn them that certain events or circumstances require that further inquiry be made. Directors are expected to spend a substantial amount of time in connection with the business of the company and must comply with their fiduciary duties of care and loyalty to the corporation, as well as with more specific obligations.

The normal management function of the SCCA BoD of includes the following:

- a. Making and implementing policy determinations regarding the business affairs of the corporation, including products, services, prices, and compensation.

- b. Selecting, supervising, compensating, and removing the President/Chief Executive Officer (CEO)
- c. Adopting and amending the corporate bylaws, subject to member approval.
- d. Calling meetings of members.
- e. Recommend as appropriate, the submission to members of important corporate matters such as mergers, consolidations, Bylaws changes, dissolution, and the sale or lease of major corporate assets.
- f. Electing the chair of the BoD, and other members of the Executive Committee.

3) **Duty of Care**

Upon accepting the office of director of a non-profit or not-for-profit corporation, a person assumes a duty to act with care in fulfilling his responsibilities. The duty of care requires a director to act in good faith, in the best interest of the SCCA, on the basis of adequate information in arriving at a business decision. It includes the responsibility to oversee the activities of the corporation by:

- attending directors’ meetings.
- fulfilling Liaison responsibilities as assigned,
- requiring the company to provide adequate information upon which to make decisions,
- carefully reviewing the documentation, which is provided, and by monitoring the activities which are delegated to officers of the corporation.
- the duty of care calls upon BoD members to act as a similarly situated, reasonable Board member would act, meaning that Board members maintain the responsibility to become and remain reasonably informed in making decisions and overseeing the Organization’s business in the best interest of the members.
- Directors are given wide discretion within which to act without fear of liability under the “business judgment rule,” which protects directors’ good-faith decisions from judicial second guessing. The business judgment rule, however, does not apply if the directors have a conflict of interest or have breached their duty of care.

4) **Duty of Loyalty**

Corporate directors also owe a duty of undivided and unqualified loyalty to the corporation which they serve. The duty of loyalty requires the Organization’s Board members to avoid improper conflicts of interests and requires fair dealing by all Board members involved in transactions where a personal or financial interest may arise. Thus, directors are not permitted to use their positions to profit personally at the expense of the corporation. The duty of loyalty prohibits directors from usurping, for their own advantage, an opportunity that rightly belongs to the corporation and from entering into unfair transactions or contracts with their corporations. The precise standard of loyalty required may vary from situation to situation, and since the occasions for the determination of honesty, good faith and loyal conduct are many and varied, no hard and fast rule can be formulated.

5) **Duty of Obedience**

The duty of obedience requires Board members to faithfully observe and comply with relevant federal, state and local laws and ensure that the Organization is in legal and regulatory compliance. In addition, the duty of obedience requires Board members to faithfully observe and comply with all properly promulgated policies and procedures of the Organization, as well as its stated vision, mission and strategic direction. It is an obligation of each Board Member to publicly support the decisions of the Board as a whole via dually approved Motions.

**Board Member Job Description**

1) **Governance & Leadership**

- Effectively govern and lead the Organization in constructive partnership with the President/CEO.

- Act at all times in good faith and in a manner that the Board member believes is in the best interest of the Organization.
  - Act as an independent and objective evaluator of the strategic issues and questions that come before the Board.
  - Maintain effective relationships with all elements of the Organization's governance structure (the full Board, the Audit Committee and the President/CEO).
  - Provide high-level, strategic feedback and recommendations for Board-level policy changes.
  - Serve on one or more Board level committees or task forces as requested.
  - Attend all BoD meetings. If you cannot attend a meeting it is your responsibility to find out what transpired.
  - If it is not possible to attend all Board meetings on a regular basis, the board member should consider resigning because the constant failure to participate in the meetings for any reason (even illness) is a breach of duty to the SCCA as a whole and to the members who elected them.
  - Take notes at all meetings and keep a personal record of them.
  - Read the Minutes of all meetings, whether or not the member attended. If a board member notes a discrepancy between their recollection/notes and the minutes, they should be sure to bring it up when the minutes are reviewed. They may request that your "no" vote be recorded in the minutes.
- 2) President/CEO Support & Oversight**
- Foster a constructive partnership with the President/CEO.
  - Assist and provide counsel and guidance to the President/CEO.
  - Provide input into the President/CEO's annual performance evaluation.
- 3) Oversee Performance & Results**
- Understand finance and accounting practices and the Organization's financial reports.
  - Become familiar with financial reports and legal opinions prepared by the corporation's accountants and attorneys. Read the Bylaws and the Operations Manual.
  - Ask fiduciary questions in Board and committee meetings necessary to carry out regulatory oversight duties.
- 4) Strategic Thinking, Learning & Planning**
- Ask strategic and generative questions in Board and committee meetings to further the Organization's vision, mission and strategic goals.
  - Provide recommendations/feedback to the President/CEO to enhance the Organization's strategic performance and results.
  - Adopt a learning philosophy and serve as a model and conduit for sustained learning in the Organization's Boardroom.
  - Meet or exceed the Organization's requirements regarding its Volunteer Education Policy.
- 5) Budget, Resource & Risk Approval**
- Develop an adequate understanding of the Organization's budget, including core revenue and expenditure categories.
  - Work to ensure an individual understanding of the risks facing the Organization – from both the mitigation and the opportunity points of view.
- 6) Constituent & Community Outreach**
- Identify innovative ways the Organization can fulfill its vision, mission and strategic plan.
  - Act as an active ambassador to the Organization's constituents, in constructive partnership with the President/CEO.
  - Seek opportunities where the Organization might develop organizational or strategic partnerships, in constructive partnership with the President/CEO.
- 7) Stewardship, Ethics & Financial Integrity**
- No Officer or Director of the Club may participate in or attempt to influence any decision by the Club affecting his or her own personal business interests, or otherwise use his or her official position for personal gain.

- Directors must not enter into agreements that could compromise their ability to exercise independent judgment on behalf of the corporation.
- Hold yourself and others to the highest standard of ethical standards and accountability.
- Commit to adhering to the Organization's organizational values and Code of Ethics.
- On an annual basis, determine any outside interests that might impact your ability to impartially serve as an Organization Board member; report such interests to the Organization through the Conflicts of Interest Disclosure Statement.
- Directors must not vote on matters relating to them personally, such as conflict of interest or personal conduct issues, unless their voting is specifically authorized by a Statute, a valid Article of Incorporation, or a Bylaws provision.
- Ensure that any and all personal financial dealings with the Organization are fair, fully transparent and, as appropriate, approved by the Board.

## **Code of Conduct**

### 1) **Executive Session Privacy**

The BoD frequently has meetings designated as Executive Sessions. These sessions are usually limited to members of the BoD only. Items addressed in Executive Session are confidential and are not to be discussed outside the BoD.

### 2) **Lobbying of Boards and Committees**

Many SCCA boards and committees are appointed by the BoD. Members of the BoD should refrain from lobbying members of these groups as such lobbying could be interpreted as direction or intimidation. Individual BoD members cannot exert undue influence on the persons they appoint. Any direction or orders issued to such appointed boards and committees must come from the BoD as a whole. This means that BoD members do not have the same lobbying rights as other SCCA members. However, BoD members may respond to items out for member input but must abstain from initiating rule change requests or voting on technical items affecting their competition car or class.

### 3) **BoD Liaisons**

Members of the BoD are assigned as Liaison to various boards, committees, and functions. Liaison duties are primarily to act as a communication and process facilitator, taking BoD ideas and preferences to the board, committee, or function. Liaisons also take relevant information back to the BoD. BoD members serving in a liaison capacity must be careful to represent the BoD as a whole and not insert their own preferences or influence. A member of the BoD owes first allegiance to the BoD but Liaisons must exercise discretion in bringing back to the BoD items of a confidential nature. BoD members should use the Liaison to communicate to the board, committee, or function and not communicate directly as individuals. BoD members are expected to attend committee meeting for which they are assigned, if scheduling conflicts exists and they are not able to attend those meeting on regular basis, they are expected to notify the Executive Committee and asked to be reassigned to a new Liaison position and a replacement be named which can attend the meeting on a regular basis. Liaison appointments are normally made at the first BoD Meeting of the year and shall be made public to the general membership within 30 days by posting in the SCCA File Cabinet.

### 4) **Contact with National Staff**

Members of the BoD must use caution in dealing with members of the National Staff. There are many reasons for contact between BoD and Staff, but BoD members should not try to direct Staff. The President/CEO provides direction to the Staff. Official communication with National Staff is the sole responsibility of the BoD Chair. BoD members wishing to exert influence over the National Staff must go

through the Chair. In the event a BoD member needs to contact Staff as a result of a separate SCCA position that they hold (Steward / Region Board Positions etc..) they must clearly state in that communication the 'role' that they are speaking for and the purpose of the communication.

