



## **BOARD COMMITTEES**

# BOARD COMMITTEE STRUCTURE

## **Board Members & Officers**

Ralph Balber (Chair)  
Kathy Miller (Vice Chair)  
Stephen D. Price, CPA (Treasurer)  
Amber Fields (Secretary)

Carlos Alexander	Lora Moore
David Brinegar	Phil Nolting
Jim Dalton	Victor Perkins
Barton Early	James Scheidler
Patricia O. Edwards	Jessica Smiley
John Ehrmann	Karen Snyder
Lisa K. Grimes	Rick Torbeck
John Krutz	Jake Zupancic
Brad Linville	
Amy Martin	

## **FINANCE/AUDIT/INVESTMENT COMMITTEE**

Jessica Smiley - Chairperson, Finance Committee  
Steve Price  
Jim Dalton  
Lisa Grimes - Chairperson, Investment Committee  
Victor Perkins  
Octavius Molton

## **COMPENSATION COMMITTEE**

Lisa Grimes - Chairperson  
Jim Dalton  
John Erhmann  
Patty Edwards  
Brad Linville  
Yolanda Means

## **HR COMMITTEE**

Patricia O. Edwards - Chairperson  
Kathy Miller  
Victor Perkins  
Bart Early  
Jim Scheidler  
Jake Zupancic  
Lora Moore  
Jennifer Maggard  
Yolanda Means

## **Foundation Board Members & Officers**

Bob Kort (Chair)  
Jeff Hadden (Vice Chair)

Dr. Jim Dalton	Happy Dhani
Ali Fell	Lisa Grimes
Gary Harris, Sr.	Gregg Keele
Mary Beth Oakes	Chris Wilkes

## **RISK COMMITTEE**

Rick Torbeck  
John Krutz  
Steve Price  
Ralph Balber  
Jim Dalton  
Chris Wilkes  
Bob Kort  
Kemberly Dailey-Johnson  
Donnie McCoy

## **GOVERNANCE COMMITTEE**

Bart Early- Chairperson  
Carlos Alexander  
Brad Linville  
Ralph Balber  
Jim Dalton  
John Krutz  
Patricia O. Edwards  
Jim Scheidler  
Jenny Peters-Reece

## **PROGRAMS AND SERVICES COMMITTEE**

Amber Fields - Chairperson  
Karen Snyder  
John Erhmann  
Amy Martin  
Phil Nolting  
Rick Torbeck  
David Brinegar  
Jennifer Maggard

## **DCA\***

Karen Snyder  
Amber Fields  
\*5 additional at-large members

## **EXECUTIVE COMMITTEE**

Executive Committee meets as needed and consists of Officers of the Board, as well as Committee Chairs.

# Executive Committee

The Executive Committee of Damar Services, Inc. is responsible for working in support of, or occasionally in place of, the full Board.

## Committee Membership

The Executive Committee serves at the pleasure of the full Board and consists of the officers of the Board. By tradition the chairs of all standing committees are invited to attend Executive Committee meetings. The Executive Committee Chair is also the Board Chair, who serves a two-year term to correspond with the two-year term as Board Chair.

## Committee Action & Authority

The Executive Committee will meet upon request of the Board Chair for the purpose of performing business, and may meet as often as necessary. The Executive Committee may exercise all the powers and authority of the Board in the management of the business and affairs of Damar between Board meetings. The Executive Committee will not have power to amend Damar's charter, by-laws, or to fill vacancies on Damar's Board. The Executive Committee will perform such other duties as may from time to time be delegated to it by the Board.

All action by the Executive Committee will be reported at the next Board meeting, except as the Board may waive compliance with the requirement. The Board may reconsider any action by the Executive Committee, and take action thereon, provided no such reconsideration will adversely affect the rights of third parties who have acted in reliance on action of the Executive Committee taken in accordance with the authority of these by-laws.

The Executive Committee Chair is responsible to report to the Board all plans, activities, and accomplishments of the Committee, in accordance with the following duties and responsibilities, and to formulate and recommend actions by the full Board prior to implementation.

