Corporate Policy and Procedures

COMMITTEE POLICY

PURPOSE

To establish general guidelines for standing and ad hoc committees of the Board. The Lake Royale Property Owners' Association encourages the broadest possible representation of residents in the planning and decision-making processes of the community. To this end, the committee structure shall provide the opportunity for residents with a variety of backgrounds, interests and expertise to serve.

AUTHORITY

Article VI, Section 1 of the Lake Royale By-laws states that "The Board of Directors by resolution adopted by a majority of the Directors may designate one or more committees, any of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; however, the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law."

Article VI, Section 2 of the Lake Royale By-laws states that "The President of the Association shall have the authority to appoint such other committees as the President deems to be in the best interest of the Association, such committees shall serve at the pleasure of the Association, such committees shall serve at the pleasure of the President and for such times and for such purposes as directed by the President."

DEFINITIONS

- Standing Committee: A committee established by the Board that meets on a regular basis to address issues within the scope of authority established by the committee's charter and reports their recommendations to the Board for action.
- Ad Hoc Committee: A committee formed to address a single issue which generally disbands once the issue is addressed. An ad hoc committee makes recommendations to the Board for action.
- Sub-Committee: An individual member or group of members selected by the Committee Chair from among the members of the committee and/or volunteers to address a particular issue within the committee's purview and report its findings to the committee for recommendations to the Board so long as the need exists.

ROLE OF COMMITTEES

The role of the committees, whether standing or ad-hoc, is to advise the Board on issues or to carry out certain tasks on behalf of the Board within the scope of responsibilities outlined in the committee's charter. The governing documents permit the Board to delegate its authority to certain committees for narrow purposes. If a committee is delegated the authority of the Board to act in its stead, that authority shall be specified in the committee's charter. The charter outlines the basic annual work plan of the committees.

However, from time to time, the Board may add tasks to those specified in the charter by directing a specific issue to a committee for research and recommendations. An important part of the committee's work is to gather input from residents, when appropriate, and consider this input in formulating recommendations to the Board.

POLICY

1.0 **Authority of the Committee** Except as specifically delegated by the Board, committees serve in an advisory capacity to the Board and have no authority to expend funds or to commit the Association to any course of action.

2.0 **Committees of the Board** This Policy shall be updated to reflect all changes to the list of Standing Committees and may or may not be updated to reflect additional Ad Hoc Committees.

- Standing Committees of the Board
  - Amenities
  - Beautification
  - Building
  - By-laws and Covenants
  - Finance
  - Golf
  - Protect Our Lake
  - Recreation
  - Welcome
- Ad Hoc Committees of the Board
  - Dredging
  - Management Company
  - Nominating
  - Board Advisory

3.0 **Size of Committees** Each Standing Committee shall consist of no fewer than three (3) and no more than nine (9) voting members, including any Officers of the committee, with the exception of the Recreation Committee which may have up to nineteen (19) voting members, including its Officers. As stated in the By-laws Article VI, Section 1, two or more committee members shall be Directors. One or more of the Directors must be a member, while the remaining Directors, may be a member(s) or an alternate(s).

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4.0 **Staff Liaison** The Association shall provide staff support to all Standing Committees to provide professional advice and publicize upcoming meetings of the committee. In general, committee members are expected to conduct their own research. Requests for additional staff support shall be made to the General Manager who shall have sole authority to determine what tasks may be undertaken by staff within the context of the staff's regular duties and Board assigned tasks.

5.0 **Committee Chair** The Committee Chair shall review and approve the agenda for each committee meeting, approve any changes to the meeting schedule, facilitate the committee meeting, create sub-committees and appoint sub-committee members and, with the Board's concurrence, appoint and remove committee members. The Chair shall be the point of contact for both the staff and Board regarding the work of the committee and shall communicate directly with the General Manager on recommendations of the committee.

6.0 **Meeting Schedule** Standing Committees shall generally meet monthly. Depending on the amount of work to be accomplished, committees may meet less frequently, but not less than quarterly, and shall establish regular meeting time and location.

7.0 **Operations** Committees shall operate under Robert's Rules of Order and shall observe the following procedures:

- Each committee meeting shall have a member comment period for which the Chair may establish reasonable rules. If it will not unduly interfere with the work of the Committee, the Chair may permit property owners in attendance to contribute during the business portion of the meeting as well.
- If at any time during a meeting, the behavior of committee members or property owners in attendance becomes too disruptive for the committee to conduct business, the Chair, in his/her sole discretion, may adjourn and reconvene the meeting at a date and time to be announced.
- The Chair may decide not to call to order a meeting which does not have a majority of members present.
- Motions of advisory committees that pass by majority vote of members present and voting, provided there is a quorum, shall be forwarded to the Board for consideration at its next regularly scheduled meeting. However, where a Committee has been delegated Board authority to act, motions within the scope of that delegated authority are binding on the Association and are forwarded to the Board for information and possible further consideration.
- Committee members that deal with confidential matters, such as a violation hearing, shall keep all information pertaining to those hearings confidential.

