

Statewide Capital Projects Initiative Committee Charter

Approved (X DATE)

Statement of Purpose

The Statewide Capital Projects Initiative Committee (SCPIC) assures the adequacy of and makes recommendations to fund capital project grant applications under the Statewide Capital Projects Initiative (SCPI) to the Indiana United Ways (IUW) Board of Directors (Board). Capital projects that fall under the scope of the SCPI, and therefore are eligible to apply for funding, include: (a) the acquisition and/or major renovation of permanent property in order to expand or strengthen essential health and human services directly provided to the community within such space, (b) initial leasehold improvements of newly leased property with a term of five (5) or more years in order to expand or strengthen essential health and human services directly provided to the community within such space, (c) major equipment system replacements or other durable long-term improvements that affect the overall functionality, safety, or increased capacity of an existing structure; or (d) major alterations to existing buildings or structures when the alterations or repairs are necessary for licensing compliance, overall functionality, safety, or increased capacity, productivity, or efficiency in directly providing essential health and human services within such space.

The SCPIC will review and propose changes to the framework of guidelines for the SCPI grants and approve procedures for applications. The SCPIC will actively ensure that committee activities reflect IUW's values. It is the responsibility of the SCPIC to seek diverse perspectives from its committee members as business is conducted.

Composition

The membership of the SCPIC shall consist of strategically selected state-wide industry experts with backgrounds in real estate, building trades, construction management, architecture, engineering, non-profit governance, capital campaign fundraising, and non-profit financing. All nominees shall be conditionally approved by the Executive Committee of the IUW Board, with approval being ratified by the full Board. In all cases, the Committee shall have no fewer than seven (7) and no more than twenty-one (21) members.

The SCPIC shall include at least two (2) additional representatives from the IUW Board who are not designated "Professional" or "Professional Associated." A representative from the IUW Board Passthrough Grants Committee will also be included to ensure continuity across grant opportunities. Qualified individuals who do not serve as Directors of the Board may be nominated by member United Ways, current and former Directors of the IUW Board, or by the IUW President and CEO. The SCPIC will include one (1) representative from Lilly Endowment, Inc. that may choose to be a voting member of the SCPIC.

The SCPIC shall include committee members representing the diverse communities and regions in the state. Membership will be consistent with the IUW Diversity, Equity, and Inclusion Statement.

SCPIC members may serve two consecutive three-year terms. To the extent practicable, member terms should be alternating (e.g., one-third of members in the first year of their term, one-third in the second year and the remaining one-third in the final year of their term). Membership may extend beyond the two consecutive three-year term limits only if the committee member is fulfilling a leadership role of Chair and/or Vice chair.

The Chair and Vice Chair, in consultation with IUW staff, may establish and enforce meeting attendance requirements for SCPIC members.

The SCPIC may also rely on other committees of the IUW Board, such as the Grants or Finance Committees, to provide practical assistance. Examples of this assistance could include, but are not limited to, advising on materials and report preparation or financial reviews associated with requests for funding.

Primary Roles

While the SCPIC shall be engaged with all phases of an approved qualified capital project, its primary objectives are to:

1. Review SCPI grant applications to make recommendations of approval to the Board
2. Assure that capital projects being considered for funding by IUW reflect the funder's intentions (Refer to IUW SCPI Guidelines.)
3. Provide a level of assurance that projects being considered for funding by IUW are sound investments (Refer to IUW SCPI Guidelines.)
4. Assure that capital projects being considered for funding are consistent with the general objective of United Ways to promote the health, financial stability and mobility, education, safety/basic needs of community members and to advance human well-being throughout the state of Indiana
5. Mitigate brand risk for the United Way brand

Scope of Authority

In some circumstances, with consultation and recommendation from IUW staff, the SCPIC Chair may approve initial feasibility grants (up to \$30,000) to reimburse for capital project's project feasibility studies, community assessment studies, due diligence studies, architectural and/or engineering fees, property condition reports or construction costs not underwritten by other means. Separately, the SCPIC Chair may approve initial feasibility grants (up to \$30,000) to reimburse for capital campaign feasibility studies. For all other requests, the SCPIC will make recommendations to fund or deny funding to the IUW Board. Initial feasibility grants at any amount shall be limited to one (1) per local United Way per year. Upon approval and transition of a capital project feasibility grant to a fully approved capital project grant, the limitation term shall expire.

Such feasibility costs supported by the feasibility grant shall be included with the Total Capital Project Cost requiring matching funds, and the fully approved SCPI grant award will be reduced by the prior feasibility grant that was funded. (Refer to IUW SCPI Guidelines.)

