



Memo

To: Board of Directors
From: Pam Avila, Board Director
Date: July 20, 2022
Re: Proposed Motion - Amendment to Committee Charters

Proposed Motion: I move to accept the attached revised Board Committee Charter template.

Background: In the recent past, there were changes made to a number of the Board Committee Charters that led to confusion over committee purpose and responsibilities. This Board is clear that the purpose of the committees is NOT to critique or oversee the work of the staff or departments of the POA. With this in mind, the Board has revised the Committee Charter template to reflect the POA and Villagers working together for the betterment of this community.

Having clear committee goals and responsibilities is essential to ensuring that every person who volunteers their time and expertise on these committees feels valued. This Board believes that the real purpose of most of our committees is to augment and support the efforts of the POA department with which they are aligned. We understand that the committees are not identical in purpose or overall function, so this template was created to identify the most important elements for all committees except the ACC. The primary change to the Charter template gives to the appropriate POA staff person the responsibility for assigning to the committee those projects and tasks that will be of most benefit to the appropriate department. The overall goal is two-fold: first to ensure that each committee is a positive resource for the department with which it is aligned and second to ensure that all committee members have the opportunity to work on meaningful projects and tasks.

COMMITTEE CHARTER BOILERPLATE

CHARTER XXX COMMITTEE HOT SPRINGS VILLAGE PROPERTY OWNERS' ASSOCIATION

I. AUTHORITY

Article XII of the By-Laws of the Hot Springs Village Property Owners' Association

II. PURPOSE

The purpose of this committee is to assist and advise the staff manager responsible for *(area pertaining to this committee – i.e. Public Works or Trails or ???)*. The committee shall work closely with the staff manager to identify projects or areas where the committee can be of value to the staff manager by contributing either additional manpower, expertise and/or knowledge. The committee may also receive various ad hoc special requests to assist other staff functions and the Board of Directors.

III. ORGANIZATION AND APPOINTMENT

- a. The committee shall consist of xx members of the Property Owners' Association who shall be appointed by the Board of Directors. A member of the Board of Directors shall be elected by the Board to serve as the Board Director liaison. The General Manager will appoint the appropriate staff member to serve as POA liaison. This person shall provide the Committee with projects or areas where assistance is needed by this staff manager.
- b. Initial committee members have been appointed by the Board for staggered three-year terms. Appointments made to fill a vacancy shall serve the balance of the term vacated. Appointments shall also be made when a current committee member's term expires and they elect not to renew. Appointments shall occur after a process that includes:
 - i. Review of applications by Committee Chair, Board Director liaison, and staff liaison/manager.
 - ii. Interview of candidates conducted by Committee Chair, Board Director liaison, and staff liaison/manager.
 - iii. Selection of candidate to fill vacancy
 - iv. Formal appointment by the Board of Directors

- c. A chairperson shall be elected by a majority of the committee members for a term of office not to exceed one year and shall not succeed himself/herself unless requested by the committee and authorized by the Board of Directors. He/she shall preside over all meetings, announce the order of business, state and put to vote all motions brought before the committee and appoint sub-committees as required to conduct the committee's business. Guidelines to assist the chairperson in the executions of his/her duties can be found in POA Operating Policies, Chapter 7, Article 3.
- d. A vice-chairperson shall be elected by the committee. The vice-chairperson shall perform the duties of the chairperson in his/her absence.
- e. A secretary shall be elected by the committee to record minutes of all meetings.

IV. DUTIES AND RESPONSIBILITIES

Duties and responsibilities will be determined by Staff Manager/Liaison, Board Director liaison, Committee Chair and Vice-chair. The Staff Manager will take lead role.

V. LIMITATIONS

- a. The committee shall not issue orders to any POA employee, nor will any member have the authority to discipline employees.
- b. The committee is not authorized to commit funds of the POA.
- c. No committee member shall engage in any activity that would constitute a conflict of interest with the duties and responsibilities of the committee.
- d. Committee members are prohibited from accepting any form of gratuity, any form of remuneration from suppliers, contractors, realtors, property owners, or any other person doing business, attempting to do business, or in conflict with or in competition with the POA.

VI. MEETINGS

- a. The Committee shall meet monthly at a scheduled time and place. Additional meetings may be held if required or desired by the committee.

VII. REPORTS

- a. Minutes of meetings from previous month shall be submitted to the office of the Corporate Secretary for distribution and filing no later than Thursday immediately prior to the regularly scheduled Board meeting.
- b. Twice a year, the chairperson is responsible for a 7-minute verbal and written report to the Board. The General Manager's Executive Assistant will schedule these verbal reports.

VIII. Adopted BOD 7-19-00, Rev. 10-15-03, 10-17,07, 1-8-13, 10.14.17, 07-20-22

DRAFT