

**OAKMONT VILLAGE ASSOCIATION (OVA)
POLICY ON COMMITTEES**

I. General.

Committees staffed by volunteer resident-members of the OVA provide valuable advice and assistance to the Board of Directors and OVA staff on a range of issues important to the Association including accounting and finance, architectural standards, facility construction, emergency preparedness, wildfire resiliency, liaison with local government officials, long range planning, and communications and outreach to the Oakmont community. Committees increase the Association’s bandwidth of expertise to support governance and the management of operations.

II. Authority.

- a. This policy establishes rules and regulations for the operation of Committees created by the OVA Board of Directors.
- b. Article IX of the OVA “Articles of Incorporation and By-Laws” (September 1992) grants the Board of Directors the authority to establish Standing and Ad Hoc Committees which it deems necessary for the efficient conduct of the affairs of the Association.
- c. This policy updates and revises all previous policy documents related to OVA committees and supersedes those documents including but not limited to “General Guidelines For All Committees,” dated October 26, 2004; and “Policy For Committee Appointments and Operations,” dated November 13, 2019.
- d. In the event of conflict between this policy and state law or regulation, OVA’s Articles of Incorporation, By-Laws, or Governing Documents, these latter documents shall prevail.

III. Membership.

- a. Committee Members. Committees shall consist of at least three members who are member-residents of the OVA or non-member residents of Oakmont. They should be recruited from as wide a base within Oakmont as possible. They shall be members of the OVA in “good standing” throughout the term of their assignment. Committee members serve without compensation unless otherwise approved by the Board of Directors.
- b. Appointments. The Board of Directors reviews and approves committee member nominations and shall designate a chairperson for each committee. Persons interested in serving on a committee should submit an application to the Committee Chairperson outlining their interest and qualifications.
- c. Terms of Office. Members of all committees serve one-year terms or complete the unexpired portion of a one-year term. Committee members may serve multiple one-year terms at the pleasure of the Board of Directors. Terms end at the end of May each year. The Board of Directors shall reappoint committee members not later than the regular meeting of the Board in May. The Board may add or replace committee members anytime during the year as necessary.
- d. Absence. A Committee member who is absent from three consecutive regularly- scheduled committee meetings is considered to have resigned from the Committee. The Board may approve an exception for illness, emergency, or other good cause at the request of the Committee Chairperson.
- e. Ex-Officio Members. The President of the Board of Directors and the OVA General Manager (GM) are non-voting ex-officio members of all committees.
- f. Board Liaisons. The President of the Board of Directors shall appoint a director to serve as the Board’s liaison to each committee. Board liaisons are a resource for clarifying Board policies. They also serve to keep the Board informed of committee activities. As committees provide the Board with an

independent examination of issues and generate innovative solutions to various operational challenges, liaisons and non-voting Board members should be circumspect in their participation in committee deliberations. Liaisons and non-voting Board members must also not unduly influence the actions or decisions of the committee. However, this should not constrain a Board liaison from speaking up if a committee's action deviates from Board policy or is a violation of law or OVA rules and regulations. Unresolved disputes between a committee and a Board Liaison should be brought to the attention of the Board for action.

IV. Relationships within OVA.

- a. Scope of Authority. Committees advise the Board of Directors and support the OVA Staff. Committee members may not task or direct the activity of the OVA Staff. However, at the request of a committee, the OVA General Manager (GM) may assign OVA staff members to assist committees with specific projects.
- b. Expenditures Process. Committees shall coordinate with the OVA GM and/or appropriate staff element on their projects. They shall obtain the approval of the OVA GM for any spending proposals associated with these projects prior to submission to the Finance Committee and the Board of Directors. Committees may not independently solicit or collect bids or cost estimates from vendors, suppliers, or consultants without the explicit approval of the OVA GM.
- c. Confidentiality. Committee members may come in contact with confidential information such as personnel, security issues, bids, and/or cost estimates. This information is to be kept confidential unless its release is specifically authorized by the Board of Directors or the OVA GM. A breach of this duty may be grounds for disciplinary action.

