

## Chapter 12 – Section 12.00 Committees

Adopted: 5/21/2015

Effective: 6/1/2015

### I. POLICY

- A. The responsibility to govern the RWA rests solely with the Board of Directors. As a corporate business, the day-to-day operations are conducted by staff under the supervision of the Manager. No Committee has the authority to demand action from the Manager or Staff. It is intended that the Staff and Committees are supportive of each other.
- B. The RWA Board of Directors may, by authority of Section 10, Article II of the Amended and Restated By-Laws of RWA, at its discretion, create such Committees as it deems necessary to advise and assist the Board in carrying out its responsibilities.
- C. All Committees so shall be created by approval of a Resolution by a majority of the Directors present at a meeting at which a quorum is present. The Resolution shall include a Charter describing the duties and functions of that Committee.
  1. The resolution by a majority of the Directors present at a meeting at which a quorum was present adopts the existence of the Committee.
  2. The Charter shall describe the role(s), responsibility, and scope of authority of said Committee. It shall also describe the specific operations, programs and/or services to be provided, as well as the detailed procedures for implementing each.
- D. The Board of Directors has the option of appointing one of the Board Members as Chairperson for the Committee being formed, or may designate a non-Board member to fill this role.
  1. Because the Committees serve to support the Board, the number and types of Committees are entirely subject to the needs of the Board. All Committees are advisory in nature.
- E. Definitions: There are three types of Committees; Required Standing Operating Committees, Non-required Standing Operating Committees, and Temporary (or AdHoc) Committees.
  1. Required Standing Operating Committees: These committees are so designated because they are required by RWA By-Laws or Florida Statutes.
  - b. Non-Required Standing Operating Committees: These Committees are established by the Board to assist with managing the Association's business. These include all other Committees except Temporary
  - c. Temporary Committees: To be formed by a written charter and a defined term limit.

- F. The RWA Manager shall maintain a current list of all Committees and the members and Chairs thereof.
- G. Salaried staff may be appointed as Liaisons to Committees to advise the Committees on the RWA's procedures.
- H. Board members may be assigned as Liaisons to Committees as advisors to the Committees from the Board.
- I. The Committee Chairman, if a sitting Board member, or the Board Liaison, if the Committee Chairman is not a sitting Board member, shall be the primary point of contact between the Committee and Board.

II. All Committees will be officially authorized by the Board of Directors by means of a Resolution on Form 12-01, Committee Authorization Resolution, as presented in Section VI below. Such authorization remains in effect until the Board of Directors terminates or disbands the Committee.

### III. COMMITTEE MEMBERSHIP AND STRUCTURE

#### A. Structure

1. The Board of Directors shall have the authority at any time to change the members of, fill vacancies on, revise Resolutions of, and/or discharge any Committees or Committee members, for whatever reason the Board shall deem appropriate.
2. The appointment of a Director to any Committee, if not sooner terminated, shall automatically terminate upon expiration or cessation of the individual's term as Director.
3. Unless the Association's Bylaws or Policies specify the Committee Chair, or the Board of Directors has specifically appointed the Chair, each Committee shall, at its first meeting of each calendar year, elect a Chair from among its members. The Board of Directors shall ratify the Chair for each Committee.
4. The Resolution of Advisory Committees may specify the number of members necessary to conduct the business of the Committee, otherwise a quorum of the current members must be present.
  - a. No committee shall consist of fewer than three (3) members.
  - b. A committee may be fixed or variable in size, as may be specified in the Committee's Charters.

5. Any committee member may resign at any time by notifying the President or Secretary of the Association in writing. A resignation is deemed effective immediately upon notification, unless otherwise stated in the letter of resignation.

6. No RWA employee may volunteer to serve on an RWA Committee due to potential conflicts of interest. (Refer to Section D. Conflicts of Interest, below.) RWA employees assigned to a RWA Committee shall serve as a non-voting member.

#### B. Member Recommendations and Appointments

1. The Manager shall be assigned the responsibility for maintaining a file of all current Committee Resource Forms filed and submitted by prospective Committee members.

