



# Finance Committee Charter

*Revised Charter as approved by the Board of Directors' vote on February 23, 2024*

## **Role**

The Finance Committee ("Committee") assists the Board of Directors ("Board") in its oversight of Public Library of Science's ("PLOS") financial planning, strategy, policies, and relationships, financing needs and transactions, and investments.

## **Authority and Membership**

1. The Committee is a committee of the Board established under Section 5.1 of the Bylaws. A majority of directors then in office will appoint members of the Committee and a Chair of the Committee, each to serve for two-years terms.
2. The Chair of the Audit Committee may not serve on the Committee.
3. 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 will preside over Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
2. The Committee will keep minutes of its meetings and report its activities to the Board on a regular basis.
3. The Committee may invite individuals who are not Board members to participate in Committee meetings, but these individuals will not have voting power and will not be held out as Committee members. The Committee may request any officer or employee of PLOS, or outside consultants, counsel or other advisors, to attend meetings or meet with Committee members.

## **Responsibilities**

1. Review the financial performance of PLOS. Review and make recommendations to the Board regarding PLOS's annual budget, including the process used in developing the budget.
2. Review periodically operating cash flows, operating reserves, liquidity position, and performance against budget and projections.
3. Approve any significant investment and operational spending items not expressly contemplated and included in the annual budget approved by the Board in excess of \$250,000 and up to \$500,000. Significant spending items greater than \$500,000 require the approval of the full Board.

4. Lead Board review of PLOS's strategy for long-term financial sustainability, including review of proposed mergers, divestitures and strategic collaborations. This may entail adjustments to capital structure and financial strategies.
5. Review PLOS's investments, including investment objectives, strategy, reporting, and performance, and monitor execution against PLOS's investment policy.
6. Review other transactions or financial issues that management desires to be reviewed.
7. Designate officers and employees of PLOS who can execute documents and act on behalf of PLOS in the ordinary course of business pursuant to previously approved banking, borrowing and other financing arrangements.
8. Review this charter periodically and recommend any proposed changes to the Board for review.

Note: The Board may amend this charter at any time. Because of statutory limitations, however, the Board may not authorize the Committee to, and the Committee may not: fill vacancies on the Board or on any committee with Board authority; designate or remove from office any directors, or lengthen the term of any director; fix compensation of the directors; amend, repeal, or adopt provisions of the Bylaws or Articles of Incorporation; amend or repeal any Board resolution that is, by its own express terms, not so amendable or repealable; create Board committees or appoint members of Board committees; authorize indemnification for any agent of PLOS; expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; authorize the merger of PLOS, or the lease or transfer of substantially all of PLOS's assets; authorize or revoke the decision to wind up and dissolve PLOS; or approve a self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.