After the Board has approved the IUW SCPI Guidelines, the SCPIC can recommend future modifications but will need Board approval to amend the IUW SCPI Guidelines.

Voting

Each member of the SCPIC will be allotted one (1) vote. Voting may be conducted either in person or in a meeting in which all participants can communicate with each other in real time (including telephone, Zoom, Microsoft Teams, and other virtual meeting options). A quorum must be present to hold a vote; the will of a simple majority shall determine the outcome of the vote.

In case of a tie vote on any action, the SCPIC Chair, in consultation with IUW's CEO, can assess whether the action needs to be tabled; revised to address the SCPIC's concerns and brought back for a second vote; or reported to the Board without an SCPIC recommendation. No actions will be undertaken without the knowledge and support of the IUW Board.

In compliance with Indiana Code, electronic voting will follow the guidelines for an *Action Without Meeting* specific to Directors of the Board as described in the Bylaws.

Meetings

The SCPIC shall meet quarterly but may meet monthly or at times bi-weekly when there are capital projects in queue. Due to the nature of statewide participation, in-person meetings will be utilized sparingly and intentionally for committee relationship building, and all other meetings shall occur virtually by video conference. Committee members commit to engaging and contributing to the meetings actively during meeting times.

Notice of an SCPIC meeting shall be given no less than 14 calendar days prior to the meeting. In the event of an unscheduled, time-sensitive meeting which will require a vote of the SCPIC members, written notice must be given no less than 48 hours in advance of said meeting. Such meetings must be held in a format in which SCPIC members can communicate in real-time with one another to facilitate open dialogue and discussion. The CEO of IUW can participate as a non-voting member in all meetings.

Quorum

A quorum exists when $1/2 + 1$ active voting members of the Committee are present.

Ethical Commitment

Committee members agree to uphold IUW's ethical standards by:

- Divulging any real or perceived conflicts of interest as they arise and completing the *Conflict of Interest* form annually
- Observing IUW's Code of Ethical Conduct
 - Abiding by IUW's anti-discrimination position and policy
 - Abiding by IUW's anti-harassment policy

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Statewide Capital Projects Initiative Committee

Job Descriptions

All Statewide Capital Projects Initiative Committee members are volunteers who are committed to the roles and responsibilities as outlined below.

Committee Chair

- The term for Chair shall be two years with a maximum of two consecutive terms
- Oversees the SCPIC activities
- Understands the committee's objectives, goals, and processes
- Understands the role of each committee member and how they contribute to the group's overall success
- Communicates effectively with other committee members and works collaboratively
- Prepare the meeting agenda with input from the SCPIC or Board and with support from IUW Staff
- Provide notice of meetings to SCPIC members
- Ensure Board is aware of SCPIC actions and appropriate IUW Board approvals have been received as required
- Reviews Meeting Minutes
- Reviews committee documents for distribution and management
- Assigns and follows up on assigned SCPIC member tasks

Committee Vice-Chair

- The term for Vice-Chair shall be two years with a maximum of two consecutive terms
- In the absence of the Chair, the Vice-Chair will exercise the powers and perform the duties and functions of the Chair
- As the presumed successor to the Chair upon expiration of the Chair's term, the Vice-Chair will cooperate with the Chair and make every effort to understand the Chair's role

Voting Committee Members

- Representatives from LUW Boards may contribute to the discussion of capital project grant review but will abstain from voting on capital projects located in the area of the LUW Board they serve on.
- Representatives who are also a Co-Applicant or Vendor beneficiary of the grant may contribute to the discussion of the capital project grant review but may not have voting rights for that specific capital project grant recommendation.
- At the start of each meeting, the Chair or Vice-Chair will call all members in attendance to disclose potential or actual conflicts of interest from those who might be directly or related to a direct financial beneficiary of the proposed capital project grant. Those who have conflicts will abstain from voting on the recommendation to the Board for approval of that specific capital project grant.

IUW Staff

- Support LUW applicant partnership throughout the grant application process in preparation for submittal to the SCPIC
- Conduct a site visit to the proposed capital project on behalf of the SCPIC for projects with higher risk or complexity
- Aid the Chair in preparing the agenda for SCPIC meetings
- Coordinate planning for the SCPIC meeting
- In an accurate and timely fashion, communicate actions and decisions of the SCPIC to vendors, IUW staff, and any affected entity
- Support the Chair in taking and distributing minutes

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