



OPERATING AGREEMENT
by and between
The Community Foundation for Northeast Florida
and
Women's Giving Alliance
Approved by Steering Committee on 11/17/2016

The Community Foundation for Northeast Florida ("TCF") is a not-for-profit public charity. Women's Giving Alliance is an initiative of TCF, which continues to endorse and support its mission. The purpose of this AGREEMENT is to memorialize the manner in which Women's Giving Alliance will operate as an initiative of TCF and shall not be deemed a contract between TCF and Women's Giving Alliance members, individually or collectively.

For purposes of this AGREEMENT, "WGA" refers to the individual members of Women's Giving Alliance and the leadership elected to represent those members, individually and collectively, and Women's Giving Alliance.

I. PURPOSE

TCF and WGA believe in the mission of Women's Giving Alliance and want this initiative to be effectively, efficiently and appropriately operated to ensure success. TCF and WGA believe this initiative will be best served by delineating in writing within this AGREEMENT their common understanding of their relationship and the commitments they each make to one another and to the initiative.

II. LEADERSHIP AND COORDINATION

To facilitate coordination of TCF and WGA activities and communication between staff and volunteers, the respective presidents or their designee will meet on a regularly scheduled basis. These meetings may include the WGA vice presidents and designated TCF staff. They will provide an appropriate venue for resolving any issues related to interpretation and/or implementation of this AGREEMENT; adjustments related to changes in personnel or other circumstances, including unforeseen challenges and opportunities; and other concerns that may arise. When questions require immediate attention, the two presidents may communicate between-meetings. Formal amendments to the AGREEMENT may be made in a bi-annual review, as described below.

III. ADMINISTRATION, EDUCATION, MEMBERSHIP

A. TCF COMMITS TO:

1. Provide Staff Support for Designated WGA Activities
 - a. Designate staff members to serve as the primary contact for WGA logistics and inquiries and a specific staff member as a liaison to the WGA President
 - b. Respond to WGA requests within 24 business hours and agree upon timeline for work completion based on nature of specific request (via appropriate TCF staff member)
 - c. Provide one voting member of the WGA Steering Committee.
2. Manage the Donor/Member Database
 - a. Maintain database of current and past WGA members, prospects and donors including all gift information
 - b. Retain ownership of all lists and content in database
3. Generate and Disseminate lists
 - a. Provide mailing lists to mail house
 - b. Provide mailing and member lists to committee chairs, as requested, in mutually agreed upon format
 - c. Distribute electronic weekly membership report (Nov 1st- May 15th) to Steering Committee in agreed upon format. Reports will be sent during June-October when new members join or renew.
4. Assist with Events
 - a. Enter into contracts, arrange for deposits and payments, secure event space and assist with negotiating terms, as needed.
 - b. Provide TCF point of contact and medium for RSVP's, to be determined by TCF staff
 - c. Maintain RSVP lists for all member events
 - d. Generate nametags for the Annual Meeting, Member Forum and Strictly Social gatherings
 - e. Process all revenues and expenses
 - f. Provide a representative at events as backup assistance, if requested
 - g. Provide periodic updates on RSVP's received and list of attendees for registration purposes, according to a mutually agreed upon schedule determined for the event
 - h. In consultation with WGA Event volunteers, create seating charts for large, seated WGA events.
5. Assist with Miscellaneous Administrative Needs
 - a. Order supplies as needed
 - b. Provide meeting space for WGA meetings and events, as available

- c. Maintain all files and official records in accordance with TCF policy (attachment 1)
- d. Send marketing materials to members and prospects as requested

B. WGA COMMITS TO:

1. Meetings

- a. Notify TCF of scheduled WGA committee meetings and events as soon as possible. If TCF staff is requested to attend meetings, include staff in survey to choose dates for meeting.
- b. Submit room requests by email to TCF staff at least two weeks in advance, or as soon as possible.
- c. Provide a draft copy of Steering and Finance Committee minutes to TCF for review prior to distribution to committee members

2. Supplies

- a. Approve quantity and type of stationery before TCF places printing supply orders
- b. Advise TCF of large quantity supply needs so as to mitigate additional costs of 'rush' orders and to ensure timely delivery