5) **Conflict of Interest**

Direct Business with SCCA Inc. or Subsidiaries is to be avoided. Members of the BoD must not be in any business relationship with SCCA Inc. or its subsidiaries, which provides a financial benefit, without the permission of the full BoD.

6) **Investment**

Members of the BoD must not invest in companies having a business relationship with SCCA Inc. or its subsidiaries unless such an investment is an insignificant fraction of the total ownership of the company. Stock ownership in widely held corporations is permitted.

7) **Business Competitors**

Members of the BoD may not provide assistance of any kind to business competitors of SCCA Inc. or its subsidiaries unless such assistance is in accord with a contractual relationship between SCCA or SCCA subsidiary and the competing organization, without permission of the full BoD. The only exception is that a Director may serve as a minor functionary with another sanctioning body on an occasional basis, but not as a season-long field staff or official, if such sanctioning body has a working relationship with SCCA.

8) **Officiating at SCCA Events**

- Board Members - Should not serve as Chief Steward or Chair of the SOM at National or Regional Events

**Voting**

A quorum exists when a majority of the BoD is present. Thus, business can be conducted with 7 of the 13 Directors present. The number of votes required to pass a motion varies with the number of directors present. While not specifically defined in the bylaws, a regular majority is generally accepted to be anything over 50%. In certain circumstances, a 2/3 majority of the Directors voting may be required. While not specifically defined in the Bylaws, this is generally accepted to be anything over 66.66%. When multiplying the percentages times the number of Directors available to vote, any fractional part of a vote requires that the number of "yes" votes go to the next highest whole number in order to exceed the required percentage. Thus, the possibilities for passage are as follows:

Number of "Yes" Votes Required

Directors Present	Regular Majority	2/3 Majority
7	4	5
8	5	6
9	5	6
10	6	7
11	6	8
12	7	8
13	7	9

While the Operations Manual (Section 2.2.6 – Minutes) clearly states "Normally, a motion is recorded in the Minutes as either PASSED, DEFEATED, or TABLED and no record made of the voting score or whether the vote was unanimous. The BoD may, of course, make exceptions to this practice when the occasion demands, and may even provide a roll call vote on certain issues to be recorded in the Minutes. It is always permissible

for an individual member of the BoD to have his or her vote or abstention recorded in the Minutes.” In order to ensure transparency between BoD members, at no time shall members of the BoD be restricted from knowing how individuals BoD members vote on a motion, once the voting has been closed. Individual voting scores shall be considered BoD confidential and not shared with the general membership or Staff including the President/Chief Executive Officer (CEO)

Nowhere in the Bylaws does it say that the Chair only votes in the event of a tie. While this may have once become an accepted habit, there is nothing in the Bylaws which specifies it. (see note 1 below) Habit does not constitute rule. Therefore, the Chair by right is a voting member of the BoD and should be considered when determining the requirement for a majority in the table above. If the Chair chooses not to vote except in a tie, that is the Chairman’s privilege, just as any Director may choose to abstain from voting. However, any time the Chair wishes to vote that is within the Chair’s rights.

Note 1: There is some small cause for confusion in Bylaws Article V, Section 2 where it says the Chair shall be a non-voting ex-officio member of all boards and committees. However, this appears to be aimed at the chair’s ability to participate in Budget & Finance meetings, Club Racing Board meetings, and so on, by right of the Chairmanship. To assume that this applies to the actual BoD makes no sense as it would mean that the chair could never vote. This clearly not being the intent, the sentence is deemed not to apply to the BoD itself.

Note 2: Worthy of note is the fact that the Bylaws say that between meetings the Executive Committee may exercise the executive powers of the BoD. Thus, under these circumstances the voting members of the Executive Committee can theoretically act as the whole Board.

### **Executive Committee Roles and Responsibilities**

Per Bylaws Article VI, Section 2: The BoD shall elect annually from its own members an executive committee consisting of not less than three nor more than five voting members, one of whom shall be the chair of the BoD who shall also serve as chair of the executive committee. The executive committee shall exercise the executive powers of the BoD only in emergency circumstances when a quorum of the full BoD cannot be assembled in a timely manner. [Note: See additional details in the Executive Committee Charter in Appendix G ]

### **BoD Committees Charters**

Per Bylaws Article VI, Section 3: The BoD shall appoint such other committees and boards as shall be necessary to regulate the competition activities of the Club and to advise and assist the BoD concerning the affairs of the Club. The following “standing” Committee have been established.

Executive Committee	- See Appendix G
Budget, Finance & Risk Management	- See Appendix H
Compensation, Audit & Investment	- See Appendix I
Governance	- See Appendix J
Training Development	- See Appendix K
Electrified Vehicle Advisory	- See Appendix L

### **Board Meetings**

Regular board meetings are held monthly virtually, and twice annually face-to-face; “mid-year” and December. Other board meetings may occur as necessary. The Chair must call a meeting at the written request of two or more of the Directors in office.

Newly elected Directors must attend the December meeting immediately preceding the year they come on the

Board. This is an orientation for incoming Directors during which they may join in discussions regarding agenda items but may not vote, as their terms begin in January. Exceptions to this are those items pertaining solely to the following calendar year, such as the election of new officers and the appointment of field staff.

Board meeting dates for the next year are determined at the December meeting. Directors should bring their calendars to the December meeting.

A BoD training module may be developed and conducted during a board meeting. Attendance at this session is mandatory for all BoD members.

The location of the face-to-face meetings will also be determined no later than the February meeting. Most face-to-face meetings are in Kansas City, Missouri.); they may also be in conjunction with Club, Rally, or Solo events in other parts of the country.

Participation at these meetings is mandatory in order that Directors may properly represent their members. Questions regarding any meeting can be addressed to the Chair, any other BoD officer, or the Executive Assistant. Should there be an emergency and a Director cannot attend a BoD meeting, they should notify the Chair and/or the Executive Assistant. Continued absences may result in a request for resignation.

Board meetings are also attended by various National staff. Any other attendees must have the prior approval of the Board Chair.

It is expected that all Meeting Minutes will be distributed for full BoD review within twenty (20) business days. All BoD members' shall be permitted 3 business days from the distribution of the draft meeting minutes (both General and Executive Sessions) to the full BoD for review and comments, prior to the call for the motion to approve and second. This is to allow for review and comments on the draft document. If there are any changes to draft meeting minutes, the final version will be submitted to the full BoD with highlighted changes for formal Motion and Second. Once the Motion is made and seconded the final version of the Meeting Minutes will be placed in BoardEffect for vote.

Directors will be notified in advance of the location and dates of in-person meetings and hotel reservations will be made for them (arriving Thursday and departing Sunday unless otherwise specified). Airline reservations for these meetings should be made through SCCA's travel agency at least 21 days in advance of the meeting to take advantage of any 21-day advance airfare if available. (see Meeting Travel Section).

Attendance at program boards is also required for Directors who are appointed as BoD Liaison to that board or committee. (See Code of Conduct Section)

Dress Code. Business casual (slacks and SCCA logo'd shirt or business shirt) for all meetings unless otherwise notified.

### **Virtual Meetings**

Virtual Meetings are scheduled as needed. Call-in instructions will be provided electronically with the call-in details including Virtual Link, phone number, conference ID and PIN if required. This information is confidential. At the appointed time, the BoD member should connect with the call and recorded directions followed. Once connected to the call, the participant should advise the group that they are on the line. They will be advised if anyone other than a Board member is on a particular call. These meetings are typically recorded. Executive Session meetings are typically not recorded.

Liaisons to the program boards will also be required to participate in the virtual meetings.

## **Briefing Materials**

Every reasonable effort will be made to provide briefing materials by five business days prior to the face-to-face meetings. Hard copies can be provided. They contain reports and action items from the various departments, and the BoD Liaisons, as well as items submitted by the Board and/or National staff. Briefing materials should be read prior to attending Board meetings to be well informed and prepared for discussion on any given item.

All agenda items for the meeting should be emailed to the Vice Chair/Executive Assistant by the cut-off date. Directors will be advised regarding the deadline for written materials to be included in the meeting material. Agenda items should be written out and include the subject, together with the submitter's viewpoint and solution, if any. If this is an item requiring a motion it should be in written form, using the appropriate form.

Note: Agenda items submitted will be discussed and/or acted upon. Rule changes will not be acted upon unless previously submitted by the appropriate Program Board with their recommendation following the standard member review and input process.

The Board Secretary will provide a summary of all meeting actions including approvals, rejections, deferrals and the rationale, follow-up and communication required at the end of each BoD meeting.