2. When a Committee vacancy occurs or is imminent, the Chair of the Committee shall request the Manager to provide copies of current Committee Resource Forms for Association members who have expressed an interest in serving on that committee.

3. The Manager shall provide the requested Committee Resource Forms for only those candidates who meet the qualifications as stated in this policy.

4. The Committee shall consider for appointment all candidates with the background, education and/or related experience that will be of value in the performance of the Committee's responsibilities.

5. The Committee Chair shall ensure that all applicants are informed of the Committee's Resolution and responsibilities, and of the time demands on its members.

6. The Committee shall formulate its recommendations for appointment of candidates in a meeting at which a quorum is present.

#### C. Appointments

1. All recommended Committee appointments shall be placed on the agenda for the next open session of the Board of Directors.

2. A Committee vacancy may only be filled by act of the Board of Directors. Nominations from the Committee will be considered, but the Board shall appoint the candidate it deems most qualified.

#### D. Conflicts of Interest

1. No full time Association employee and/or employee with supervisory responsibilities shall be appointed to any Committee, except as Liaison or Advisor.

2. No member of a Committee, or individual acting as Consultant or Advisor to a Committee, shall participate in a decision or discussion before the Committee which involves his/her family or business, or who otherwise has a real, potential or apparent conflict of interest. Any such member, Consultant or Advisor shall immediately disclose

any real, potential or apparent conflict of interest relative to the decision, and shall disqualify himself/herself prior to any consideration of the matter before the Committee.

#### E. Qualifications of Members

1. Members of Committees shall be property owners and shall be members in good standing of the Association throughout the terms of their appointments; a resident spouse whose name does not appear on the property deed and residents whose property is held in trust and whose names do not appear on the deed shall qualify as a property owner for the sole purpose of meeting this requirement.

Members of Advisory Committees may also include immediate family members of property owners residing in the same household. In addition, non-voting “Committee Advisors” may be used by Committees to provide specialized expertise to the deliberations of that Committee.

2. Unless otherwise stated in a Committee’s Charter, three (3) consecutive absences of a member from the regularly scheduled meetings of the Committee, and /or the member has not been active in Committee business, may be grounds to terminate the appointment of that member to the committee. The Committee Chair may notify the Board of such an instance in writing, and may at the same time recommend another member for appointment to fill the unexpired term.

#### IV. COMMITTEE DUTIES AND RESPONSIBILITIES

A. The composition, purpose, and scope of the duties and responsibilities of each Committee shall be clearly delineated in the Committee’s Charter as defined in the Resolution forming the Committee. A Temporary (Ad Hoc) Committee, in addition to the above, shall have a written Charter with a termination date.

B. No Committee or Chair of a Committee shall contact any outside source with regard to the confidential business of the Committee. No Committee member or Chair of a Committee shall contact any outside source in the name of the RWA. If a Committee believes such contact is necessary, it shall forward such a request to the Board or staff Liaison who shall submit the request to the Board President.

Final recommendation of contact with outside agencies will be determined by the Board of Directors. No Committee, or any of its members, shall undertake to contact or communicate with any outside agency or public media on behalf of the Association, or represent itself to any outside agency as operating on behalf of the Association, without the express written approval of the Board.

No Committee or any of its members shall disseminate privileged data to any outside agency, the general public or to other RWA members without the express written approval of the Board of Directors. Any Committee or member violating this requirement may be temporarily or permanently suspended or removed from the Committee.

C. Grant information may be researched by Committees. Recommendations to submit grant proposals must be made to the Board of Directors. All actual contacts with agencies shall be made by the Board or an approved designee.

D. Membership Surveys: No Committee shall undertake a survey of the Association membership without first coordinating their efforts through the Manager and obtaining approval of the survey questionnaire and process from the Board of Directors.

