

**A RESOLUTION OF THE
TOLEDO METROPOLITAN AREA COUNCIL OF GOVERNMENTS
APPROVING AMENDED OPERATING PROCEDURES
FOR THE FINANCE, AUDIT, AND ADMINISTRATION COMMITTEE**

WHEREAS, the Toledo Metropolitan Area Council of Governments (TMACOG) is a voluntary association of local governments and non-governmental partners in northwest Ohio and southeast Michigan; and

WHEREAS, Article III. **COUNCILS AND COMMITTEES**; of the TMACOG Bylaws currently provides that there shall be four (4) programmatic councils and five (5) administrative committees which includes the Finance, Audit, and Administration Committee; and

WHEREAS, the TMACOG Bylaws provide that all programmatic councils and administrative committees are to be governed by Operating Procedures; and

WHEREAS, the TMACOG Finance, Audit, and Administration Committee has reviewed its operating procedures and has amended Article III. Duties and Responsibilities to expand its mission to include adopting a records retention policy and schedule and overseeing the destruction of records within the guidelines of the records retention policy; and

WHEREAS, this amendment was approved by the Finance, Audit, and Administration Committee on May 11, 2011;

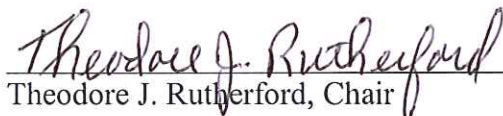
WHEREAS, this amendment was approved by the TMACOG Executive Committee on May 18, 2011;

NOW, THEREFORE, BE IT RESOLVED BY THE TOLEDO METROPOLITAN AREA COUNCIL OF GOVERNMENTS:


THAT the Operating Procedures for the Finance, Audit, and Administration Committee, as revised (attached to this resolution), are approved.

Adopted by the Board of Trustees on June 8, 2011.

Yea -13-, Nay -0-, Abstain -0-



Theodore J. Rutherford, Chair
Toledo Metropolitan Area
Council of Governments (TMACOG)



Anthony L. Reams, President
Toledo Metropolitan Area
Council of Governments (TMACOG)

**OPERATING PROCEDURES
FOR THE
FINANCE, AUDIT, AND ADMINISTRATION COMMITTEE
OF THE TOLEDO METROPOLITAN AREA COUNCIL OF GOVERNMENTS**

ARTICLE I. COMMITTEE AUTHORIZATION.

The Finance, Audit, and Administration Committee is established in Section X of the Toledo Metropolitan Area Council of Governments (TMACOG) Bylaws.

ARTICLE II. PURPOSE.

The primary purposes of the Finance, Audit, and Administration Committee are:

1. To help ensure the financial stability of TMACOG by establishing fiscal policy and monitoring procedures to enable the members to properly oversee financial activities;
2. To provide financial oversight of TMACOG financial records and the TMACOG budget;
3. To provide administrative assistance to staff by reviewing policies and procedures and offering advice on administrative issues.

ARTICLE III. DUTIES AND RESPONSIBILITIES.

The Finance, Audit, and Administration Committee has the following duties and responsibilities:

1. Annually review the Membership Fee Schedule and make recommendations to the Executive Committee.
2. Semiannually review the annual TMACOG budget prepared by the president and make recommendations to the Board of Trustees.
3. Periodically check working documents of the accounting department and report to the Board of Trustees.
4. Monitor the finances of TMACOG by monthly reviewing the budget, expenditures, income and revenue; and at the recommendation of the president, recommend budget changes to the Board of Trustees on all work for which there is not a TMACOG committee overseeing the project.
5. Review with the president and the vice president of finance & administration the audits, and make recommendations to the Board of Trustees.
6. Review with the president, the vice president of finance & administration and the independent auditors the ongoing progress of the annual TMACOG audits and communicate as needed with the independent auditors on matters of concern.

7. Review annually the TMACOG *Personnel Policies and Procedures Manual (PPPM)*, and make recommendations for changes to the Executive Committee.
8. Review annually the staff salary ranges, and make recommendation for changes to the Executive Committee.
9. Review as needed TMACOG operational policies, and make recommendations for changes to the Executive Committee.
10. Function as the TMACOG Records Commission whose responsibility is to recommend to the Executive Committee the adoption of a records retention policy and schedule and oversee the destruction of records within the guidelines of the approved records retention policy.

ARTICLE IV. MEMBERSHIP.

Members of the Finance, Audit, and Administration Committee shall be appointed annually by the chair of TMACOG. A committee member who fails to participate regularly in the activities of the committee may be subject to removal or replacement by the chair of TMACOG. The committee should include two to three members of the Executive Committee, two to three members of the Board of Trustees and/or General Assembly, one to two financial officers from other TMACOG members and an independent member from outside TMACOG's membership.

A committee member who fails to participate regularly in the activities of the group shall be subject to removal and replacement by the chair of TMACOG. In such a situation the committee chair shall recommend this action. Alternate or proxy membership of the committee shall not be allowed.

ARTICLE V. MEMBERS TERM OF OFFICE.

The term of office for each member of the Finance, Audit, and Administration Committee will begin on the first day following the winter general assembly and will conclude at the beginning of the next winter general assembly.

ARTICLE VI. QUORUM.

A quorum shall exist when a simple majority of the committee's members are present at any duly called and scheduled meeting of the committee.

ARTICLE VII. COMMITTEE OFFICERS.

After due consultation with the committee, the chair and vice chair of the Finance, Audit, and Administration Committee will be appointed by the TMACOG chair. TMACOG Bylaws provide that the Finance, Audit, and Administration Committee chair will be a member of the TMACOG Executive Committee. In the event that neither the chair nor the vice chair of the council is present at the duly scheduled meeting of the committee, those members present may appoint a chair pro tempore to conduct the affairs of the meeting

ARTICLE VIII. DURATION OF COMMITTEE.

The Finance, Audit, and Administration Committee is a standing administrative committee of TMACOG pursuant to Section X of the TMACOG Bylaws.

ARTICLE IX. ACCOUNTABILITY.

The Finance, Audit, and Administration Committee reports to and is responsible to the Executive Committee.

ARTICLE X: FUNCTIONAL RESPONSIBILITIES.

The Finance, Audit, and Administration Committee shall meet as necessary during the year to undertake its regular business and review the progress of each of its subcommittees, or at the call of the chair when committee business dictates a more frequent schedule.

The committee chair is hereby authorized to appoint additional subcommittees on an ad hoc basis as may be desirable to carry out the mission and purposes of the committee. Such committees shall have a discrete, defined objective and shall cease to exist upon completion of that objective or at the pleasure of the committee chair and must operate within the overall policies of TMACOG.

Members of the committee will annually review the committee's purpose statement and its achievements, and report to the Executive Committee regarding its progress and accomplishments. All committee activities will comply with TMACOG's policy on the Ohio Open Meeting Act.


ARTICLE XI. PARLIAMENTARY AUTHORITY.

Except where otherwise specified in these procedures or agreed to by a unanimous vote of voting members present at a meeting, the rules contained in the most recent edition of *Robert's Rules of Order* shall govern committee proceedings in all cases where they are applicable and not inconsistent with the TMACOG Bylaws.


ARTICLE XII. AMENDMENTS.

These procedures may be amended by a majority vote of the Finance, Audit, and Administration Committee at a regular meeting or a meeting specifically called for this purpose. Any such amendments shall become effective only after ratification by the Board of Trustees.

Adopted by the Board of Trustees on June 8, 2011.



Theodore J. Rutherford, Chair
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