## Role & Responsibilities

The work of the Executive Committee revolves around three major areas:

### *Board Policy*

Carries out specific directions of the Board, and take action on policies when they affect the work of the Executive Committee or when the full Board directs the Committee to do so.

Acts on behalf of the Board on all issues related to Damar business between Board meetings, with responsibility to report actions to the Board for ratification or further Board action at the next meeting.

### *Chief Executive*

Nurtures the President & CEO by providing counsel, feedback, and support.

Assume the lead in the search for a new President & CEO or delegate the responsibility to a task force.

Seeks approval from the full Board before terminating an existing President & CEO or hiring a new President & CEO.

### *Urgent Issues*

Resolves an emergency or organizational crisis (e.g., loss of funding or unexpected loss of President & CEO).

# Governance Committee

The Governance Committee of Damar Services, Inc. is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board.

## Committee Membership

The Committee is comprised of Board Members and is generally chaired by the most recent Immediate Past Board Chair.

## Committee Evaluation

The Governance Committee is charged with oversight of Board structure, effectiveness and efficiency, including evaluation of all Board committees

## Role & Responsibilities

The work of the Governance Committee revolves around the following five major areas:

### *Board Role & Responsibilities*

- Leads the Board in regularly reviewing and updating Board statements of its role and areas of responsibility, and the expectations of individual Board Members.
- Assists the Board in periodically updating and clarifying the primary areas of focus for the Board — the Board's agenda for the next year or two — based on the strategic plan.
- Conducts annual assessments of all Board committees in relation to the requirements of the Damar's charter and such other matters as the Committee deems appropriate. Changes recommended as a result of assessments are presented to the Board and addressed as the Board deems appropriate.

### *Board Composition*

- Leads in assessing current and anticipated needs for Board composition, determining the Board's knowledge, attributes, skills, abilities, influence, and access the Board will need to consider to accomplish future work of the Board.
- Develops a profile of the Board as it should evolve over time.

### *Board Membership*

- Identifies and presents potential Board Member candidates and explores with each candidate his or her interest and availability for Board service.
- Nominates individuals to be elected as members of the Board.
- Designs and oversees a process of Board orientation, including information prior to election as a Board member and information needed during the first cycle of Board activity for new Board Members.
- Reviews and evaluates member relations
- Designs and implements an ongoing program of Board information and education for all Board Members.
- In cooperation with the Board Chair, meets annually with each Board Member to assess his or her continuing interest in Board membership and term of service. Works with each Board Member to identify the appropriate role he or she might assume on behalf of the organization.

### *Board Effectiveness*

- Leads the periodic assessment of the Board's performance; proposes, as appropriate, changes in Board structure, roles, and responsibilities.
- Provides ongoing counsel to the Board Chair and other Board leaders on steps they might take to enhance Board effectiveness.
- Regularly reviews the Board's practices regarding member participation, conflict of interest, confidentiality, etc., and suggests improvements as needed.
- Periodically reviews and updates the Board's policy guidelines and practices.

### *Board Leadership*

- Takes the lead in Board succession planning, taking steps to recruit and prepare for future Board leadership.
- Nominates Board Members for election as Board Officers.

# Finance Audit & Investment Committee

The Finance and Insurance Committee of Damar Services, Inc. is responsible for assisting the Board in ensuring Damar Services, Inc. is in good fiscal health.

## Committee Membership

The Committee is comprised of Board Members as well as members of Damar's executive team, including the President & CEO and Sr. Vice President & Chief Financial Officer (CFO). The Committee Chair works closely with the CFO to lead the Committee's agenda and working focus. A subset of the Finance Committee, known as the Investment Committee, is tasked specifically with overseeing the investment policy, investment return and investment management.

## Role & Responsibilities

The work of the Finance Committee revolves around the following five major areas:

### *Finance & Accounting Policy*

Reviews and recommends financial policies to the Board, including ensuring adequate internal controls and maintaining financial records in accordance with standard accounting practices.

### *Financial Reporting to the Board*

Presents bi-monthly financial statements to the Board.