## **Stationery and E-mail Accounts**

Each Director will be supplied with personalized business cards and electronic letterhead.

Directors needing additional items at any time during their term should contact the Executive Assistant. The use of these items for correspondence should always be professional.

An e-mail address is established for each Director for use during their term using the first initial and last name, (i.e. [idoes@scca.com](mailto:idoes@scca.com)). This email address must be used for all SCCA BoD related communications.

## **Meeting Travel**

Reservations for meeting travel must be made with Travel Leaders (785-430-6429); ask for Debbie Marvin or email [debbiem@travelleaders.com](mailto:debbiem@travelleaders.com)). When using Travel Leaders, identify yourself with SCCA; your ticket will be charged to the SCCA account. When possible, air travel should be ticketed 21 days in advance. Reimbursement is made exclusively for meeting travel, and will be reimbursed for the round trip portion only.

Note: Any fare over \$500 must have approval from the VP Finance in advance of ticketing.

## **Indemnification**

Per ARTICLE X of the ByLaws SCCA may indemnify a Director, Officer, employee or agent of the Club against liabilities, including judgments, settlements, penalties, fines and reasonable expenses and legal fees incurred with respect to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal. Specific details can be found on the SCCA Website Members Recourses > Filing Cabinet > Region Development & Resources >D&O Coverage Overview.

## **Reimbursement of Expenses**

Directors will be reimbursed the per diem published by the US General Services Administration (GSA) to cover hotel, meals, and ground transportation to and from hotel/airport. If air fare is not charged to the SCCA Corporate

account through Travel leaders, Directors are eligible for reimbursement of air fare and must provide a copy of their receipt with their expense report.

As an option, you may submit actual expenditures for approved expenses and be reimbursed thusly.

Expense reports may also include items which have been authorized to charge back. Note: Only the lowest round-trip coach fare will be reimbursed.

Expense Reports must be submitted within 30 days from the date of the meeting. This assists the SCCA accounting department in keeping current with expenses. Directors should adhere to this policy and contact the Executive Assistant when they need to submit an expense report.

Mileage is reimbursed at the current rate authorized by GSA. Anyone choosing to drive to a meeting will be reimbursed at the mileage **OR** lowest coach fare, whichever is the lesser amount.

Unless previously authorized by the Chair of the Board, standard business travel expenses will only be reimbursed for:

- Board/Committee meetings
- National/Divisional Convention (only those days authorized, usually 5 days for National Conventions and 2 days for Divisional Conventions, no early or late arrival, and Convention registration fee)
- Any of the National Championship Series events (up to a maximum combined total of 12 days)
  - Pro-Solo/Solo Nationals
  - RallyCross Nationals
  - RoadRace Runoffs
  - United States RoadRally Challenge (USRRC)
  - Time Trials Nationals
- Meetings Directors need to attend because they are the Board Liaison or a Committee member.

Outgoing Directors in good standing may receive reimbursement for reasonable travel expenses and up to three days per diem for actual attendance at the next scheduled National Convention, or two days per diem for Divisional Conventions.

### **Budget Guidelines**

1. The staff is expected to conduct the operations of SCCA Inc. such that:

There is a budgeted annual surplus, sufficient to at least accommodate the normal uncertainties of such a business.

The "Operations Budget" will not plan for the use of either the principal of the investment accounts nor the return on those investments to fund on-going operations of SCCA Inc. without BoD approval.

The "Operations Budget" will not include such other entries as income (real or imputed) from sale of assets or other such items that do not reflect the on-going operation of the business.

2. When preparing the annual operating budget, consideration will be given to the following in order of priority:

There must not be a net loss on operations.

- Sources of income from other than the members should be pursued on an on-going basis. Only

those sources that are reasonably sure of being available should be included in the budget. Marketing targets for new income should be established and, if delivered, will constitute surplus income or will be available to cover unbudgeted contingency program expenditures.

- Program Liability and Participant Accident insurance costs will pass through to the participating programs on an annual basis. The insurance program should be budgeted for a small surplus as a contingency, but the insurance program should not be a significant profit center for the Operations Budget.
- The income derived directly from the members and participants (dues, sanction fees, license fees, etc.) should be kept as low as possible consistent with the above guidelines. Any changes in the dues/fees structure require BoD approval. Any such changes should be made only once a year and should be approved in advance so the members can plan for any impact to their local budgets.

The “Long Term Account” will not be used without the approval of the Treasurer. It is expected that this account will grow each year with the reinvestment of interest earned and by the transfer of surplus funds when available.

The “Short Term Account” is available, under the Vice President of Finance control, for ongoing cash-flow management. It is expected that, on an annual basis, surplus funds will be transferred from the short-term account to the long-term investment account. This action will be recommended by the President to the Treasurer for approval at the end of each year.

3. At the end of each year, the President will recommend to the BoD the disposition of any surplus funds. Such uses include transfer to the long-term investment account; use for programmatic investment during the coming year; and payment of appropriate staff bonuses.
4. Staff bonuses for eligible employees may be paid out at the end of each year. A portion of the operating surplus recommended by the President and approved by the BoD, may be made available for this purpose. A bonus plan describing eligibility and award guidelines will be prepared by the President annually and submitted to the Compensation Committee for approval at the beginning of each year.
5. The SCCA subsidiaries are expected to operate at a net surplus. First priority for the use of these excess funds is to be given to repayment of the debts owed to SCCA Inc. in accordance with agreed repayment schedules. At the end of each year, the subsidiary Boards of Directors will inform the SCCA Inc. BoD of their disposition of the remainder of the surplus. It may be used for programmatic investment, building modest cash reserves for the subsidiary, payment of approved staff bonuses, or further payment of outstanding loan balances.

### **Policy Review**

This BoD Handbook shall be reviewed at least once every three years by the Governance Committee to determine whether changes should be made.

## Appendix A – Board Chair Job Description

### Description

This Job Description describes the role and responsibilities of the Chair of the Board of Directors (BoD) of the Sports Car Club of America.

### Purpose

As a vital leader of the Board, the Chair is the manager and coordinator of the Board's overall activities. Most importantly, the Chair provides leadership and inspiration to his or her fellow Board members; works to increase Board effectiveness related to both governance and strategy; ensures the efficient and effective management of Board operations; and promotes a constructive partnership among the Board, Committees, and the President. The Chair also serves as the chairperson of the executive committee.

### Authority

This Job Description is adopted by majority vote of the Board pursuant to the Organization's Bylaws.

The Chair's authority is established by majority vote of the Board through officially electing one of its own for this leadership role. In addition, the authority of the Chair flows from any applicable federal, state and local laws, this Board Chair Job Description, and any of the Organization's internal policies or procedures that may articulate the Chair's role and responsibilities.

### Role & Responsibilities of the Chair

The Chair carries out his or her important leadership role and responsibilities by ensuring the effective execution of the Organization's governance, taking care that he or she does not supplant nor limit the collective responsibility of the Board members to individually and independently perform their own duties.

The role and responsibilities of the Chair falls in six central areas:

#### 1. Craft Engaging & Effectively Facilitate Board & Committee Meetings

- Work in constructive partnership with the *President* to forward the work of the Board.
- Set the agenda for Executive Committee meetings in constructive partnership with the President and Vice Chair.
- Set the agenda for Board meetings in constructive partnership with the Executive Committee.
- Call to order the Executive Committee meetings, in accordance with the Organization's policies and procedures, in compliance with applicable federal, state and local laws and regulations.
- Encourage full and robust participation by Board members at Board and committee meetings.
- Help to maintain a healthy balance between operational and strategic discussions at Board and committee meetings.
- Assign BoD members as liaisons between certain Committees/Boards and the BoD with concurrence of the assigned BoD member and general consent of the majority of the BoD.
- In the absence of the Vice Chair shall call to order and preside over the Board meetings, in accordance with the Organization's policies and procedures, as well as in compliance with applicable federal, state and local laws and regulations. In the event that SCCA, Inc. is an equity holder entitled to vote shares in a business entity, such vote or votes shall be cast by the Chair of the BoD of SCCA, Inc. The Chair shall obtain the specific consent of the BoD of SCCA, Inc. as to each such vote to be cast, as evidenced by a majority vote of said Board, prior to casting said vote, provided, however, the Chair may cast any vote without prior approval of said BoD if, in the sole opinion of the Chair, time and/or circumstances do not permit BoD approval.

#### 2. Build a Positive & Healthy Board Structure & Culture

- Appoint the chairs of all Board committees not otherwise specified in the Bylaws or Operation Manual.
- Work with the Governance Committee to ensure appropriate and effective identification, recruitment and on-boarding of new Board members.