## V. COMMITTEE MEETINGS AND COMMUNICATIONS

### A. Quorum

1. No business shall be conducted by any Committee unless a quorum is present. The act of a majority of those present at any meeting at which a quorum is present shall be the act of the Committee. No proxy voting shall be permitted. A quorum of any Committee shall be determined as follows:

- a. For any Committee of fixed size, a majority of the number of members authorized by the Committee's charter or currently approved membership shall constitute a quorum, unless specified otherwise in the Committee's charter.
- b. For any Committee of variable size, a majority of the actual number of members prior to the start of the meeting, but no less than three, shall constitute a quorum.

B. Members of any Committee shall act only as a Committee. Minority opinions may be reflected in Committee minutes. The individual members shall have no power or authority to act for the Committee. In all cases, the official vote when a quorum is present represents the position of the Committee.

C. Committee meetings are held solely for the purpose of conducting the assigned business of the Committee. All Committee meetings shall be open to all property owners, with the exception of closed meetings.

1. Regular meetings of the Committee shall be held at such date, time and place as may be fixed by the charter of the Committee. Unless required by the Charter of the Committee, further notice of such meetings need not be given to Committee members. Notice of Committee meetings must be given to the Board and/or staff Liaison.

2. The Committee Chair is responsible for providing notification of all regular and special meetings and meeting cancellations to the Manager for publication in RWA communications to the members.

3. The Chair is responsible for setting and maintaining the meeting agenda. The Committee meeting agenda must include time for member comments. The Committee Chair at his/her discretion may recognize non-committee members during the meeting.

- D. Committee members, including the Chair, have equal standing on the Committee.
- E. Final reports may be requested from Committees after performing a specific task requested by the Board of Directors.
- F. Committees may not divulge the content of a report on a task requested by the Board prior to submitting the report to the Board and/or Manager.
- G. Committee members are not authorized to contact the public media on behalf of the RWA. Committees may work with the Community Relations Committee, or the Communications Committee if one is authorized by the Board, for promotional and educational purposes as needed to perform their duties.
- H. All Committee-related business communications between the Committee and staff is to be sent by the Committee Chair with copies to the Manager and the Board Liaison. The Board Liaison is responsible for disseminating Committee communications to the Board President. In the event that no Board Liaison has been assigned, the Committee Chair shall communicate directly with the Manager and Board President.

#### I. Minutes of Meetings

1. Properly recorded approved minutes shall be kept of each Committee meeting and shall reflect accurately all actions taken by the Committee. The minutes shall include the date, time and location of the meeting and the Committee members present and absent.
2. Minority opinions may be reflected in Committee minutes.
3. All Committee-approved minutes shall be in a standardized format provided by the Secretary of the Board of Directors and provided through the Manager's office.
4. Copies of all open session approved meeting minutes shall be provided to the Association's Administration Office for distribution to Board members and inclusion in the RWA member reading files within ten (10) days of the approval of the minutes.
5. Copies of all closed session approved meeting minutes shall be provided to the Administration Office for distribution to Board members, but shall not be included in the RWA member reading files.
6. For a Temporary Committee of less than two (2) months in duration, the final written report of the Committee shall suffice as the Committee's minutes.

#### J. Committee Correspondence and Communications

The RWA is a corporation and standard corporate correspondence and communications practices shall be followed as described in the RWA Policy and Procedures Section 11.2.

1. Information from the RWA which is available to the membership may be distributed to Committee members. Members may share with other Committee members data or information pertinent to a subject before the Committee.

Confidential information from the RWA not available to the membership may only be distributed at the direction of the Board President.

2. Once appointed to a Committee, Committee members represent the Committee. Correspondence not sent to all Committee members or emails sent to circumvent the Committee decision-making process or to influence votes will be grounds for dismissal from the Committee.

3. Committee members, including the Chair, have no authority to give advice to homeowners, staff, contractors or other personnel in the name of the RWA. The Committee Chair may provide factual information to the Committee staff liaison to be made available to all members.

4. All RWA records of Committee-approved minutes and reports will be maintained in a central repository by RWA staff.

5. Committee members shall sign an agreement upon appointment regarding RWA confidentiality and specific stipulations regarding the terms of the RWA Policy & Procedures Manual, Chapter 12.0. The Committee Chair shall be responsible for delivering these agreements to the Manager immediately following the first meeting of the year. The Confidentiality Agreement can be found in Chapter 3.7.