- d. Communications and Coordination. For approved projects, committees will keep the OVA GM, appropriate staff, and, when appropriate, the Board of Directors fully informed of all communications with vendors, suppliers, consultants, and government officials.
- e. OVA GM Review. Except for decisions by the Architectural Committee, recommendations or proposals by committees shall be submitted to the OVA GM for review before submission to the Board of Directors for their consideration.
- f. Financial. No member of a committee may financially obligate the OVA or spend funds without the express prior approval of the Board of Directors or the OVA GM.
- g. Quarterly Meetings. Insofar as practical, the vice-president of the Board of Directors shall chair quarterly meetings of all committee chairpersons for the purpose of informing one another of their respective activities. The OVA GM shall post in advance the date/time/place of these meetings on the OVA website. The OVA GM, other staff, and Oakmont residents may attend these meetings. In order to avoid a quorum of the Board, no more than three Board members shall attend this meeting.

V. Charters.

- a. Production of Charter. Each committee shall prepare a charter which describes the purpose and scope of the committee's activities and its operations, such as frequency of meetings, how decisions/recommendations are approved, etc. The charter shall reflect the provisions of this OVA Policy on Committees.
- b. Meeting protocols. These shall be documented in the charter. At least one week prior to any meetings, committee chairs will advise the OVA GM of the date, time, and place of a meeting. The OVA GM will ensure this

information is posted to the OVA website. Meetings will be conducted in accordance with Roberts Rules of Order per Article X of the Association's By-Laws. OVA residents who are not committee members may attend committee meetings. They shall be allowed to address the committee on specific tasks or projects. The committee shall develop ground rules for resident comments and be documented in the charter. Committees are authorized to hold working sessions at times not subject to prior notice.

- c. Decision making. A quorum constituting a majority of the members of the committee must be present in order to make decisions or recommendations. Those decisions or recommendations are approved by a simple majority of committee members present when a quorum exists.
- d. Board Review. Committee charters are submitted to the Board of Directors for approval. The Board may at any time choose to review and direct amendments to committee charters.

VI. Reporting.

- a. Minutes. All committees shall report to the Board on their activities as prescribed by their charter. Committees shall keep a permanent record of their activities and deliberations in the form of Minutes. Upon approval, the committee's Minutes shall be submitted to the OVA GM who shall post them to the OVA website as soon as possible.
- b. Reports to the Oakmont Community. On a quarterly basis, or more frequently as directed by the President of the Board, each committee shall prepare and present a succinct report updating the Oakmont community on the committee's activities. This report shall be scheduled for presentation during an open session of a regularly-scheduled meeting of the Board and the presenter should be prepared to answer questions from Oakmont residents and Board members.

VII. Other Committees.

- a. Ad Hoc Committees. Most committees within OVA are “Standing Committees.” However, from time to time, the Board of Directors may be confronted with an issue or a specific project surfaces that is best managed through a short-term “Ad Hoc Committee.” Once the issue is resolved or project completed, the committee shall be disestablished. The Board President shall appoint a chairperson and other committee members shall be approved by the Board. Ad Hoc committees shall report to the Board on a regular basis on the progress of their activities.
- b. Subcommittees. The Board of Directors may also establish a subcommittee of a Standing Committee to focus on a major issue within a committee’s charter. The subcommittee will be subject to the same requirements of this policy as a Standing Committee. Oakmont residents may attend subcommittee meetings.
- c. Executive Committees of the Board. These are established by the President of the Board of Directors and consist of Board members only. They address specific governance issues discussed in Executive Session and make recommendations to the full Board for decisions. Such committees may address personnel, legal, or similar issues. They are not governed by the provisions contained in this policy.
- d. Architectural Committee – The OVA Governing Documents define this committee’s duties and authorities. The operations of the Architectural Committee are, therefore, not governed by the provisions of this policy. However, the Board of Directors appoints the chairperson of this committee as well as its members usually upon recommendation of the chairperson and the President of the Board. Members of this committee are appointed for a three-year term with no limit as to the number of terms they may serve. The Board of Directors retains the power to appoint or remove committee members. The Board shall also appoint one of its members as liaison to the Architectural

Committee. The liaison or any Board member shall not be a voting member of the committee and shall not attempt to unduly influence its decisions. If a matter being considered by the committee is one that may be appealed to the Board, the liaison and non-voting Board member(s) shall recuse him/herself from those deliberations.

**Randol Draft Revision, dated September 9, 2022.
Board approved 9/20/2022**