### *Budgeting & Financial Planning*

Proposes for Board approval a budget that reflects Damar's goals and needs, and Board policies.

Ensures that the budget accurately reflects the expenses, and revenue of Damar Services, Inc.

Monitors income and expenditures against projections.

Coordinates activities and recommendations with other Committees when appropriate and as needed.

Recommends and assists in developing sources of funding, e.g. per diem, grants, contributions.

Determines long term capital requirements, establishing goals and programs to meet these requirements.

### *Compliance & Risk Management*

Reviews proposed new funding for financial implications, recommending approval or disapproval to the Board.

Ensures that Damar Services, Inc. has the proper risk management provisions in place, including appropriate and adequate insurance coverage for Damar and the Board.

### *Board Knowledge*

Ensures that the Board as a whole is well-informed about the Damar's finances.

Take measures to educate the Board on areas that need further explanation.

# Programs & Services Committee

The Program & Services Committee of Damar Services, Inc. provides consultation, recommendation and support of program and service changes, modifications, expansions, research, and strategies. Members of the Committee have specific interest in the various service options at Damar and become well-versed in the service delivery mechanisms provided.

## Committee Membership

The Committee is comprised of Board Members and Damar's President & Chief Executive Officer (CEO). The Committee Chair and the CEO work together closely to lead the Committee's agenda and working focus.

## Role & Responsibilities

The work of the Program & Services Committee revolves around the following four major areas:

### *Consultation*

Annually reviews Damar's mission and values statements to ensure that they are relevant and that the programs support them.

Supports the staff in implementing annual program and service plans (e.g., providing professional expertise, identifying potential contacts)

Works closely with other Board Committees, specifically the Finance Committee.

### *Evaluation of Programs & Services*

Reviews reports prepared by the staff about the impact of programs and services.

Monitors and evaluates the quality and effectiveness of the programs and services.

Reviews proposed new program and service opportunities for financial and other implications, recommending approval or disapproval to the Board.

### *Board Knowledge*

Ensures that the full Board is well-informed about the programs and services, and factors affecting service changes, modifications, expansions and funding.

### *Programs & Services Support*

Promotes Damar's mission, programs and services to the community.

Ensures adequate resources (e.g., staff, funding) to implement Damar's programs and services.

# Human Resources Committee

The Human Resources Committee of Damar Services, Inc. provides consultation and support to the Executive Leadership Team and the Board in employment practices – including recruitment, retention, and employee benefit strategies. Members of the Committee have specific interest in employment challenges and successes at Damar at all levels of the organization but specifically focused on the direct care worker in the delivery of direct services to clients. Committee members become well-versed in Damar's employee demographics and employee needs and challenges. The Committee also brings and industry perspective on measuring success and rates of retention and turnover.

## Committee Membership

The Committee is comprised of Board Members and Damar's Chief Human Resources Officer (CHRO). The CEO and COO of Damar often attend these Committee meetings. The Committee Chair and the CHRO work together closely to lead the Committee's agenda and working focus.

## Role & Responsibilities

The work of the Human Resources Committee typically focuses on three major areas:

### *Employment Consultation (Recruitment and Retention)*

At least annually, the Committee reviews Damar's strategies to ensure relevance and success to the current employment market.

### *Employee Benefits*

At least annually, the Committee reviews Damar's employee benefits to ensure cost effectiveness and quality of service and support delivery to employees and administrators.

### *Program and Service Needs/Expansions*

Supports the staff in forecasting and implementing hiring and recruitment strategies in response to changes in Damar's Programs and Services.

Ensures that the full Board is well-informed about Damar's employment experiences, successes, and ongoing challenges.

# Risk Committee

The Risk Committee of Damar Services, Inc. is an committee that has responsibility for the oversight of the risk management policies and practices of Damar's operations, as well as oversight of the organization's risk management framework. Members of the Committee become well-versed in Damar's risk management program, performance/quality improvement initiatives and real estate holdings and grounds, among others.

