

LIIF Terms of Reference for Board and Standing Committees

The Board of Directors, by virtue of LIIF's bylaws, is responsible to ultimately direct the management of the business and affairs of LIIF. Part of the way the Board executes this responsibility is through the careful selection of operating committees that oversee significant activities of the corporation, recommend policies for Board approval and alert the Board about important governance matters. Committees are charged with functioning within clear policy guidelines provided by the Board. No Committee, however, may authorize or amend a policy of the corporation with the sole exception of the Executive Committee. Committees are charged with conducting their responsibilities in a fiscally prudent manner, consistent with the policies, procedures, bylaws, and mission statement of LIIF. Any Committee member has the right to refer any action to the full Board, if the member believes it does not comply with federal and local laws.

Board of Directors

Revised: October 29, 2015

The Board of Directors is responsible for the governance of the corporation, overseeing and providing for risks facing the company, approving its budget, reviewing its financial condition, its personnel policies, its loan approval guidelines, approving any new programs initiated by the staff, and providing general guidance and oversight to the President and Executive Director. The Board is responsible for appointing committees to carry out specific functions on the Board's behalf. The Board is responsible for appointing and removing members, setting terms for membership, convening meetings of the Directors, hiring and removing the President and Executive Director.

The Board is responsible for approving bylaw changes and any changes in the constitutional documents of the corporation.

Executive Committee

Revised: July 31, 2013

The Executive Committee (EC) is appointed by the Board of Directors and consists of three or more directors. One of these shall be the Chair of the Board.

Duties and Responsibilities

The EC exercises all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board. However, the EC may not fill vacancies on the Board of Directors or any committee; amend or repeal the articles of incorporation or by-laws or adopt new by-laws; amend or repeal any resolution of the Board; designate any other committees of the Board or appoint the members of any committee; approve any transaction (1) to which the corporation is a party and one or more directors has a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation and any corporation or firm in which one or more of its directors has a material financial interest.

The Executive Committee is responsible for developing recommendations to the Board for new Board members and committee assignments on an annual basis.

The Executive Committee is responsible for reviewing and approving the personnel policies of the Corporation. The Executive Committee serves as the compensation committee for the Board, ensuring compliance with all Internal Revenue Service and other legal requirements. This means that the Committee will be the approving body for individuals below the CEO levels, whom IRS requires in existing or future guidance. The Executive Committee coordinates the annual evaluation of the President and CEO. The Executive Committee reviews and recommends approval to the Board of Directors of the compensation of the President and CEO.

The Executive Committee will evaluate its performance at least annually to determine whether it is functioning effectively. The Executive Committee will review and assess these Terms of Reference at least annually and recommend proposed changes, if any, to the Board of Directors for approval.

The Executive Committee is expected to meet quarterly or more frequently if necessary.