

Sunriver Owners Association

COMMITTEE POLICY

April 2024

1. Standing committees are provided for in the Sunriver Owners Association (hereafter “SROA” or “Association”) Bylaws Article VI: Subject to law, the provisions of the Articles of Incorporation and these Bylaws, the Board of Directors (hereafter “Board”) may appoint standing committees, task forces, or work groups.
2. Each standing committee shall be governed by a charter that has been approved by the Board.
3. Each charter shall state:
 - a. the purpose of the committee
 - b. the organization, which shall include:
 - the minimum and maximum number of committee members
 - the term of service for members of that committee, not to exceed 6 consecutive years
 - there must be a lapse of at least one year before a member who has previously served six consecutive years can again serve on that committee (under special circumstances the Board may grant an exception to this rule)
 - the term of the committee chair, not to exceed 2 years in a 6-year term
 - the appointment of the chair by the Board
 - c. the functions and responsibilities of the committee
4. Each task force or work group shall be governed by a directive from the Board. Each directive shall state:
 - a. the scope of work including a projected completion date of the task force or work group
 - b. background information if any
 - c. coordination requirements, if any, for accomplishing the assigned task and reporting findings
 - d. available support if any
 - e. other pertinent information
5. The Board approves the appointment of committee members. As needed, the Board assigns projects to committees through Committee Action Requests sent to the Committee chair by the President of the Board outlining the assignment.
6. Committee members with voting rights are members of the Association. There may be associate committee members who represent an entity within or from outside Sunriver, or who live in the Sunriver area but do not pay dues to the SROA. Associate members are non-voting committee members appointed by the Board.
7. SROA members may serve on more than one committee.
8. The committee chair shall be appointed or re-appointed annually in October by the Board. Committee members who have completed one term of service and have agreed to serve a second

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term shall be re-appointed in September.

9. An orientation of all committee members, including review of the committee's adopted charter, and manual/reference book shall be conducted annually, preferably in October. The orientation and review shall be conducted by the respective committee chairs in concert with the Board liaison or a Board designee.

10. Upon the recommendation of a committee chair or through the Board's own volition, the Board may consider the termination of a committee member. A member who is not a member in good standing, does not support the committee's objectives, disobeys a board directive, and/or who is absent for three consecutive meetings may be asked to resign or be removed through board action.

11. With the exception of the Nominating and Election Committees, each standing committee shall be served by a liaison who is a member of the Board.

12. With the exception of the Election Committee each standing committee shall be served by a staff representative. A committee may work directly with a staff representative by assisting and giving advice, if requested, but each committee is ultimately responsible to the Board.

13. With the exception of the Nominating and Elections committees, the meetings of all other committees shall be open to members of the SROA.

14. The Consolidated Plan of Sunriver provides for the Design Committee. The Design Committee shall have a charter whose provisions are in agreement with Section 8 of the Consolidated Plan, the policy of the Board concerning committees, and the SROA Bylaws.

15. With the exception of the Covenants, Nominating, Election, Design, and Finance Committees, each standing committee shall submit an annual report to the Board of Directors as prescribed in the committee charter.

16. Section 6.07 of the Consolidated Plan of Sunriver provides for the Sunriver Judicial Council. The Council is not a committee of the Board, does not have a charter and does not have a liaison who is a member of the Board. Members of the Council are appointed by the Board.

17. Each member of a committee shall have a committee manual/reference book, which includes the committee charter, a current list of members and the expiration dates of their terms of service, and the SROA Committee Policy. This manual/reference book shall be returned to the SROA office upon resignation or when a committee member's term is completed.

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Role and Responsibilities of the Committee Chairperson

1. The chair steers the work of the committee as directed by the Board and in accordance with the committee's charter.
2. Each committee shall nominate a chair annually before the October Board meeting. The Board shall appoint the chair annually in October taking into consideration the nomination provided by the committee. A committee chair may be removed at any time by a 2/3 vote of the Board.
3. The work of the committee should be a collaborative effort, which helps develop the leadership skills of committee members as potential future Board members. The committee chair is charged with encouraging member participation in discussions and shares responsibilities.
4. The committee conveys to the Board through its minutes and/or its board liaison the ideas discussed and approved by the committee, but members shall not represent his/her ideas as being those of the committee. Chairs should not advocate publicly in opposition to a Board decision while representing themselves as committee chair.
5. The President of the Board and the General Manager are the only persons authorized to speak for the SROA and to contract for work to be done by other entities. The committee chair may represent the SROA only if specifically authorized by the President, in the absence of the President, the General Manager.
6. The committee chair may consult with the SROA Board President or General Manager regarding questions or suggestions about the operation of the Association. It is the responsibility of the General Manager, and not the committee or chair, to direct and evaluate the work of staff members.
7. Each committee chair is responsible for:
 - a. reviewing the committee's charter annually in October.
 - b. submitting an annual committee report as prescribed herein and in the committee charter.

