

BRANDERMILL COMMUNITY ASSOCIATION

GENERAL POLICIES FOR COMMITTEE OPERATIONS

(Adopted by the Board of Directors on September 8, 2014)

1. Purpose

The General Policies for Committee Operations establish procedures and processes for the operation of all standing committees, subcommittees, task forces, panels and councils (collectively Committees) of the Brandermill Community Association (BCA or Association).

The Committees of the Association are diverse in their missions and goals. Also, the Association promotes and encourages the participation of its members in the planning and decision-making processes of the Association. The Committee Policies provide the specific provisions and opportunities for members of a wide range of interests, skills and experiences to serve the Association in some capacity.

2. Definitions

“Board” or “Board of Directors” refers to the Brandermill Community Association Board of Directors.

Standing Committee refers to a group of members of the Brandermill Community who are chartered by the Board to achieve specific and distinct results, on an on-going basis. The authority, mission, goals, processes, functions and activities of the Committee are specifically set forth in the Charter of each Committee, and in these Committee Policies.

Subcommittee refers to a group formed by a Committee from among the members of a Committee to address and to report on a specific, ongoing issue within the Committee’s purview. A subcommittee may exist for as long as the Committee deems it necessary.

Task Force refers to a group formed by a Committee, or by the collaboration between two or more Committees, or by the Board, to address a limited issue. Task Forces will provide reports, as deemed appropriate, to the Committee(s) or to the Board, until the limited issue is resolved, and will be disbanded after action is taken on the issue by the Committee(s) or the Board.

Consultants refer to members or non-members of the Association who are paid by the Association for the services that they render to one or more Committees. Consultants may serve as ex-officios to the Committee, and are non-voting members.

3. Committees of the Association

The Standing Committees of the Association are:

Architectural Review Board
Communications & Marketing
Community Services
Finance
Hearing Panel
Maintenance & Ecology
Neighborhood Residents Council
Planning

This list may be amended from time to time at the discretion of the Board.

4. Roles of Committees

Committee Charters, as approved by the Board, define the mission, goals, organizational structure and processes, and expenditures of the Committee. Committees are encouraged to seek balanced information from members of the Association.

5. Authority of Committees

Committees do not have the authority to expend funds or to commit the Association to any course of action, except as specifically delegated by the Board in the specific Committee Charters.

6. Adherence to Committee Policies

It is expected that members of Committees comply with these Committee Policies, and with the provisions of their Charters.

The Board recognizes that the NRC, due to significant differences in its structure and governance, may require some accommodations to these Committee Policies. The Charter and the By-Laws of the NRC must specifically define all such accommodations, which should be approved and overseen by the Board. The NRC, nonetheless, is required to comply fully with the By-Laws and the governing policies of the Association.

The Architectural Review Board (ARB) is created and governed first and foremost by the Declaration of Covenants and Restrictions. As such, the structure and governance of the ARB may require some accommodations to these Committee Policies.

7. Size of Committees – Members, Alternates, and Advisory

The committee charters will state the number of voting members for each committee. Each committee may also have up to two alternates and two advisory members. Voting rights extend only to alternate members and only when alternates are called upon to meet quorum. The order of Board appointment for the alternates will determine the order of sitting as a voting member for purposes of meeting quorum.

8. Board Liaison

Annually, the BCA Board President may assign Directors to serve as liaisons to selected Committees. The role of the Board Liaison is to facilitate cooperation and communication between the Committee and the Board.

The Charter of the Planning Committee specifies that two of the seven voting members of that committee will be sitting members of the BCA Board of Directors.

9. Staff Support to Committees

Staff support will be afforded to Committees in order to provide advice, assistance in the preparation of documents, and the performance of other tasks required by their Charters. Requests for staff support will be made to the Community Manager, who will determine, with the guidance of the Board when needed, what tasks are to be undertaken by staff. Any Committee information or materials to be mailed or copied will be done at the expense of the Association, after approval by the Community Manager.

10. Committee Officers

Each committee should have a Chair, Vice-Chair, and a Secretary.

The officers are to be nominated and elected by the members of the committee. The term of the officers is for one year and the same member can serve in the same officer position no more than three consecutive years.

The Chair of a Committee will be the primary contact person for the Board Liaison, the Board, and the Staff, regarding the work of the Committee, and will communicate directly with them on recommendations of the Committee. The Chair, with the guidance of the members of the Committee, will schedule each meeting of the Committee, review and approve the agenda for each meeting and any changes to the meeting schedule or agenda, lead committee meetings, and, create and appoint sub-committees and task forces. The Chair, with the guidance of the members of the Committee, will be responsible for the development and implementation of an Annual Work Plan of the Committee.

11. Meeting Schedule

Committees will meet on schedules specified in their Charter, and not less frequently than quarterly. Committees should establish regular meeting times and the Chair will forward the meeting schedule to the Community Manager. Members of the Association may attend meeting of the Board or Committees.

12. Operations

Committees will generally conduct meetings consistent with Roberts' Rules of Order, and will observe the following standards and procedures:

Compliance: All committees will comply with the Charter of their Committee, these Committee Policies, and the By-Laws and other applicable governing documents of the Association.

