

SAN DIEGO OPERA ASSOCIATION

CHARTER OF THE STRATEGIC PLANNING COMMITTEE OF THE BOARD OF DIRECTORS

I. STATEMENT OF POLICY

The Strategic Planning Committee (the “Committee”) of the Board of Directors (the “Board”) of the San Diego Opera Association (the “Association”) has the responsibility and authority to assist the Board by making recommendations related to the Association’s mission, vision, strategic initiatives, major programs and services.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be appointed annually by the Board, upon recommendation of the Nominating Committee, and shall be comprised of at least three individuals, a majority of whom shall be determined by the Board to be “independent” under the Association’s Corporate Governance Guidelines. Unless otherwise determined by the Board, the members of the Committee shall include the President of the Board and the Vice President of Finance. The members of the Committee may include outside individuals who are not members of the Board except the number of the non-Board members must not exceed one-third of the total Committee membership.

Each member of the Committee shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership. The chairman shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

In fulfilling its responsibilities, the Committee shall, to the extent permitted by law, be entitled to establish and to delegate any or all of its responsibilities to one or more subcommittees of the Committee.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements.

III. MEETINGS

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder, and may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee may request that any employee of the Association attend any of its meetings or meet with any Committee member.

Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Committee members present (in person or by telephone conference call) at a meeting at which a quorum is present. A quorum shall consist of at least a majority of the members of the Committee. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

A. Strategic Planning Authority and Responsibility

1. Analyze the Association's artistic and financial goals and identify the factors that will contribute to or impede the ability to obtain those goals by, among other things, identifying the Association's strengths and weaknesses, identifying and recommending areas for improvements and considering the consequences of not implementing new strategies.
2. Recommend changes or improvements to current business and artistic plans, policies and procedures in order to further the mission of and to provide the full financial context for fundraising and revenue generation in order to further the financial well-being of the Association.
3. Analyze, evaluate and where necessary, create alternative strategic options.
4. Help the Association's leadership develop an effective strategic plan with measurable goals and time targets.
5. Periodically review the mission, vision and strategic plan of the Association, and recommend changes, as needed.
6. Undertake any other activities necessary to further the purpose(s) of the Committee.

B. General Authority and Responsibilities

1. Regularly report to the Board of the Committee's activities, recommendations and conclusions.
2. Review and reassess the Charter's adequacy at least annually and recommend any proposed changes to the Board for approval.

Approved: _____