- Serve on the Executive Committee and as an ex-officio member of all other Board committees.
- 3. Inspire & Engage the Board**
- Inspire a shared commitment to the Organization's vision, mission and strategic goals.
  - Cultivate a strong leadership culture among individual Board members.
  - Encourage Board member development, including further education in the Organization's governance.
- 4. Act as a Key Liaison with the President**
- Act as a representative of the Board as a whole, serving as the central liaison and a key conduit for information with and to the President, rather than as an individual supervisor, remembering that the President reports to the Board as a whole.
  - Help to establish the strategic direction of the Organization, working in constructive partnership with Board colleagues and the President.
  - Work with the Board Treasurer, the Board members and the President to oversee the Organization's budget and support the development of and adherence to sound fiscal policies and actions to safeguard the integrity of the Organization's financial management systems.
  - Review and audit the President's Travel and Business Expenses to ensure compliance with the Organizations policy and the President's contract.
- 5. Set, Model & Require High Standards for Board & Staff**
- Oversee efforts to build and maintain an exceptional governing Board by setting goals and expectations for Board members as documented in the BoD Handbook.
  - Hold Board members accountable, on a one-on-one basis, when they fail to meet the Board's goals and expectations.
  - Convene Board discussions on evaluating the President and assuring the effective negotiation of the President's compensation and benefits package.
- 6. Act as One of the Organization's Chief Ambassadors**
- Serve as an official spokesperson for the Board among community members and the media, in addition to and cooperation with the President. Encourage Board members to act as ambassadors for the Organization in the community and encourage participation by the Board in Organization events, as appropriate, and in coordination with the President.

## **Appendix B – Board Vice Chair Job Description**

### **Description**

This job description outlines the role and responsibilities of the Vice Chair of the Board of Directors (Board) of the Sports Car Club of America (Organization).

### **Purpose**

The role of the Vice Chair is to be in active learning mode at all times, potentially preparing himself or herself to take on the role of the Chair as needed. The Vice Chair is delegated to preside over the Board and Executive Committee meetings. The Vice Chair may also spearhead special Board initiatives, such as Board member education, orientation, training, strategic planning, etc., as directed by the Chair and/or the Board.

### **Authority**

This job description is adopted by majority vote of the Board pursuant to the Organization's Bylaws.

The Vice Chair's authority is established by majority vote of the Board through officially electing one of its own for this leadership role. The authority of the Vice Chair flows from applicable federal, state and local laws, this Board Vice Chair Job Description, and any of the Organization's internal policies or procedures that may articulate the Vice Chair's role and responsibilities.

### **Role & Responsibilities of the Vice Chair**

The Vice Chair should be prepared to guide and facilitate BoD meetings as outlined in the Operation Manual. As such, it is critical that the Vice Chair remain fully involved in the Board's activities such that his or her knowledge of – and commitment to – the Organization's mission equals that of the Chair. In addition to executing these duties when appropriate, the Vice Chair should be actively learning and be "at the ready" at all times to assume the duties of the Chair in the absence of the chairperson, or in the case of death, resignation, or inability to act. Per the Operation Manual the Vice Chair shall serve as the Chair of the Compensation Committee. The Vice Chair plays a key role in fostering a learning culture Board-wide, given that the Vice Chair is in charge of education and training initiatives for all Board members.

The role and responsibilities of the Vice Chair fall within three (3) central areas:

#### **Coordinate all Pre-Meeting activities with the Executive Assistant, including but not limited to:**

- Distribute meeting and conference call dates (including time changes) for the following year to the BoD members, President and Executive Assistant.
- Confirm that all conference call security codes and the phone number have been given to the new BoD members. They will participate in conference calls after the announcement of the election results throughout the remainder of the current year.
- Send out email reminders on the conference calls a week in advance. Include the day, date, time, phone number or other appropriate contact information and whether the usual security code is to be used, and any agenda items.
- Develop monthly meeting agendas (Virtual and Face-to-Face) in accordance with the Organization's policies and procedures with the Executive Committee and input with SCCA President/CEO (as needed) and work with the Board Secretary and Executive Assistant to distribute to the BoD.
- Distribute draft agenda to the BoD, President and Executive Assistant for information and review. The Executive Assistant will indicate when the final agenda and items for the Board Book are needed. All of this can be done through email.
- Board meetings typically last one full day but can last longer if required. The Board tries to limit the presence of the staff to workdays as much as possible and, with the exception of Executive sessions or extraordinary situations, all are invited to hear each other's reports. An exception is Finance and Administration, where the material may be sensitive and either not for general distribution or proprietary.

- If Board members desire that certain topics should be added to an upcoming meeting agenda, he or she should advise the Vice-Chair or the Executive Assistant at least ten (10) days ahead of the planned meeting. As a general rule, Board members should avoid asking to add a topic of otherwise change the agenda within five (5) calendar days of a planned meeting.
- Ensure that the Executive Assistant solicits the reports and is responsible for compiling and distributing the Briefing books.

### **Guide & Facilitate BoD Meetings.**

- Shall call to order and preside over Regular Meetings and Executive Sessions of the Board, in accordance with the Organization's policies and procedures, as well as in compliance with applicable federal, state and local laws and regulations.
- Meetings with member-based boards and committees shall be conducted annually.
- Meeting Conduct. The Vice Chair generally conducts the open portion of the Virtual or Face-to-Face. Note: The BoD has departed from Parliamentary Procedure by discussing topics prior to the presentation of a motion, but often the presence of a motion seems to limit focus and ability to come to consensus and renders discussions less effective.
- Ensure that board meeting topics are appropriately discussed and that all Board member voices are heard.
- As appropriate, close discussions as the conversations wind down or become repetitive and call for related motions or further study as needed.

### **Inspire a Learning Culture & Learning Board**

- Support the Chair in his or her effort to build, lead and manage an effective Board.
- Help the Chair set and communicate goals and expectations for the Board in its governance and strategic efforts, cultivate engagement among individual Board members and work with the Governance Committee to foster sustained Board development as an ongoing priority.
- Develop with the assistance of the Chair and Executive Committee new BoD Members training material which will be presented at the December BoD Meeting.
- Act as a coach and mentor to new Board members or those struggling with their roles or duties on the Board.
- Act as a spokesperson for the Executive Committee in dealing with disputes, disagreements, or other performance-related issues among Board members and as appropriate with sub-boards or advisory committees Chairs.

## Appendix C – Board Secretary Job Description

### Description

This Job Description outlines the role and responsibilities of the Secretary (Secretary) of the Board of Directors (Board) of the Sports Car Club of America.

### Purpose

The Secretary serves as a critical leader for the Organization's Board – working in partnership with the Board Chair and Vice Chair to ensure that the Board is adhering to its governance policies, systems and procedures – as the Board's Chief Governance Officer and is responsible for the Board's record-keeping and notice functions.

### Authority

This Job Description is adopted by majority vote of the Board pursuant to the Organization's Bylaws.

The Secretary's authority is established by majority vote of the Board through officially electing an SCCA member in good standing for this leadership role. The authority of the Secretary flows from applicable federal, state and local laws, this Board Secretary Job Description, and any of the Organization's internal policies or procedures that may articulate the Secretary's role and responsibilities.

### Role & Responsibilities of the Secretary

The Secretary carries out their important leadership role and responsibilities by ensuring the effective execution of the Organization's governance, working in constructive partnership with the Board Chair and Vice Chair to do so and taking care that they do not supplant nor limit the collective responsibility of the Board members to individually and independently perform their own duties.

The role and responsibilities of the Secretary falls in four (4) central areas:

- Serve as a member of the Executive Committee.
  - Work with the Chair to craft engaging & effective board meetings
  - Ensure that all meeting notices for Board, Executive Sessions and Executive Committee meetings are distributed.
  - Ensure the creation and proper recording of the minutes and transactions of all Board, Executive Session and Executive Committee meetings and maintain separate records of all minutes in the form and manner required by law and the Bylaws and Operation Manual of the Club
  - Ensure that written drafts of Board and Executive Session meeting minutes are distributed to Board members for approval.
  - Ensure written drafts of the Executive Committee meeting minutes to the Executive Committee members for approval.
  - Sign and provide a copy of the Board Regular, and Executive Committee and Executive Session Minutes of the BoD are sent to the Club's auditors.
  - Ensure distribution of the meeting minutes to each BoD member as soon as possible following a Board or Executive Session meeting, a copy of the draft meeting minutes with a deadline for members to submit suggested additions or corrections. Amended minutes will be distributed to each BoD member.
  - Ensure Minutes for all Board sessions are voted upon by the full BoD at its earliest opportunity and prior to publication. The Minutes for regular sessions will then be published for the members in FasTrack and on the SCCA Website. Ensure there is a documented *President/CEO* succession plan in place at all times.
- **Serve as Chair of the Governance Committee and as the Board's Chief Governance Officer**
    - Regularly assess the Organization's adherence to its Bylaws, policies and regulations.
    - Verify the security and completeness of the corporate records, policies and other legal documents pertaining to the duties vested in the Organization's officers and the President.
  - **Work with the Chair to Strengthen the Board's Performance**
    - Oversee the process to orient and onboard new Board members.

