

## **Broward Education Foundation Charter of the Marketing Committee**

### **Overall Roles and Responsibilities**

The purpose of the Committee is to provide for effective marketing for the Broward Education Foundation.

#### **Responsibilities:**

- Create and oversee the implementation of the Foundation's comprehensive marketing plan;
- Review budget matters related to marketing initiatives; Review the marketing budget to ensure consistency with the Foundation's strategic plans and recommend approval of such budget to the Finance Committee of the Foundation.
- Review and evaluate market selection, partnership programs and marketing initiatives, specifically including market selection matters, and provide feedback to the CEO and the Executive Committee of the Board about such initiatives.
- Monitor performance of marketing initiatives by periodically reviewing metrics research.
- Liaise with marketing advisory groups to broaden the dialogue about The Foundation's strategic marketing plans and assist with the consolidation of strategic planning and marketing initiative recommendations.
- Review the service provided by the outside marketing consultant.

#### **The Authority of the Marketing Committee**

The Committee shall have the resources and authority to discharge its responsibilities, including the authority, to the extent it deems necessary or appropriate, to engage such independent legal, financial and other advisors as it deems necessary to carry out its responsibilities. Notice of the engagement of any such independent legal, financial or other advisor shall be given to the Chairman of the Board. Such independent advisors may be the regular advisors to the Foundation. The Committee is empowered, without further action by the Board, to cause the Corporation to pay the compensation of such advisors as established by the Committee. The Committee shall keep the Chief Executive Officer and the Executive Committee of the Board advised as to the general range of anticipated expenses for outside consultants and experts.

The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall from time to time deem necessary or appropriate, including the authority to request any officer, employee or advisor of the Foundation to meet with the Committee or any advisor engaged by the Committee.

#### **Certain Operational Matters Regarding the Marketing Committee.**

The Committee shall report to the Executive Committee of the Board which meets monthly of the actions taken or the conclusions reached by the Committee, at such times as deemed appropriate by the Committee or at such times as requested by the Board or the Chairman thereof.

## **Marketing Committee Reporting**

The Committee reports directly to the Executive Committee. All actions or directions reserved or permitted to be taken, or required to be taken, by the Board under this Charter shall be validly taken if approved in the manner set forth in the Bylaws governing the general approval of actions taken or permitted to be taken by the Board at a meeting of the Board at which a quorum is present. Any action permitted to be taken by the Board at such meeting may be taken by written consent as permitted by the Bylaws.

## **Marketing Committee Composition and Meetings**

The Committee shall be comprised of no less than three (3) directors or such other number of directors as the Board shall determine from time to time. One such member of the Committee shall serve as the chairperson thereof (the "**Committee Chair**"). Each member of the Committee shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment.

Marketing Committee members shall be appointed by the Chair of the Board of Directors and appointed by and serve at the discretion of the Board. Unless the Board provides otherwise by resolution, the Chairman of the Board shall designate one of the director(s) to be the Committee Chair.

The Committee shall meet at least four (4) times annually (which may include meetings by teleconference or similar communications) and at such other times as it deems necessary to fulfill its responsibilities. The Committee Chair shall prepare or approve an agenda in advance of each meeting. The Committee shall maintain minutes of each meeting of the Committee, reflecting the actions authorized or taken by the Committee at each such meeting. Members of Executive Committee of the Board or others may attend meetings of the Committee, as requested by the Committee. The Committee (or the Chairman thereof) may appoint a person, who need not be a member of the Committee, as secretary of the Committee. The Committee may delegate its authority to one or more subcommittees (which may, but shall not be required to, consist of only 1 person) of the Committee, provided that each member of such subcommittee is a member of the Committee.

Unless the Executive Committee of the Board provides otherwise by resolution, at all meetings of the Committee, a majority of the then authorized members of the Committee shall constitute a quorum for the transaction of business coming before the Committee, and the vote of a majority of the members of the Committee present at any meeting at which there is a quorum shall be the act of the Committee. Unless otherwise restricted by the Corporation's Articles of Incorporation or Bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Committee.

The Committee shall be permitted to adopt such other rules and procedures, and amend and repeal such rules and procedures, as shall be necessary or incidental to the conduct of the business of the Committee, except as otherwise provided by the Board.

## **Performance Review**

The Committee shall conduct an annual performance evaluation of itself, including a review of the compliance of the Committee with this Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.