3. Events

- a. Plan and coordinate all events, including but not limited to invitation and other material design and printing requests, venue and meal selection, procurement of audio visual equipment, speaker coordination and promotion, registration of guests and table assignments
- b. Handwrite envelopes and apply stamps for mailings where electronic label/stamp is not preferred
- c. Submit attendance record to TCF staff for reconciliation with TCF database and financial reports
- d. Acknowledge TCF at all WGA events including Annual Meeting, Member Forum, Education events and Connector events, explaining the relationship to TCF, and recognize or introduce TCF Board of Trustees or TCF staff present at events as appropriate

4. Miscellaneous Administrative Functions

- a. Ensure completion of Confidentiality/Conflict of Interest agreements by all Steering, Finance, and Grants committee members
- b. Obtain written authorization from TCF before using its Florida sales tax-exemption form, which may not be reproduced by individual WGA members.
- c. Avoid entering into legally binding contracts or making other commitments on behalf of TCF. WGA does not have the authority to make such legally binding contracts or commitments
- d. Notify TCF of any requested changes to information or content, or discrepancies in, reports or lists given to WGA

- e. Designate committee chairs as liaisons with TCF and channel all operations-related communication with TCF through them, WGA President, President-Elect or WGA Vice Presidents
- f. Abide by all TCF policies and procedures, including "Policies and Guidelines for Promoting Funds of The Community Foundation for Northeast Florida." (Attachment 2), and TCF Advocacy Policy (Attachment 3)
- g. During Nominating deliberation, keep TCF lead staff and WGA Leadership Team apprised of Nominating Committee recommendations

IV. COMMUNICATIONS

TCF and WGA agree to define communications as follows:

External communications are those designed for the benefit of WGA members AND used to recruit members and promote the work of WGA. These include but are not limited to: Annual report, grants brochure, education/program brochure, website, social media properties and all contact with media sources including press releases.

Internal communications are those designed primarily for the benefit of WGA members. These include but are not limited to: E-news, Connector events, and member only events.

A. TCF COMMITS TO:

1. Member Communications

- a. Provide historical information about various materials and communication processes and consult with committee chairs, as requested, to facilitate production of printed materials such as the annual report
- b. Arrange purchase and printing of WGA materials such as letterhead and brochures
- c. Assemble, address and mail printed communications
- d. Mail paper copies to members who do not use e-mail

2. Newsletter/Electronic Communication

- a. Review, edit final format, as needed, and distribute electronic newsletter to members
- b. Post Electronic newsletter on website
- c. Notify WGA immediately of maintenance/update conflicts

3. Website

- a. Maintain website for WGA, for promotional and marketing purposes
- b. Update website based on written requests. If the completion date is not achievable, notify WGA immediately.
- c. Complete website updates promptly, in consultation with outside vendor(s) and in consideration of all TCF priorities. In all cases, if a previously agreed upon completion date changes, notify WGA immediately so adjustments can be made.

4. Social Media

- a. Serve as a resource, when appropriate, regarding the use of social media platforms and The Community Foundation. This includes providing a timely response to content when a review is required to capture the utility of using a social media platform.
- b. Notify WGA of any changes to the TCF Communications policies and provide guidance regarding implementation by WGA.

B. WGA COMMITS TO:

1. Member Communications

- a. Submit final draft of copy of all promotional materials for all major events and initiatives (invitations, calendar of events, brochures, press releases, annual report, E-news, etc.) to TCF for approval prior to distribution to any audiences (In general, connector events are not subject to this stipulation).
- b. Acknowledge TCF in any and all written and electronic communications with its members and the general public, using TCF approved boilerplate language
- c. Work with WGA Communications Committee to develop and implement media plans to announce and promote awarded grants.
- d. Involve lead staff, and VP of Strategic Communications at The Community Foundation on all final versions of external communications prior to sending to printer.

2. Newsletter/Electronic Communication

- a. Designate one WGA point of contact
- b. Provide an annual schedule to TCF; negotiate any changes in the schedule with TCF staff
- c. Provide copy and photos according to the schedule

3. Website

- a. Provide written requests for information, materials and website revisions, excluding committee materials that may be added/deleted/revised by co-chairs.
- b. Provide one primary WGA contact for web site content
- c. All website requests for posting must go through WGA contact
- d. Coordinate all website projects through Communications Committee with counsel/advice of TCF's staff consultants and with appropriate concern for minimizing staff /consultant costs.

4. Social Media

- a. Monitor and provide content for all social media platforms utilized by WGA. Those items which require review by the VP of Strategic Communications at The Community Foundation, will be submitted in a

- timely manner to capture the utility of using a social media platform.
- b. Abide by all communications policies implemented by The Community Foundation during the term of this operating agreement.
- c. Abide by the Social Media Policy approved by The Steering Committee in 2016, which may be updated from time to time by The Communications Committee in consultation with TCF and WGA leadership.