6. Committee-related business communications shall be from the Committee Chair or designee to the Board and staff liaisons with copies to the Manager and Board President.

## VI. COMMITTEE AUTHORIZATION FORMS

In order to maintain consistency in developing the Policy & Procedures for the RWA Committees and their Charters identified in Sections 12.01 through 12.11 of the RWA Policy & Procedures Manual, the following Resolution Form Template shown below is to be used in authorizing all Committees. Form 12-01 is to be used when a Committee is first authorized with its Charter by the Board of Directors. Once authorized by the Board, a Committee's authorization remains in effect until the Board of Directors terminates or otherwise disbands that Committee. The original completed and signed Committee Authorization Resolution forms shall be kept by the Manager at the RWA's Administration Office along with the printed copy of the RWA's Policy & Procedures Manual.

### Form 12-01 Committee Authorization Resolution Template

Committee Name: \_\_\_\_\_

Policy & Procedures Manual Chapter/Section: \_\_\_\_\_

The Rotonda West Association is authorized by Florida Statutes §720 and §617 to organize according to the needs of the Association. The RWA By-Laws, in Article II, Section 10, allow the Board to establish committees in order to facilitate the over-all operations of the Association.

THIS RESOLUTION hereby authorizes the Board of Directors to adopt, revise, terminate and approve the Charters of the Association’s Committees according to Rotonda West Association’s Policy & Procedures Manual, Policy on Committees, Chapter 12.0. The Board of Directors has the authority to modify any approved charter at its discretion.

The \_\_\_\_ (Name of Committee) \_\_\_\_\_ Committee is hereby authorized as a \_\_\_\_ (Type of Committee) \_\_\_\_\_ according to Rotonda West Association’s Policy and Procedures Manual and its Policy on Committees, Section 12.00, to carry out the purposes stated in the Charter Below. The Committee is also authorized to make recommendations to the Board of Directors as may reasonably be necessary to advance the interests of the RWA.

Charter: \_\_\_\_ (Cite the Chapter/Section of the RWA Policy & Procedures Manual in which the Committee’s Charter is found, or from that Chapter/Section insert the role(s), responsibilities and scope of authority of the Committee followed by the procedures to implement its duties.) \_\_\_\_\_

This Committee and its Charter will remain authorized and in effect until such time as the RWA Board of Directors terminates or disbands the Committee and as long as the Committee Chairperson has formally notified the Board at the time of its Annual Organizational Meeting of the names of individuals who desire to remain as or become new members of the Committee.

THIS RESOLUTION was considered at a meeting held the \_\_\_\_ (date) \_\_\_\_, at which a quorum of Directors were present. \_\_\_\_ (#) \_\_\_\_, Directors voted in favor of the Resolution and \_\_\_\_ (#) \_\_\_\_, Directors voted against the Resolution.

ROTONDA WEST ASSOCIATION INC.

By:

\_\_\_\_\_  
(President’s Name)

Date:

\_\_\_\_\_  
(CORPORATE SEAL)

Form 12-01 Committee Authorization Resolution will newly authorize the Buildings and Grounds Committee and the Strategic Planning Committee and their Charters (Sections 12.09 and its subsections and 12.11 and its subsections respectively) and also authorize the following existing Committees whose Charters are cited in the corresponding Sections of Chapter 12 of the RWA Policy & Procedures Manual:

- Administrative and Personnel: Charter Section 12.01 and its subsections;
- Budget and Finance: Charter Section 12.03 and its subsections;
- Compliance: Charter Section 12.04 and its subsections;
- Deed Restrictions: Charter Section 12.05 and its subsections;
- Election: Charter Section 12.06 and its subsections;
- Residential Modification, Section 12.07 and its subsections
- Aquatic/Canal: Charter Section 12.08 and its subsections;
- Community Relations, Charter Section 12.10 and its subsections;