## Committee Membership

The Committee is comprised of Board Members and Damar's Vice President Performance and Quality Improvement. The Committee Chair and the Vice President work together closely to lead the Committee's agenda and working focus. The President and CEO of Damar frequently attends Committee Meetings.

## Role & Responsibilities

The work of the Risk Committee includes consultation and input on procedures establishing risk management governance, risk control infrastructure and systems and processes therein, identifying risk management deficiencies, ensuring effective and timely implementation of actions to address emerging risk, setting risk appetite, buying, selling and/or leasing properties. The Committee is well-versed in the long-term needs of Damar's many programs and services.

The Committee works closely with other Board Committees, specifically the Finance Committee and the Programs and Services Committee. The Risk Committee is active in response to Damar's needs – meeting regularly or on an as-needed basis.

The Committee ensures that the full Board is well-informed about Damar's assets and real estate needs and all the factors affecting maintenance, changes, modifications, expansions and funding.

# Compensation Committee

The Compensation Committee of Damar Services, Inc. discharges the duty of the Board in fulfilling the Board's oversight responsibilities for determining the adequacy and reasonableness of the compensation and benefits paid to the President & CEO and other executive level employees of Damar Services Inc. who fit the IRS definition of "disqualified person".

## Committee Membership

The Compensation Committee is comprised of a Chair, the Board Chair and other Board Members who are volunteers (not compensated by Damar) and operate independently without undue influence from the President & CEO and other Damar executives. No Damar employee, relative of an employee, or individual having any relationship with an employee that could present a conflict of interest may serve as a member of the Committee.

## Committee Resources & Authority

The Compensation Committee has the resources and authority it deems appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, or other experts or consultants relating to executive compensation, benefits, or other matters, without seeking approval of the Board or management. In carrying out its responsibilities – and to ensure competitiveness and reasonableness in its due diligence – the Committee may rely upon reasoned written opinions from qualified legal, accounting, compensation, and valuation experts.

## Role & Responsibilities

The work of the Compensation Committee revolves around two major areas:

### *Compensation Policy*

Reviews and approves Damar's compensation policies and strategies to ensure consistency with its mission and values, and applicable legal and regulatory requirements.

### *CEO Evaluation & Compensation*

- Conducts an annual review of the CEO's performance and of his or her compensation and benefits in relation to the marketplace.
- Decides on any changes in the CEO's compensation and/or benefits (including retirement benefits or issues relating to retirement) or in his or her employment agreement.
- Reviews and comments on the CEO's annual performance goals.

- Prepares a compensation package for review and approval by independent legal counsel, the CEO and the full Board.

### *Executive Employee Compensation*

- Reviews and approves applicable cash and non-cash compensation policies and programs applicable to those executives.
- Takes all reasonable and prudent steps to comply with tax-exempt status to ensure that no part of Damar's net earnings inures to the private benefit of any individual or group of individuals.
- Reviews a wide-range of market salary data for both profit and not-for-profit sectors in assessing compensation for Damar's executive staff. The Committee considers the complexity, size, innovation and level of difficulty of services Damar provides, as well as various operational performance criteria as part of its recommendations for executive compensation.
- Commissions a third-party independent evaluation of Damar's compensation program at least once annually by an independent consulting or law firm to evaluate Damar's program against the competitive market.
- Sets executive compensation policy and makes decisions with respect to the compensation of executives of Damar by reviewing the annual assessment, annual executive salary and benefit levels, and performance evaluations.
- Establishes reasonable compensation levels on a position-by-position basis by:

1) Assessing the nature and scope of each executive position;

2) Assessing the basis for which compensation is paid to individuals holding such positions, including unique background, experience, personal skills, exceptional performance, additional duties and abilities, and challenges facing the organization that require the use of such attributes or skills; and

3) Determining the relevant market data for the executive position it reviews by obtaining reliable and comparable benchmark data from independent compensation surveys, and from both tax-exempt and for-profit organizations, focusing on information from comparably organized institutions with similarly sized budgets.

- Documents the basis for the determination of the reasonable compensation, including performance evaluations and market data used as benchmarks.
- Establishes salary increase reassessments based on external equity, internal equity, and/or merit.