V. FINANCIAL FUNCTIONS

A. TCF COMMITS TO:

1. Process WGA accounts payable
 - a. Pay invoices with proper approvals and documentation with a minimum of 14 days advance notice
 - b. Charge checks to the requested expense category
2. Track WGA accounts receivable
 - a. Book grants and monitor donation pledges and payments
 - b. Send pledge reminders to members in February each year
3. Process WGA contributions
 - a. Process member dues (currently \$1,500) as specified in WGA Bylaws and policy: \$1,000- grantmaking, \$300- endowment, \$50 WGA Special Projects Fund and \$150- administrative costs
 - b. Acknowledge all gifts in accordance with TCF policies
 - c. Track gifts by donor and maintain records
 - d. Process credit card transactions
 - e. Inform WGA leadership team members of any gift beyond the regular membership dues on a quarterly basis (Legacy, Endowment, Grants pool, Gifts in Honor or in Memory)
4. Process WGA grant awards
 - a. Book grant payments and process grant checks
5. Manage Women's Endowment Fund
 - a. Pool Women's Endowment Fund, a permanently endowed fund of TCF, with other TCF endowed assets and credit to the fund quarterly it's pro rata share of net investment returns
 - b. Charge a support of TCF services fee, in accordance with TCF's board-approved fee schedule, deducted quarterly in arrears from the WGA Endowment Fund
 - c. Deduct direct administrative expenses of WGA Endowment Fund, if any, from Women's Endowment Fund
6. Provide Financial Statements

- a. Add quarterly budget to actual operations budget
- b. Prepare and post WGA financial reporting to WGA website within 45 days of close of calendar-year quarter
- c. Provide WGA Finance Committee with quarterly accounting of TCF's subsidy to WGA (time and money) in order to reconcile to WGA operating budget

B. WGA COMMITS TO:

- 1. Provide invoices to TCF's Finance Department
 - a. Purchases must be approved in advance by the WGA president. TCF pays invoices and provides the WGA Treasurer with a detailed listing of expenses.
 - b. Payment documentation must be provided one week before a check is needed
- 2. Review financial reports provided by TCF and notify TCF without delay, of any proposed changes to, or discrepancies identified in, financial reports.
- 3. Designate the WGA Treasurer to act as primary point of contact for communication with TCF regarding finance-related issues, although the WGA President, Vice Presidents, Education Co-chair and Communications Co-chair may contact TCF directly, as needed.
- 4. Budget and manage event-related expenses, recorded in the WGA Special Projects Fund. Event expenses shall not exceed the amount available in the Special Projects Fund for events.
- 5. Manage the committee budget, which will be set by TCF each year in collaboration with the WGA Finance Committee.
- 6. WGA and TCF will jointly compile the operating budget within the following parameters:
 - a. Budget expenses will equal the total of:
 - i. WGA operating support, plus
 - ii. TCF in-kind and direct expenses
 - b. Committee expenses exceeding budgeted amounts will be debited from WGA grantmaking fund or may be covered by sponsorships.
 - c. Net event revenue losses will be managed within the WGA Special Projects Fund
- 7. Ensure Finance committee members complete Confidentiality/Conflict of Interest Agreements each calendar year

VI. GRANTS

A. TCF COMMITS TO:

Assist with preparation, planning and full application processes for WGA pooled grants fund, this includes:

1. Attend member and/or committee meetings (i.e., Grants Leadership Team, Decision Team, Evaluation Team and Impact Team) as appropriate for the process
2. Provide advice and counsel regarding grant industry standards, best practices, and regulations, all within TCF's policies and standards of operation
3. Assist Grants leadership with training of Grants teams and provide training materials, if requested and as appropriate
4. As warranted, provide input on the state of the nonprofit sector, with regard to the business of area nonprofits
5. Assist the Grants Leadership Team to develop materials related to grant cycle application and decision process, to include Requests for Proposal (RFP) and evaluation process
6. Create and Send acceptance/decline letters, and grant contracts, within TCF policies and standards of operation
7. Maintain electronic and/or paper files containing correspondence specific to the application process, i.e., grant proposals, grant contracts, and copies of grant checks
8. Provide due diligence as required for area nonprofit applicants during the grants cycle
9. Maintain grants data as it aligns with TCF's database for grants administration
10. Work with Finance Department at TCF to process grant distributions/checks, upon the recommendation of the appropriate WGA Grants Committee
11. Review interim/final reports approved by WGA prior to submitting for payment(s). In the rare case of a problem, TCF will confer with the WGA President, Grants co-chairs and/or GLT members
12. Assist in the negotiations with grantees, if needed when grant requires Amendments
13. Notify potential grantees NOT receiving grants via letter/or phone call depending on ranking during grant selection process
14. During the application process, act as point-of-contact for inquiries from nonprofit agency representatives requiring technical assistance, for submission of application materials and for WGA Grants team communication with applicants