- Oversee a regular process of assessment to determine the Board's effectiveness.
- Work to identify alternative Board of the Future profiles with the potential to improve Board effectiveness.
- **Act if both the Chair and Vice Chair are Incapacitated**
  - Set the agenda for Board and Executive Committee meetings in constructive partnership with the President.
  - Call to order and preside over the Board and the Executive Committee meetings, in accordance with the Organization's policies and procedures, as well as in compliance with applicable federal, state and local laws and regulations.
  - Encourage full and robust participation by Board members at Board and committee meetings.
  - Request nominations and initiate votes to replace the Chair or Vice Chair if replacement is deemed appropriate by the Board.

## Appendix D – Board Treasurer Job Description

### Description

This Job Description outlines the role and responsibilities of the Treasurer (Treasurer) of the Board of Directors (Board) of Sports Car Club of America (Organization).

### Purpose

The role of the Treasurer is to ensure that the Organization's financial systems and fiscal health, as well as its assets, are safe and secure. The Treasurer is also responsible for ensuring that the full Board is regularly briefed on the state of the Organization's financial health and that the Board members fully understand the Organization's financial position.

### Authority

This Job Description is adopted by majority vote of the Board pursuant to the Organization's Bylaws.

The Treasurer's authority is established by majority vote of the Board through officially electing an SCCA member in good standing for this leadership role. The authority of the Treasurer flows from applicable federal, state and local laws, this Board Treasurer Job Description, and any of the Organization's internal policies or procedures that may articulate the Treasurer's role and responsibilities.

### Role & Responsibilities of the Treasurer

The Treasurer ensures that the Organization's overall fiscal health is sound and able to support long-term viability. The Treasurer helps Board members to effectively translate complex financial reports and data into comprehensible and insightful information that can effectively support the Board's strategic deliberations and decisions. The Treasurer provides oversight of the Organization's financial affairs and renders reports and accountings to the Board members as needed and required. The Treasurer oversees – from a strategic point of view, not in terms of day-to-day management – the development and oversight of the Organization's financial management and investment policies and reporting on the Organization's financial performance and fiscal health to the Board. The Treasurer also serves as the Chair of the Budget-Finance Committee and a member of the Compensation Committee. The Treasurer approves condensed Annual Reports for presentation at the Annual Meeting of the members and all other duties as outlined in Section 2 of the Operation Manual.

The role and responsibilities of the Treasurer fall in four (4) central areas:

- Translate Financial Reporting for the Board's Understanding & Action
- Serve as a member of the Executive Committee.
- Serve as Chair of the Finance Committee.
- In collaboration with Senior Management, work to develop effective and informative financial reporting for members of the Finance Committee and the full Board to drive strategic financial direction and decision-making.
  
- **Help Assure the Safety & Health of Financial Systems & Internal Controls**
  - Ensure compliance with federal and state filings. In collaboration with his or her colleagues on the Finance Committee, the President/CEO, develop financial policies and procedures to ensure sound and stringent fiscal management policies and maximize cash and investments.
  
- **Oversee the Budget & Audit Processes & Requisite Financial Filings**
  - Oversee efforts to build and maintain an exceptional financial management system by setting goals and expectations with and for the Board, Finance Committee and President/CEO.
  - In collaboration with the President/CEO and members of the Finance Committee, prepare and present the annual budget to the Board for approval.
  
- **Help Identify Financial Trends, Risks & Opportunities**

Identify financial trends, risks and opportunities for members of the Finance Committee and the Board.

## **Appendix E – Assistant Board Treasurer Job Description**

### **Description**

This Job Description describes the role and responsibilities of the Assistant Treasurer of the Board of Directors (Board) of Sports Car Club of America (Organization).

### **Purpose**

The role of the Assistant Treasurer is to be in active learning mode at all times, potentially preparing himself or herself to take on the role of the Treasurer as needed, and provide insight based on their professional experiences. This is an optional Executive Committee position and may be filled at the Board of Directors discretion based on resource/skill availability.

### **Authority**

This Job Description is adopted by majority vote of the Board pursuant to the Organization's Bylaws.

The Assistant Treasurer's authority is established by majority vote of the Board through officially electing an SCCA member in good standing for this leadership role. The authority of the Assistant Treasurer flows from applicable federal, state and local laws, this Board Assistant Treasurer Job Description, and any of the Organization's internal policies or procedures that may articulate the Treasurer's role and responsibilities.

### **Role & Responsibilities of the Assistant Treasurer**

The Assistant Treasurer should be actively learning and be "at the ready" at all times to assume the duties of the Treasurer in the absence of the Treasurer, or in the case of death, resignation, or inability to act. For detailed description of the Role & Responsibilities of the Treasurer please see the associated document.

The role and responsibilities of the Treasurer that the Assistant Treasurer should be ready to assume fall in four (4) central areas:

- Translate Financial Reporting for the Board's Understanding & Action
- Help Assure the Safety & Health of Financial Systems & Internal Controls
- Oversee the Budget & Audit Processes & Requisite Financial Filings
- Help Identify Financial Trends, Risks & Opportunities

## **Appendix F – First Alternate Job Description**

### **Description**

This Job Description describes the role and responsibilities of the First Alternate of the Board of Directors (Board) of Sports Car Club of America (Organization).

### **Purpose**

The role of the First Alternate is to be in active learning mode at all times, provide insight to the Executive Committee as a 'Board Member at Large' on issues that may require board input. They may be called on to provide backup for any Board Officers should they be unavailable or incapacitated.

### **Authority**

This Job Description is adopted by majority vote of the Board pursuant to the Organization's Bylaws.

The First Alternate's authority is established by majority vote of the Board through officially electing one of its own for this leadership role. The authority of the First Alternate flows from applicable federal, state and local laws, this Board First Alternate Job Description, and any of the Organization's internal policies.

### **Role & Responsibilities of the First Alternate**

First Alternate should be actively learning and act as a 'Board Members at Large' and be "at the ready" at all times to assume the duties of any of the other Executive Committee members, or in the case of death, resignation, or inability to act.

## Appendix G – Executive Committee Charter

### Description

Per ARTICLE VI Section 1 and Section 2 of the Sports Car Club of America (SCCA) ByLaws it is appropriate to form an Executive Committee (Committee) that shall be a standing committee of the Board of Directors (BoD). This Committee Charter (Charter) describes the Committee's purpose and scope of authority, meeting schedule, membership, roles of the Committee Chair and Secretary.

### Purpose

The Committee shall be responsible for exercising the executive powers of the BoD between meetings of the Board.

### Authority

The Committee and this Charter are established by a majority vote of the BoD pursuant to the Organization's Bylaws.

### Meetings

The Committee shall meet monthly or as often as its efforts require.

### Members

The voting members of the Committee shall be elected annually by the BoD from its own members, (see ARTICLE IV of the ByLaws) consisting of not less than three nor more than five BoD members, one of whom shall be the chairperson of the Board of Directors who shall also serve as chairperson of the committee.

Members of the Committee shall include:

BoD Chair  
BoD Vice Chair  
BoD Secretary  
BoD Treasurer  
BoD First Alternate

Note that should the BoD Secretary or BoD Treasurer not be a member of the BoD, they must be non-voting members of the Committee. The Committee may request any Organization officer, employee or member to attend a committee meeting or meet with any consultant, but with prudent attention to cost and budgeting. *This shall include but not limited to the BoD Assistant Treasurer. In the event that the BoD Treasurer or the BoD Secretary are not duly elected BoD members, and the BoD Assistant Treasurer is an elected BoD member the BoD Assistant Treasurer will serve as a voting member of the Executive Committee.*

The term of each Committee member shall be *one (1) year*, and Committee members may be re-nominated for succeeding terms.

Once a quorum is present, a vote by a majority of the voting members will approve any action that the Committee is authorized to take on behalf of the BoD. Otherwise, such decisions shall be recommended to the BoD for approval by a majority of BoD members, pursuant to the normal BoD procedures outlined in this Charter and under the Organization's Bylaws.

### Committee Chair & Committee Secretary

The Committee Chair will:

- Schedule Committee meetings and develop their agendas.

