



Policies and Agreements Committee Policy

Authority

The Policies and Agreements Committee (the “Committee”) is a committee of the Barth Syndrome Foundation (BSF) Board of Directors (the “Board”) established under Article III, Section 17 of the By-Laws.

Membership

1. The Committee shall be comprised of at least one Director of the Board appointed by the Board. It may also include the Executive Director as a non-voting member, *ex-officio* member.
2. Members will serve for three-year terms, which may be renewed by a vote of the Board.
3. The Committee Chair may or may not be a Director of the Board.
4. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause.

Operations

1. The Committee will meet with such frequency as it may determine. The Chair of the Committee shall preside over Committee meetings. A quorum shall consist of 51% or more of the voting members of the Committee. If the Committee consists of more than two voting members, Committee approvals will require a vote of a majority of the Committee members. If the Committee consists of only two voting members, Committee approvals must be unanimous, provided, however, that if a unanimous vote cannot be reached, the Committee will forward the matter to the full BSF Board for consideration and a vote.
2. The Committee may conduct its meetings either in person or by means of a conference telephone or by any means of communication by which all persons participating are able to hear one another.

3. The Committee will report its activities to the Board on a regular basis via dissemination of the minutes of its meetings.
4. The Committee may invite any Board member, employee, consultant, outside advisor or other individual who is not a Committee member to attend its meetings, but such person will not have voting power and will not be considered Committee members.
5. The Committee will review this Policy annually and recommend any proposed changes to the Board for final review and approval.

Responsibilities

1. At the request of the BSF Board Chair or the Executive Director, draft, review, edit, and/or comment on policies, procedures, contracts, and other agreements that are relevant to BSF.
2. Review all BSF policies and procedures to ensure they are up to date and in accordance with all oversight bodies pertinent to BSF and recommend revisions to such documents to the BSF Board for their discussion, modification, and approval. Most policies and procedures will be reviewed not less than every three years unless it is determined by the Board Chair or the Executive Director that certain policies or procedures require review more frequently.
3. Coordinate and assist the annual review of policies pertaining to the activities of all Committees established by the Board of Directors.
4. Advise (by expert advisors on an ad hoc basis) the BSF Board and the Executive Director regarding BSF contracts and other agreements before such documents are signed and help determine when outside counsel should be engaged.

Limitations on Committee Authority

1. The Board may amend this Policy at any time.
2. The Board may not authorize the Committee and the Committee may not:
 - a. Fill vacancies on the Board or on any other Committee
 - b. Amend, repeal or adopt provisions of the By-Laws or Articles of Incorporation
 - c. Amend or repeal any Board resolution
 - d. Create Board committees or appoint members of Board committees