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Committee Code of Conduct

1. The governance of Sunriver is dependent upon owners who are willing to participate and contribute through service on the Board, a committee, task force, or work group. Through having committed attendance and a positive attitude, committee members become effective members of the SROA team.

2. Ideas and concepts that affect the direction of the Association are often conceived and shaped by the committee forum and provide outcomes that are both fact-based and reflective of representing a “for the good of the whole” community philosophy. Committee members access information and take part in the research and development of particular projects. Certain situations require confidentiality by committee members.

3. Committee members shall be mindful of conflicts of interest, both perceived and direct, whenever they are involved in a formal decision or action. Members are expected to participate in the decision-making process and to conduct themselves in a fair, impartial, and business-like manner.

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Guidelines for Committees and Committee Members

1. A committee performs its tasks at the direction of the Board and as charged to do so through its committee charter. The committee may advise and make recommendations to the Board provided that it is done so through the channel of the committee chair and board liaison. The committee may consult with the President, or General Manager regarding questions or suggestions about the operation of the association, provided that it is done so through the appropriate channels of the committee chair and board liaison.
2. The committee chair, co-chair or vice-chair will preside at all meetings and serve as the spokesperson when representing the committee. With the exception of the Election, Design, and Nominating Committees, the committee secretary will take roll and write the minutes of each meeting for distribution to committee members, the SROA office, and SROA Board Members and for posting on the SROA Website.
3. Although debate and discussion are healthy, after committee decisions are reached, committee members shall support them.
4. Projects undertaken by the committee that require expenditure of staff time or financial expense must have prior approval of the Board. As a general practice, a request for such from the committee must be submitted to the SROA office at least 10 days before the scheduled meeting at which Board consideration is requested.
5. During the preliminary planning stages of a project which will be proposed and will require Board approval, a committee shall request input from all other committees which will be affected by the project or may have an interest in it.
6. Committees will receive staff support when available but shall have no responsibility or authority for staff supervision or direction. Staff supervision and direction is the responsibility of the General Manager.
7. A committee member is not authorized to collect funds or receive compensation for service on a SROA committee, task force or work group.
8. A committee member must declare a conflict of interest if such a conflict exists and then neither discuss the issue nor vote on such an issue.
9. A committee member may not direct or evaluate the performance of other committees.
10. Committee members shall not supervise or give direction to the work of a staff member without first obtaining authorization from the General Manager.

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**Procedure for Selection and Appointment
of
Committee Members and Chairs**

1. Unless otherwise stipulated in the SROA governing documents, committee members shall be recommended to the Board by a consensus of the committee chair, the board liaison and the staff representative assigned to the committee. The Board shall make the final decision on all committee appointments.
2. Potential committee members shall clearly demonstrate the skills, knowledge and experience determined as essential for the effective functioning of each committee in the fulfilment of its assigned responsibilities. The committee shall develop and maintain a written list of desired qualifications for potential members. In addition, committee members are expected to be open minded, objective and act in accordance with the SROA mission statement and the established Board goals in the exercise of their responsibilities.
3. Committee members shall be appointed by the Board throughout the year or as vacancies occur, for the term of service stated in each committee's charter.
4. With the exception of the Finance Committee, the Board will appoint a chair to each committee, task force, and work group. The Treasurer of SROA shall serve as the chair of the Finance Committee.
5. Each year, committee members will meet for orientation, including review of the committee's charter, committee manual/reference book and the Committee Policy.

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Duties and Responsibilities of Committee Liaison

With the exception of the Nominating and Election Committees, each committee shall be served by a liaison who is a member of the Board. The liaison shall:

1. Serve as an ex officio, non-voting member of the committee (with the exception of the Finance Committee.)
2. Attend committee meetings.
3. In coordination with the committee chair and staff representative, make recommendations to the Board for potential members.
4. Represent and support the Board's interests, policies, and direction to the committee.
5. Be familiar with the committee's charter and the SROA Committee Policy and be prepared to interpret each to the committee, as necessary.
6. Assist with the annual orientation of committee members as appropriate.
7. Report committee activity to the Board on a regular basis as determined by the Board President or designee.
8. Help the Board draft any Committee Action Requests (CAR) related to the committee.
9. Act as a conduit of information to and from the committee and Board.
10. Help keep the committee on task in accordance with the committee charter and Committee Policy.

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Guidelines for Staff Members Assigned to Committees

The General Manager may assign staff members to work with SROA volunteer committees. However, committee members shall not supervise or give direction to the work of the staff member without first obtaining authorization from the General Manager. Staff members will be non-voting committee participants.

In performing their duties, staff members shall endeavor to:

1. Attend committee meetings as needed.
2. Represent the staff's view on committee projects, programs, and proposals to the Board.
3. Provide background information when issues are being considered by the committee.
4. Seek committee support on issues that are important to the SROA.
5. Provide the General Manager with regular briefings or reports regarding committee activities and projects, especially when they may affect regular staff duties or budgets.
6. Assist in recommending new committee members to the Board.