B. WGA COMMITS TO:

1. Identify WGA leadership for Grants Committee/Sub-Committees, i.e., Grants Leadership Team, Decision Team, Evaluation Team and Impact Team
2. Recruit and train WGA members as volunteers for Grants Committee/SubCommittees, i.e., Grants Leadership Team, Decision Team, Evaluation Team and Impact Team
3. As early as possible, and preferably by December, coordinate with TCF staff involved in supporting WGA grantmaking with meeting schedule and other key dates for annual grants cycle

4. Ensure completion of Confidentiality/Conflict of Interest Agreements by all Grants Committee volunteers, Advocacy Committee members and Steering Committee members prior to onset of grants cycle
5. Establish and/or update the annual grants cycle process and timeline for the next year's cycle on an agreed upon deadline
6. Assemble new and/or existing information on potential grantees for distribution to Grants Leadership Team, Decision Team, Evaluation Team and Impact Team.
7. Call and lead committee/sub-committee meetings for purposes of the WGA Pooled Fund grants cycle
8. Ensure taking and distribution of meeting minutes/outcomes/deliverables.
9. Prepare committee meeting materials, including written recommendation(s) to Steering Committee for review and approval.
10. Annually develop and present slate of recommended grants from Pooled Grant Fund to WGA membership at the designated membership meeting.
11. Provide TCF staff with information such as grant recommendations (agency names, grant dollars, program names, grant contacts, length of grant, grant purpose/description) to accomplish duties as outlined above.
12. Review and approve grant interim and closing reports in connection with processing/distribution of grant funds by TCF staff. Notify staff with oversight of grantee status upon report completion. Submit reports to TCF.
13. Acknowledge that TCF retains variance power on all grants with TCF and all suggested grants must be approved by TCF's Board of Trustees.

VII. AMENDMENT/ANNUAL REVIEW

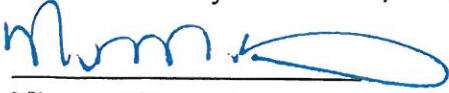
TCF and WGA agree that this written AGREEMENT, outlining their common understanding of their relationship and commitments, is valuable to ensuring the success of Women's Giving Alliance. TCF will document as amendments to this AGREEMENT modifications of this relationship and/or commitments that may become appropriate as identified in a bi-annual review, with a provision to amend if needed, by TCF and WGA leadership.

VIII. EFFECTIVE DATE AND TERM

Acknowledgment of this written AGREEMENT, outlining TCF's and WGA's common understanding of their relationship and commitments, is documented as of the date signed below. TCF will formally terminate this AGREEMENT in writing in the event TCF and/or WGA determine it no longer adequately or appropriately documents their common understanding of their relationship and commitments.

The undersigned, each being the duly authorized officer of The Community Foundation for Northeast Florida and Women's Giving Alliance, an initiative of The Community Foundation for Northeast Florida, have signed and agree to the relationship and commitments set forth in this AGREEMENT.

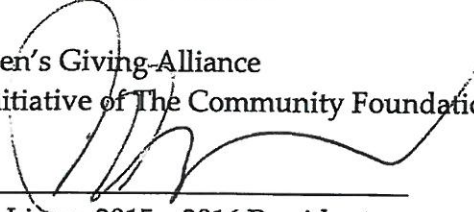
The Community Foundation, Inc. d/b/a The Community Foundation for Northeast Florida



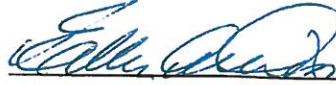
Nina M. Waters, President

Women's Giving Alliance

An Initiative of The Community Foundation for Northeast Florida



Paula Liang, 2015 – 2016 President



Ellen Wiss, 2016 – 2018 President

Date 11/17/16