If at any time the atmosphere at a Committee meeting becomes too disruptive for the Committee to conduct business, the Chair, at his/her discretion, may ask the offending attendee(s) to leave, or adjourn and reconvene the meeting at a date and time to be announced.

Quorum: A quorum will be fifty percent (50%) of the voting members of a Committee. The Chair may decide not to call to order a meeting which does not have a quorum. The Chair may call a meeting to order without a quorum present in order to review reports and obtain the comments of those present, but no action requiring a vote of the Committee may be taken without a quorum.

Minutes and Meeting Materials: Following each meeting, Committees will provide to the Community Manager written Minutes of all meetings. Copies of Minutes will be provided to the Board. Minutes of committee meetings are available to members of the Association and may be published in the BCA Newsletter and/or on the BCA web site when deemed advisable and appropriate. Copies, both electronic and/or hard copies, of Minutes, findings, general correspondence, and all other material relevant to the operation of the Committee, will be furnished to the Community Manager for record keeping purposes.

Proposals for action recommended by Committees will be forwarded in writing, in a document separate from the committee minutes, to the Community Manager for staff comment prior to submission to the Board for consideration. The Chair or the Chair's designee should attend BCA Board of Directors meetings whenever actions proposed by the committee are being considered by the Board or whenever other actions of the committee need to be brought to the attention of the Board.

Annual Work Plan: Each year, Committees will develop with the assistance of the staff, and with the guidance of the Finance Committee and the Community Manager, an Annual Work Plan (Work Plan). The Work Plan is intended to document specific actions and milestones for the Committee to accomplish that are consistent with the goals set forth in the Committee Charter. The Work Plan will include an evaluation of the performance of the Committee in achieving the objectives of the prior year's Work Plan, and contain whatever recommendations of goals, specific objectives, strategies, and anticipated expenses for the coming fiscal year that the Committee considers important to optimally fulfill its mission.

Confidentiality: Committee members who deal with confidential matters, such as covenant and standards violations, will keep such information learned through their participation in the Committee confidential. This obligation of confidentiality will not apply to any information which: (i) is in the public domain, or comes into the public domain by no action of the Committee member; (ii) is disclosed by a third party having full right to do so; or (iii) is required to be disclosed by law or order of court of competent jurisdiction.

13. **Eligibility**

In order to be eligible for appointment to a committee, an individual must be a member in good standing of the Brandermill Community Association and should:

- a. have the desire to contribute to the Association by serving on a Committee;
- b. understand the responsibilities of members of the Committee, and be able to attend regularly scheduled meetings;
- c. be informed about the relevant policies of the Association;
- d. preferably have experience and/or expertise in the areas that fall within the purview of the Committee; and
- e. be able to establish and maintain a positive working relationship with other members of the Committee, Board, Staff, and members of the Community.

Residents of Brandermill who are not members of the Community Association (Tenants) may serve on committees only as an Advisor, not as a voting member.

14. **Terms of Service**

The Term of a Committee member will be three (3) years. Committee members may be appointed to the same Committee for no more than two (2) consecutive Terms, except if deemed advisable by the Board, with guidance from the Chair. Following completion of two three (3) year terms, a member must remain off a committee for at least one (1) year before being eligible for reappointment to that committee. However, said member may continue to serve as an Advisory member of the committee if so appointed.

The official roster of all committees and dates of membership will be maintained at the BCA Offices.

15. **Appointment of Committee Members**

When vacancies occur in committees the members of the committee will seek to find replacement members within the community. Members of the Association may also self-identify themselves from time to time to express their interest in serving on a particular committee.

Unless an exception is approved by the BCA Board of Directors no individual may serve on more than two BCA standing committees at any given time.

Members interested in serving on a committee are required to fill out the “Application for Committee Membership”. The form is available from the office or the website. The form will be submitted to the Board. The applicant is required to attend at least one meeting of the committee to which they wish to be appointed. Furthermore, the Board member liaison, and/or the Chair of the respective committee for which the person has applied, may conduct an interview of the prospective committee member. The Board liaison will present the nominee to the Board.

The application for committee appointment will then be forwarded to the full Board of Directors. The applicant’s request for appointment to a committee may then be considered at the next regularly scheduled, monthly Board of Directors meeting.

From time to time the BCA Board may determine that it is in the best interest of the community to approve a candidate for a committee even though the appointment will expand the committee to more than its normal complement of seven voting members.

16. Removal of Committee Chairs and Members

The Chair, or other members of a Committee, may be removed by the Board by a majority vote for failure to comply with the By-Laws of the Association, the Charter of the Committee, the Committee Policies, the designated duties of the position, and other documented policies of the Association. Committee members may also be removed for failure to attend three (3) consecutive meetings of the Committee. Prior to the removal of any member of a Committee, the individual will be given the opportunity to be heard, and their position considered and voted on by the Board.

17. Indemnification of Committee Members

The Association will indemnify duly appointed committee and Task Force members against all damages and expenses for actions or omissions performed within the scope of their duties as Committee members, except for situations involving willful, wanton, or grossly negligent conduct.

18. Additional Policies

From time to time, the Board may adopt additional policies that apply to Committees and their membership.