- Call to order the Committee meetings, in accordance with the Organization's policies and procedures, as well as in compliance with applicable federal, state and local laws and regulations.
- Lead and facilitate the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.
- Lead and manage the Committee's affairs and communicate with and advise the BoD and President/CEO concerning issues related to the Committee Charter.
- Present, as appropriate, at BoD meetings.
- Provide to the President/CEO an annual estimate of the Committee's operating costs, including training requirements and any consultant costs. This estimate should be updated on an as needed basis.
- Serve concurrently as Committee Chair or as a member on other Organization task forces or committees.

The Committee Secretary will:

- Keep a record of all proceedings (Meeting Minutes) which he or she will make available for review by the BoD prior to the next scheduled BoD Meeting.

In the absence of the Chair the BoD Vice Chair shall lead the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.

### **Charge of the Committee**

The Committee shall:

- Exercise the executive powers of the BoD only in emergency circumstances when a quorum of the full board cannot be assembled in a timely manner.
- Work jointly with the President/CEO to draft a Strategic Plan and make recommendations to the BoD concerning the draft Strategic Plan for approval by the full BoD at or prior to the December BoD Meeting.
- Obtain from the BoD members and President/CEO agenda items for the next scheduled BoD Meeting
- Provide advice and counsel to the President/CEO.
- Communicate all actions to the full BoD within five (5) business days, or at the next scheduled meeting, whichever is less.

## **Appendix H - Budget & Finance Committee**

### **Description**

The Board of Directors (Board) of SCCA (Organization) has determined that it is appropriate to form a Budget & Finance Committee (Committee) that shall be a standing committee of the Board. This Committee Charter (Charter) describes the Committee's purpose and scope of authority, meeting schedule, membership, roles of the Committee Chair and Secretary and interaction with the Organization's President/CEO and Senior Management.

### **Purpose**

The Committee shall be responsible for recommending to the Board financial policies, goals and budgets that support the Organization's mission, values and strategic goals. The Committee will also review the Organization's financial performance against its goals and will serve as an effective conduit to provide the Board with relevant financial information that is thorough (yet clear and succinct) in its presentation. The Committee will also review (and make recommendations concerning) any major transactions, investments and expenditures which exceed the President/CEO's delegations of authority or spending authority.

### **Authority**

The Committee and this Charter are established by a majority vote of the Board pursuant to the Organization's Bylaws. Unless the Committee has been granted explicit authority by the Organization's Bylaws or by an official vote of the Board that has been duly noted in the minutes or an official policy, it may not independently decide or act on matters that would normally come before the Board.

### **Meetings**

The Committee shall meet as often as needed, to fulfil the requirements of this Charter.

### **Members**

The Committee shall consist of a minimum of three (3) and maximum of five (5) BoD members appointed by the Board Chair with concurrence of the assigned BoD member and general consent of the majority of the BoD.

The Board Chair and President/CEO shall serve as non-voting, ex-officio members of the Committee. Organization employees may not serve as a member of the Committee but may be appointed as a liaison and serve the Committee in an advisory or support capacity.

The Committee may request any Organization officer or employee attend a Committee meeting or meet with any consultant, but with prudent attention to cost and budgeting.

The term of each Committee member shall be one (1) year, and Committee members may be re-nominated.

Once a quorum is present, a vote by a majority of voting members will approve any action that the Committee is authorized to take. Otherwise, such decisions shall be recommended to the Board for approval by vote of a majority of Board members pursuant to the normal Board procedures outlined in this Charter and under the Organization's Bylaws.

The Committee may also include up to two (2) Non-BoD members to be appointed by the Board Chair. The non-BoD members may perform the duties assigned to the Committee with the exception of the right to vote at Committee meetings.

Committee members should have experience in financial and/or business management. They also must be capable of reading and understanding financial statements, budgets and have a general knowledge of generally accepted accounting principles (GAAP) and the Organization's audit reports.

### **Committee Chair**

Per the Bylaws the Committee Chair shall be the Treasurer.

The Committee Chair will:

- Schedule Committee meetings and develop their agendas.
- Lead and facilitate the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.
- Lead and manage the Committee's affairs to foster exceptional financial oversight practices in the best interests of the Organization and its members.
- Present reports/findings, as appropriate, at Board meetings.
- As requested, recommend new Committee members to the Board Chair, with all such appointments to be approved by the Board.
- Provide to the President/CEO an annual estimate of the Committee's operating costs, including training requirements and any consultant costs. This estimate should be updated on an as needed basis.
- Serve concurrently as Committee Chair or as a member on other Organization task forces or committees.
- Keep a record of all proceedings which he or she will make available for review by the Board.

In the absence of the Committee Chair, the Chair of the Board can appoint an Acting Chair to lead the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.

### **Roles of the President/CEO & Financial Manager**

The President/CEO and Financial Manager have important roles in the Committee's activities and success. The Committee may work closely with the President/CEO and Financial Manager, but they should not attempt to control or unduly influence the Committee's recommendations or proceedings. The President/CEO and Financial Manager may assist the Committee in its work by helping to:

- Provide financial training and assistance.
- Present complete, accurate, reliable and timely financial statements, information and analysis.
- Prepare and recommend annual and long-range operating and capital budgets necessary to achieve the Organization's, vision, mission and strategic goals.
- Assist in the development of financial metrics and dashboards which will enable the Committee and the Board to monitor the Organization's financial health and the achievement of its strategic and short-term goals and objectives.
- Prepare and recommend financial policies or actions for the Committee's review and approval prior to recommendation to approval by the Board.

### **Charge of the Committee**

The Committee will:

#### **1. Financial Policies & Planning**

- Recommend financial policies that maintain and improve the Organization's financial health and integrity. Review and recommend a long-range financial plan for the Organization which is consistent with and supports the Board-approved strategic plan.
- Review and recommend an annual operating budget and annual capital budget consistent with the Organization's long-range financial plan and financial policies.

#### **2. Monitoring and Overseeing Financial Performance**

- Assist the full Board in monitoring the Organization's financial performance as a whole or by business line against approved budgets, long-term trends and industry benchmarks.
- Review and approve capital expenditures that, per Board-approved policy, exceed Senior Management's delegations of authority or spending authority but are below the threshold required for Board approval.
- Review the financial aspects of significant proposed transactions, new programs and services, as well as proposals to discontinue programs or services, and make recommendations to the Board on such actions.
- Review, monitor and make recommendations to the Board concerning needed corrective actions to bring the Organization into compliance with its own policies and procedures, applicable laws or regulations,

examination recommendations, audit recommendations, internal controls, the Organization's budget and any other relevant financial targets, ratios or strategic goals or objectives.

### **3. General Duties**

- Maintain minutes of Committee meetings and regularly report to the Board on the Committee's deliberations, guidance or recommendations and any other matters requested by the Board.
- Form and delegate tasks to sub-committees, including Senior Management sub-committees, when appropriate, and require that any such sub-committee periodically present to the Committee a summary report of actions taken.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Organization's Governance Committee.
- Annually evaluate the Committee's own performance and share such evaluation with the Organization's Governance Committee.
- Other responsibilities explicitly delegated to the Committee by the Board.

## **Appendix I – Compensation Committee**

### **Description**

The Board of Directors (Board) of SCCA (Organization) has determined that it is appropriate to form a Compensation, Audit & Investment Committee (Committee) that shall be a standing committee of the Board under the leadership of the Vice Chair. This Committee Charter (Charter) describes the Committee's purpose and scope of authority, meeting schedule, membership, roles of the Committee Chair and Secretary and interaction with the Organization's President/CEO and Senior Management.

### **Purpose**

The Committee shall be responsible to prepare a performance appraisal for the President of SCCA, Inc on an annual basis. The Committee will solicit input from all Directors for this purpose. Included in this review will be an assessment of the President's performance on his annual performance plan goals for the previous year. The draft appraisal will be provided to the Chair of the Board who will have final approval and who will discuss the review with the President, no later than the end of June of each year or the mid-year face-to-face meeting.

The Committee is also responsible for the administration of the President's contract, including resolution of any disputes and/or updating of any clauses or requirements during the course of the contract. Any amendments or adjustments thereto require the approval of the full Board.

### **Authority**

The Committee and this Charter are established by a majority vote of the Board pursuant to the Organization's Bylaws. Unless the Committee has been granted explicit authority by the Organization's Bylaws or by an official vote of the Board that has been duly noted in the minutes or an official policy, it may not independently decide or act on matters that would normally come before the Board.

### **Meetings**

The Committee shall meet as often as needed, to fulfil the requirements of this Charter.

