

# Policies and Procedures of the Radburn Association

## Committee Structure and Operation

### I. Scope

Various Policies and Procedures (“P&P”) govern the operations of the Board of Trustees (“Board”) and the Radburn Association (“RA”). They are subordinate to Radburn’s Declaration of Restrictions, By-Laws as amended from time to time, and applicable laws. In the event of any conflict between these P&P and the Declaration or Bylaws, the Declaration or Bylaws will control. Throughout this document, the following terms are used:

“**Trustee**” is a person currently serving on the Board;

“**Member**” is any current owner of a property in the Radburn Association;

“**Resident**” is any person legally residing in Radburn at that time;

“**Other**” is any person or entity who is none of the above

“**Committeeperson**” is any person who is authorized to be a regular participant of a Committee (including the Chair and the Liaison);

“**Open Voting Meeting**” means a meeting of the Board that the Members may attend;

“**Majority**” means one-half of a Quorum plus one or plus a fraction.

“**Quorum**” means, in connection with any matter requiring a vote of a committee, not less than one half of the Committeepersons serving on the Committee are present in person, by telephone or other form of virtual meeting.

“**Business Day**” means a day other than a Saturday, Sunday or legal holiday.

### II. Committees

Committee formation is defined by the By-Laws. Once formed, the following sections define the operation and responsibilities of each Committee.

#### A. Committee Personnel

The following positions are part of each Committee:

- *Chair* The Committee Chair is responsible for developing the Committee’s Charter, managing the operation and progress of the Committee, and delivering all reports, subject to approval of the Charter by the Board.
- *Committeeperson* Any person who is on a Committee and has the right to participate in the Committee’s discussions, decisions, and/or recommendations
- *Liaison* If the Chair is not a Trustee, then a Trustee shall be appointed as the Committee’s Liaison acting as the main intermediary between the Committee and the Board.
- *Term:* Committeepersons shall serve at the pleasure of the Board.

## **B. Committee Charter**

Each Committee shall have a Committee Charter defining and governing its operations and scope that must be approved by the Board; no work by any Committee shall be done until the Committee's Charter is approved. The Charter (as shown in Appendix A) that shall include, but not be limited to:

1. *Mission and Scope* