

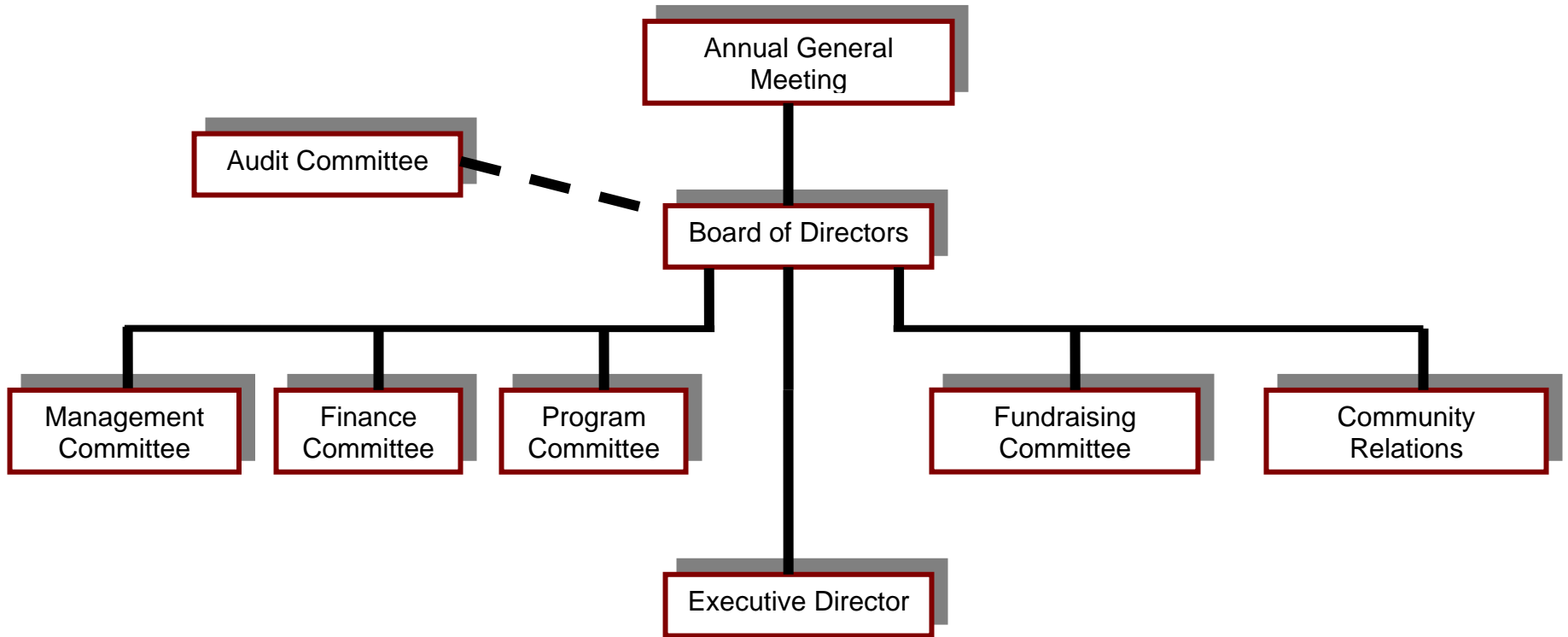
LAKE CHAPALA SOCIETY

**GOVERNANCE
STRUCTURE**

**A collaboration between Conrad LeBlanc
and the LCS Strategic Planning Work Group**

October 27, 2009

GOVERNANCE STRUCTURE
ORGANIZATIONAL CHART



PROPOSED LCS GOVERNANCE STRUCTURE AND RESPONSIBILITIES

(OCTOBER 5, 2009)

1. ANNUAL GENERAL MEETING

Members at the Annual General Meeting have the following decision-making powers:

- a. To establish the *general orientation* of LCS by adopting:
 - i. The *philosophy* of LCS (*vision, mission, mandate and values*); and
 - ii. The *long-term* and *strategic goals* of LCS.
- b. To receive the President's Report containing the major accomplishments of the Society during the past year in comparison to the established *strategic goals*.
- c. To ratify the financial statements of the previous year.
- d. To ratify the appointment of an external auditor.
- e. To determine the types of memberships and dues.
- f. To elect and remove Board members and officers.
- g. To receive *annual objectives* and financial projections for the coming year.

Note: The Secretary will take minutes of the proceedings at the Annual Meeting and/or Extraordinary Membership Meetings and have them translated into Spanish to be appropriately registered as an official document.

2. BOARD OF DIRECTORS

Accountable to the Annual General Meeting, the Board of Directors in accordance with Mexican law, assumes the following decision-making powers:

a. Accountability to members at the Annual General Meeting

- i. To govern LCS in accordance with the decisions of the members at the Annual General Meeting and Extraordinary Meetings.
- ii. To ensure that decisions are respectful of the *philosophy*, and the *long-term* and *strategic goals* of LCS.
- iii. To approve the *annual objectives* in accordance with the *strategic goals* of LCS to the extent that *resources* are available.
- iv. To evaluate results in comparison to established objectives.
- v. To submit recommendations to the Annual General Meeting.

b. Policies

- i. To approve policies governing LCS.
- ii. To approve the policies governing the management of operations, personnel, *resources*, programs, services, marketing and promotion.

c. Personnel

- i. To approve all position descriptions.
- ii. To hire and dismiss the Executive Director.
- iii. To evaluate annually the performance of the Executive Director in accordance with established objectives and approve his remuneration.

d. Finances

- i. To approve the annual budget and its revisions.
- ii. To monitor the financial situation of LCS.
- iii. To ensure that all transactions are documented and traceable.

e. Board Operations

- i. To establish Board committees, by establishing their purpose, appointing their chairs and ratifying committee members.
- ii. To dismiss with cause any Board member.

3. STANDING COMMITTEES

The Board of Directors establishes the following standing committees to ensure the governance of LCS. There are five (5) standing committees:

- Management Committee
- Program Committee
- Finance Committee
- Fundraising Committee
- Marketing Committee

The Management, Program and Finance Committees make recommendations dealing with the LCS internal environment. The Fundraising and Marketing Committees make recommendations dealing with the LCS external environment. All standing committees must work cooperatively, in tandem, with open communications between each other to implement the strategic plan.

A. Management Committee

- a. The Management Committee assumes the following functions:
- b. To ensure that committee decisions are respectful of LCS vision, mission, mandate and values.
- c. To recommend to the Board of Directors:
- d. Policies ensuring the efficient management of LCS human, material (building, land, equipment, furniture, supplies) and technological resources (systems, hardware, software).
- e. Prioritized strategic goals and annual objectives with respect to the operations and resources.
- f. An impartial grievance process and monitor its progress.
- g. Long term legal agreements that are not financial in nature.
- h. To monitor the implementation of the Strategic Plan with respect to the committee's mandate.
- i. To evaluate results in comparison to established policies and objectives in the area of human, material and technological resources.

B. Program Committee

- a. The Program Committee assumes the following functions:
- b. To ensure that committee decisions are respectful of LCS vision, mission, mandate and values.
- c. To ensure that programs, products and services respond to the needs of the community.
- d. To recommend to the Board:
- e. Policies governing the management of programs, products and services.
- f. Prioritized strategic goals and annual objectives with respect to programs, products and services.
- g. An annual calendar of events with respect to committee mandate.
- h. To monitor the implementation of the Strategic Plan with respect to the committee's mandate.
- i. To evaluate results in comparison to established policies and objectives with respect to programs, products and services.

C. Finance Committee

- a. The Finance Committee assumes the following functions:
- b. To ensure that committee decisions are respectful of LCS vision, mission, mandate and values.
- c. To recommend to the Board of Directors:
- d. Tool ensuring the efficient management of LCS financial resources and policies.
- e. The annual budget and its revisions.

Finance Committee (cont.)

- f. Monthly and Annual financial statements.
- g. External auditors.
- h. Long-term legal agreements that are financial in nature.
- i. To monitor the implementation of the Strategic Plan with respect to the committee's mandate.
- j. To evaluate results in comparison to established policies and objectives with respect to LCS finances.

D. Fundraising Committee

- a. The Fundraising Committee assumes the following functions:
- b. Ensure that committee decisions are respectful of LCS vision, mission, mandate and values.
- c. Recommend to the Board of Directors:
- d. Fundraising projects with implementation plan.
- e. Policies governing management of fundraising activities.
- f. Prioritized strategic goals and annual objectives with respect to fundraising.
- g. An annual calendar of events with respect to committee mandate.
- h. To monitor the implementation of the Strategic Plan with respect to the committee's mandate.
- i. Evaluate results obtained in comparison with established fundraising objectives and policies.

E. Community Relations Committee

- a. The Community Relations Committee assumes the following functions:
- b. To ensure that committee decisions are respectful of LCS vision, mission, mandate and values.
- c. Regularly undertake a market analysis relevant to LCS.
- d. Recommend strategies to the board to implement the needs identified by the market analysis
- e. Assist the Program and Fundraising committees to carry out their strategies.
- f. To monitor the implementation of the Strategic Plan with respect to the committee's mandate.
- g. To evaluate results in comparison to established objectives.

4. EXECUTIVE COMMITTEE

- a. The Executive Committee is comprised of the 4 (four) Officers: President, Vice-President, Secretary and Treasurer.
- b. The Executive Committee will be convened for the following purposes:
 - i. To act as a Selection Committee for the position of Executive Director for purposes of recommendation to the Board of Directors.
 - ii. To evaluate annually the performance of the Executive Director and submit recommendations to the Board.
 - iii. To make decisions in urgent or emergency situations which are beyond the authority of the Executive Director.
 - iv. To recommend to the Board of Directors the suspension or expulsion of a Society member.
 - v. Other items at the discretion of the Board

5. INTERNAL AUDIT COMMITTEE

The Audit committee is an ad hoc committee of at least three (3) members which are ratified at the Annual General Membership meeting. It is independent from the LCS Board and reports directly to the membership with the following mandate:

- a. To monitor the integrity of financial statements, the compliance with governing documents, and the performance of general operations.
- b. To offer advice for the improvement of the organization and its operations.
- c. To review financial reports with the LCS Treasurer and Finance Committees prior to each LCS Board meeting.
- d. To make recommendations to the LCS Board regarding:
 - i. Finances
 - ii. Financial controls and operations
 - iii. Compliance with governing documents
 - iv. General internal controls, policies and procedures
- e. To advise the LCS Board and Executive Director on issues requiring immediate clarification, resolution or consideration.
- f. To make at least semi-annual reports of its findings to the membership.

6. THE RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

Summary

The Board of Directors may hire an Executive Director who, in accordance with the policies approved by the Board, a) recommends strategies and plans b) makes policy recommendations to the Board and c) ensures the implementation of the *general orientation*, strategies and action plans of the Society. The Executive Director ensures the efficient management of personnel, *resources*, programs, services and the operation of the Society.

Responsibilities

- a. The Executive Director assumes the following responsibilities in accordance with policies established by the Board of Directors,:
- b. To recommend to the Board of Directors and its committees strategies, plans and policies such as:
- c. Strategic, marketing and annual action plans.
- d. Annual budget and its revisions.
- e. Policies governing resources (human, material, technological, financial), operations, programs, services, marketing, promotion, communications.
- f. To implement the decisions of the Board of Directors.
- g. To manage LCS operations, resources and services.
- h. To submit reports to the board and standing committees with respect to the implementation of annual objectives.
- i. Following established procedures, to approve the hiring, training and evaluation, and if required, dismissal of LCS personnel and service volunteers.
- j. To ensure effective liaison with the media, governments, public and private sector organizations.
- k. To promote LCS programs and services.
- l. To ensure good communication and professional relationships within LCS.
- m. To ensure that the following services are available to the Board and its Standing committees including:
 - n. Assistance in the preparation of a draft agenda for the approval of the Board.
 - o. Preparation and distribution of documentation.
 - p. Organization of meetings logistics.
 - q. To ensure the proper care, security and access to LCS records.
 - r. To assume any other relevant responsibilities assigned by the Board of Directors.