### **Members**

The Committee shall consist of the Vice Chair and a minimum of three (3) and maximum of five (5) BoD members appointed by the Board Chair with concurrence of the assigned BoD member and general consent of the majority of the BoD.

The Board Chair shall serve as non-voting, ex-officio members of the Committee. Organization employees may not serve as a member of the Committee but may be appointed as a liaison and serve the Committee in an advisory or support capacity.

The Committee may request any Organization officer or employee attend a Committee meeting or meet with any consultant, but with prudent attention to cost and budgeting.

The term of each Committee member shall be one (1) year, and Committee members may be re-nominated.

Once a quorum is present, a vote by a majority of voting members will approve any action that the Committee is authorized to take. Otherwise, such decisions shall be recommended to the Board for approval by vote of a majority of Board members pursuant to the normal Board procedures outlined in this Charter and under the Organization's Bylaws.

The Committee may also include up to two (2) Non-BoD members to be appointed by the Board Chair. The non-BoD members may perform the duties assigned to the Committee with the exception of the right to vote at Committee meetings.

Committee members should have experience in Human Resource Management and/or business management. They also must be capable of reading and understanding financial statements, budgets and have a general knowledge of generally accepted accounting principles (GAAP) and the Organization's audit reports.

### **Committee Chair**

Per the Bylaws the Committee Chair shall be the Vice Chair.

The Committee Chair will:

- Schedule Committee meetings and develop their agendas.
- Lead and facilitate the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.
- Lead and manage the Committee's affairs to foster oversight practices in the best interests of the Organization and its members.
- Present reports/findings, as appropriate, at Board meetings.
- As requested, recommend new Committee members to the Board Chair, with all such appointments to be approved by the Board.
- Provide to the President/CEO an annual estimate of the Committee's operating costs, including training requirements and any consultant costs. This estimate should be updated on an as needed basis.
- Serve concurrently as Committee Chair or as a member on other Organization task forces or committees.
- Keep a record of all proceedings which he or she will make available for review by the Board.

In the absence of the Committee Chair, the Chair of the Board can appoint an Acting Chair to lead the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.

### **Charge of the Committee**

The Committee will:

#### **1. Meet to discuss and set the annual performance goals of the President.**

- Recommend annual performance targets and goals of the President.
- Recommend associated financial/bonus targets associated with each performance goal.
- When finalized these goals/bonus targets will be reviewed with the full Board for approval, and updated the President/CEO Contract as appropriate.

#### **2. General Duties**

- Maintain minutes of Committee meetings and regularly report to the Board on the Committee's deliberations, guidance or recommendations and any other matters requested by the Board.
- Form and delegate tasks to sub-committees, including Senior Management sub-committees, when appropriate, and require that any such sub-committee periodically present to the Committee a summary report of actions taken.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Organization's Governance Committee.
- Annually evaluate the Committee's own performance and share such evaluation with the Organization's Governance Committee.
- Other responsibilities explicitly delegated to the Committee by the Board.

## Appendix J - Governance Committee

### Description

The Board of Directors (Board) of the Sports Car Club of America has determined that it is appropriate to form a Governance Committee (Committee) that shall be a standing committee of the Board. This Governance Committee Charter (Charter) describes the Committee's purpose and scope of authority, meeting schedule, membership, roles of the Committee Chair and Secretary and interaction with the Organization's President/CEO.

### Purpose

The Committee shall be responsible for enhancing the overall leadership quality, effectiveness and strategic impact of the Organization's Board and all of the elements of its governance structure and policies. Further, the Committee will oversee Board renewal through the elections process. The Committee will also direct Board member development efforts, including a robust onboarding process for new Board members and ongoing educational initiatives for current Board members. Finally, the Committee is tasked with ensuring that the Organization's deliberations are strategic in nature and that Board leadership is well-positioned – even through both Board member and President/CEO transitions – to support governance excellence at the Organization.

### Authority

The Committee and this Charter are established by a majority vote of the Board pursuant to the Organization's Bylaws. Unless the Committee has been granted explicit authority by the Organization's Bylaws or by an official vote of the Board that has been duly noted in the minutes or an official policy, it may not independently decide or act on matters that would normally come before the Board.

### Meetings

The Committee shall meet as often as its efforts require.

### Members

The Committee shall consist of a minimum of three (3) and a maximum of five (5) individuals from among the Organization's Board members.

The Board Chair shall serve as non-voting, ex-officio member of the Committee. Organization employees may not serve as a member of the Committee but may be appointed as a liaison and serve the Committee in an advisory or support capacity.

The Committee may request any Organization officer or employee attend a Committee meeting or meet with any consultant, but with prudent attention to cost and budgeting.

The term of each Committee member shall be *one (1) year*, and Committee members may be re-nominated for succeeding terms.

Once a quorum is present, a vote by a majority of members will approve any action that the Committee is authorized to take. Otherwise, such decisions shall be recommended to the Board for approval by a majority of Board members, pursuant to the normal Board procedures outlined in this Charter and under the Organization's Bylaws.

Ideally committee members should have experience in *governance, nonprofit management, business management, or administration*.

### Committee Chair & Committee Secretary

The Committee Chair shall be the current Board Secretary. The Committee Secretary shall be appointed by the Committee members.

The Committee Chair will:

- Schedule Committee meetings and develop their agendas.
- Lead and facilitate the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.
- Lead and manage the Committee's affairs and communicate with and advise the Board and President/CEO concerning issues related to good governance, and the effective functioning of the Board.
- Present, as appropriate, at Board meetings.
- As requested, recommend new Committee members to the Board Chair, with all such appointments to be approved by the Board.
- Provide to the President/CEO an annual estimate of the Committee's operating costs, including training requirements and any consultant costs. This estimate should be updated on an as needed basis.
- Serve concurrently as Committee Chair or as a member on other Organization task forces or committees.

The Committee Secretary will:

- Keep a record of all proceedings which he or she will make available for review by the Board.
- Exercise the duties of the Chair in his/her absence or if/when he/she is unable to fulfill the Chair's duties.

In the absence of both the Chair and the Committee Secretary at a Board or Committee meeting, the Committee members can appoint an Acting Chair to lead the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.

### **Role of the President/CEO in support of the Committee**

The President/CEO has an important role in the Committee's activities and success. The President/CEO will work with the Committee, but he or she should not attempt to control or unduly influence the Committee's recommendations or proceedings. The President/CEO may assist the Committee in its work by helping to:

- Provide training and assistance.
- Present complete, accurate, reliable and timely reports, information and analysis.
- Identify the Board's current and future needs related to Board member skills, characteristics and attributes.
- Ensure the best composition of the Board by working to identify, suggest and retain effective Board members that meet those needed skills, characteristics and attributes.
- In constructive partnership with the Board Chair, work to develop effective Board meeting agendas and meetings.
- Support the Committee's efforts to fully orient, educate and fully develop new and current Board members so that they can meet their responsibilities.
- Bring to the Committee and the full Board timely reports on key organization issues, changes and trends.
- Provide other reports, resources and cooperation as needed by the Committee so that it performs its charge.

### **Charge of the Committee**

The Committee will:

#### **1. Board Role & Responsibilities**

- Lead the Board in regularly reviewing and updating the Board members' statement of their legal duties, role and responsibilities.
- Assist the Board in periodically updating and clarifying primary areas of focus for the Board, including the Board's annual calendar and the overall agenda congruent with the Organization's strategic plan.
- Ensure elections and the Organization's governance are consistent with its Bylaws.
- Regularly report to the Board on the Committee's deliberations, nominations and recommendations.

#### **2. Board Composition & Structure**

- Assist in developing other Board-level committee charters and task force charges.
- Help to develop Board officers and Board members.

### **3. Board Knowledge & Development**

- Design, implement and coordinate a formal orientation and onboarding process for new Board, committee and task force members before – or as soon as reasonably possible after – their election or appointment.
- Design, implement and coordinate a robust and ongoing education program for Board, committee and task force members.

### **4. Governance, Board & Committee Effectiveness**

- Ensure that regular Board meetings and Executive Sessions are conducted in accordance with the Bylaws and Operation Manual.
- Initiate a periodic assessment of the Board's overall performance – as well as the performance of Board committees and task forces.
- Propose, as appropriate, changes in the Board's committee structure and their charters, as well as Board members' roles and responsibilities.
- Provide strong advice and counsel to the Board Chair and other Board members on steps they may take to enhance the Organization's and the Board's overall governance effectiveness.
- Regularly review the Organization's practices regarding Board member participation, conflicts of interest, confidentiality, etc. and suggest improvements as needed.
- Periodically review and update Board-level policies, procedures and practices and suggest improvements as needed.