8.0 **Eligibility** To be eligible for appointment to a committee as a member or chairperson and to retain eligibility once appointed, an individual shall:

- Be a Property Owner in good standing (i.e. current in all financial obligations to the Association, no outstanding violations and not have his/her membership privileges suspended.)
- Have experience, interest and/or expertise in the areas that fall within the purview of the committee.
- Establish and maintain a positive working relationship with other members of the committee, the Board and staff, and Lake Royale property owners, government officials and members of the general public who may have business before the committee.

- Maintain confidentiality of confidential information that is made available to a committee member in the performance of his or her duties.
- Attend no fewer than 75% of the regularly scheduled meetings within a twelve-month period. Committee members who miss more than 25% of the regularly scheduled meetings within a twelve-month period are considered to have resigned their position on the committee. The Chair may make exceptions to the attendance requirement for serious illness or other good cause. For the avoidance of doubt, the chair may not remove a Board member for failing to meet this requirement, but rather needs to notify the President of the Board of the situation.
- Not be employed by the Association or a party to a contract with the Association to provide goods or services to the Association, or otherwise accept any commission, personal profit or compensation of any kind from the Association for providing goods or services to the Association or be an employee or principal of a corporation or organization that may directly benefit from a committee.

9.0 **<u>Appointment of Chair and Committee Members</u>** The Board shall review committee appointments annually, but no later than October of each year. For Committees created "out of cycle," the Chair shall recommend individuals for appointment at the next regularly scheduled Board meeting, who shall serve until the following year when all committee member appointments are reviewed. At the Board's discretion, an exception to this timetable may be made for appointments to the Nominating Committee, which shall be made no less than six months prior to any scheduled Board election.

10.0 **<u>Replacement of Committee Members</u>** The Chair may, with the concurrence of the Board, appoint replacement members out of cycle due to resignations or other conflicts consistent with this Policy.

11.0 **<u>Code of Conducts</u>** All committee members are required to sign and follow the Code of Conduct.

12.0 **<u>Gifts</u>** Committee members shall refrain from accepting gifts, other than items of nominal value from property owners, contractors, businesses or other individuals, as consideration for work related to their service on a committee.

13.0 **<u>Establishment of New Standing Committees</u>** Should the Board or the General Manager feel that a standing committee is necessary for the operation of a particular function, the General Manager will proceed under the following guidelines.

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- **Call for Volunteers:** A solicitation of volunteers for the specific committee will be made to the community for a period of no less than 21 days. All property owners who are interested are to submit a committee application form completed in its entirety to the General Manager.
- **Draft Charter**: A charter for the committee will be drafted by the General Manager based on the function of the committee within the community.
- **Meeting of interested members**: A meeting will be scheduled for those who submitted a committee application form. During that meeting, the duties and responsibilities of the committee will be discussed. Interested members will review the proposed charter of the committee and make comments, recommendations, or suggestions on said charter. All in attendance will confirm or withdraw their request for consideration for appointment to the committee at the end of that meeting.
- **Presentation of Charter**: At the next regularly scheduled Board of Directors meeting, the proposed Charter will be presented for Board review and consideration.
- **Review of Applications**: After the initial meeting with all interested members, a review will be conducted of the applications. At the next regularly scheduled Board of Directors meeting, the slate of nominees will be presented to the Board for their review and consideration, based on the Eligibility and Ethics requirements as outlined in this Policy.
- **Temporary Committee Chair**: After the initial meeting with all interested members and review of applications, the General Manager or the President will recommend a temporary Committee Chair to the Board of Directors at the next regularly scheduled Board meeting. The temporary Committee Chair will lead the committee during its early stages until the committee is fully functioning.
- **Permanent Committee Chair**: After six months of working together, the Committee will decide amongst its members who to recommend for appointment as Permanent Committee Chair. After this is decided, it will be presented to the Board for review, consideration and a final decision.

14.0 **Establishment of Ad Hoc Committees** The President shall be responsible to appoint members, draft a charter, and assign a Committee Chair.

15.0 **Removal of Committee Members** The following process shall be used to remove any member of a Standing or Ad Hoc Committee.

- A Chair may, on their own authority, or the Board may request that the Chair review a Committee Member's adherence to this Policy and Code of Conduct.
- Any committee member facing possible removal shall be afforded an opportunity to present their case to the Chair.
- If a violation is found to be excusable in the Chair's opinion, the Chair may manage the issue within the Committee.
- If the Chair believes the violation rises to the level of removal, or the Board overrules the Chair's finding and believes removal is warranted, the committee member facing possible removal shall be afforded an opportunity to present their case to the Board in the case of Standing Committees or to the President in the case of Ad Hoc Committees. The determination of the Board or President, shall be final and binding.

- For the avoidance of doubt the Chair may not remove Board members under this section, but rather, needs to notify the President of the Board.

16.0 **Indemnification of Committee Members** *The Association shall indemnify each committee member against all damages and expenses for actions or omissions performed within the scope of their duties as volunteer committee members except for situations involving willful, wanton or grossly negligent conduct or bad faith.*

POLICY APPROVAL AND RESPONSIBILITY

Administration of this Policy is assigned to the General Manager or President of the Board of Directors. Any questions about application of this policy should be referred to the General Manager or President of the Board of Directors.