### **5. General Duties**

- Maintain minutes of Committee meetings and regularly report to the Board on the Committee's deliberations, guidance or recommendations and any other matters requested by the Board.
- Form and delegate tasks to sub-committees, including Senior Management sub-committees, when appropriate, and require that any such sub-committee periodically present to the Committee a summary report of actions taken.
- Review and reassess the adequacy of this Charter annually.
- Annually evaluate the Committee's own performance and share such evaluation with the Organization's Audit Committee.
- Help ensure that Board leadership appropriately coordinates and transfers the Organization's and the Board's governance philosophy, practices and approach with all other Organization governing bodies (the Audit Committee and Senior Management) and incoming leaders as transitions occur.
- Other responsibilities explicitly delegated to the Committee by the Board.

## Appendix K – Training Development Committee

### **Description**

The Board of Directors (BoD) of the Sports Car Club of America (SCCA) has determined that it is appropriate to form a Training Development Committee (Committee) that shall be a standing committee of the BoD. This Committee Charter (Charter) describes the Committee's purpose and scope of authority, meeting schedule, membership, roles of the Committee Chair and Secretary and interaction with the Organization's President/CEO.

### **Purpose**

The Committee shall assist SCCA staff in the development and implementation of a comprehensive training function within the SCCA. The ongoing goal of the Committee is to provide consistent education, training, and licensing policies, procedures and practices to all club members and external stakeholders. The committee will focus on training for all operational areas of the club, including, but not limited to Road Racing, Solo, RallyCross, Road Rally and Experiential programs, stewards and officials, as well as education and training in management, leadership and communications for all members.

### **Authority**

The Committee and this Charter are established by a majority vote of the BoD pursuant to the Organization's Bylaws. Unless the Committee has been granted explicit authority by the Organization's Bylaws or by an official vote of the BoD that has been duly noted in the minutes or an official policy, it may not independently decide or act on matters that would normally come before the BoD.

### **Meetings**

The Committee shall meet quarterly or as often as its efforts require.

### **Members**

The Committee shall consist of a Chair and four (4) individuals. The Committee membership shall include two BoD Members, two National Staff members, and one (1) member from the SCCA Foundation. The SCCA Foundation has been included on the Committee to help coordinate their fund-raising efforts on behalf of this endeavor. All members shall be voting members of the Committee. The two BoD members shall serve as Liaisons from the BoD. One member shall be appointed as Chair by the BoD. All members of the committee are subject to annual appointment by the BoD.

*Additional individuals may act as advisory personnel as needed to bring specific expertise or act as subject matter expert as needed during the development phase of the education material.*

The BoD Chair shall serve as non-voting, ex-officio members of the Committee.

The Committee may request any Organization officer, employee or member to attend a Committee meeting or meet with any consultant, but with prudent attention to cost and budgeting.

The term of each Committee member shall be *one (1) year*, and Committee members may be re-nominated for succeeding terms.

Once a quorum is present, a vote by a majority of members will approve any action that the Committee is authorized to take. Otherwise, such decisions shall be recommended to the BoD for approval by a majority of BoD members, pursuant to the normal BoD procedures outlined in this Charter and under the Organization's Bylaws.

### **Committee Chair & Committee Secretary**

The Committee Chair shall be appointed by the BoD. The Committee Secretary shall be appointed by the Committee members.

The Committee Chair will:

- Schedule Committee meetings and develop their agendas.
- Lead and facilitate the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.
- Lead and manage the Committee's affairs and communicate with and advise the BoD and President/CEO concerning issues related to the Committee Charter.
- Present, as appropriate, at BoD meetings.
- As requested, recommend new Committee members to the BoD Chair, with all such appointments to be approved by the BoD.
- Provide to the President/CEO an annual estimate of the Committee's operating costs, including training requirements and any consultant costs. This estimate should be updated on an as needed basis.
- Serve concurrently as Committee Chair or as a member on other Organization task forces or committees.

The Committee Secretary will:

- Keep a record of all proceedings which he or she will make available for review by the BoD.
- Exercise the duties of the Chair in his/her absence or if/when he/she is unable to fulfill the Chair's duties.

In the absence of both the Chair and the Committee Secretary at a Committee meeting, the Committee members can appoint an Acting Chair to lead the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.

## Appendix L – Electrified Vehicle Advisory Committee

### Description

The Board of Directors (Board) of the Sports Car Club of America (SCCA) has determined that it is appropriate to form an Electrified Vehicle Advisory Committee (Committee) that shall be a standing committee of the Board. This Committee Charter (Charter) describes the Committee's purpose and scope of authority, meeting schedule, membership, roles of the Committee Chair and Secretary and interaction with the Organization's President/CEO.

### Purpose

To further the SCCA mission to fuel a safe, fun, and exciting motorsports experience for auto enthusiasts, an Electrified Vehicle Advisory Committee (EVAC), shall be appointed by the Board of Directors. The EVAC will develop and maintain EV safety guidelines for all SCCA programs as well as support and further SCCA's general knowledge base related to Electric Vehicles (EVs) and their unique requirements and capabilities, and provide insights related to the rapidly developing battery technology, and to address safety concerns expressed by competition venues.

### Authority

The Committee and this Charter are established by a majority vote of the Board pursuant to the Organization's Bylaws. Unless the Committee has been granted explicit authority by the Organization's Bylaws or by an official vote of the Board that has been duly noted in the minutes or an official policy, it may not independently decide or act on matters that would normally come before the Board.

### Meetings

The Committee shall meet as often as its efforts require.

### Members

The Committee shall consist of a Chair and a minimum of six (6) to a maximum of fifteen (15) individuals from the general club membership.

The Board Chair shall serve as non-voting, ex-officio members of the Committee. Organization employees may not serve as a member of the Committee but may be appointed as a liaison and serve the Committee in an advisory or support capacity.

The Committee may request any Organization officer or employee to attend a Committee meeting or meet with any consultant, and may as needed create subcommittees to address specific needs with prudent attention to cost and budgeting.

The term of each Committee member shall be *one (1) year*, and Committee members may be re-nominated for succeeding terms.

Once a quorum is present, a vote by a majority of members will approve any action that the Committee is authorized to take. Otherwise, such decisions shall be recommended to the Board for approval by a majority of Board members, pursuant to the normal Board procedures outlined in this Charter and under the Organization's Bylaws.

Committee members will be made up of individuals from all impacted SCCA motorsport activities as well as associated industries in support of Electrified Vehicle environment.

### Committee Chair & Committee Secretary

The Committee Chair shall be appointed by the BOD. The Committee Secretary shall be appointed by the Committee members.

The Committee Chair will:

- Schedule Committee meetings and develop their agendas.
- Lead and facilitate the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.
- Lead and manage the Committee's affairs and communicate with and advise the Board and President/CEO concerning issues related to good governance, the effective functioning of the Board.
- Present, as appropriate, at Board meetings.
- As requested, recommend new Committee members to the Board Chair, with all such appointments to be approved by the Board.
- Provide to the President/CEO an annual estimate of the Committee's operating costs, including training requirements and any consultant costs. This estimate should be updated on an as needed basis.
- Serve concurrently as Committee Chair or as a member on other Organization task forces or committees.

The Committee Secretary will:

- Keep a record of all proceedings which he or she will make available for review by the Board.
- The Committee Secretary need not be a voting/active member of the committee.

In the absence of the Chair at a Board or Committee meeting, the Committee members can appoint an Acting Chair to lead the Committee meetings and transact such business as is necessary to fulfill the Committee's charge.

## **Scope**

SCCA Divisions, Areas, and Regions

## **Charge of the Committee**

The Committee will:

- Generate EV safety guidelines for SCCA program that encompass workers, drivers, vehicles, and facilities. Utilize standards already promulgated by other organizations to ensure our guidelines are accurate, effective, and up to date.
- Share accumulated knowledge with each SCCA Program and National Staff, allowing each discipline/group to utilize the aspects relevant to their discipline.
- Facilitate and support the use of EVs in each SCCA Program.
- Partner with Program Boards and National Staff to educate principals so that they may address concerns regarding EVs expressed by competitors, event staff, and competition venues as appropriate for each Program discipline.
- Provide feedback to BoD and National Staff with data technology usage, best practices for safety, etc.
- Support the SCCA Mission and Vision at the Program level by promoting EVs as a component of safe, fun and exciting motorsports experience for automotive enthusiasts in each SCCA program.

## **Work Products/Deliverables**

- Formal EV safety guidelines tailored to the needs of each SCCA program.
- Formal and informal advice and guidance for Program Boards, National Staff, Stewards, Competitors and competition venues.
- Communication and advocacy channel between Program Boards and SCCA leadership regarding EVs

# Under Development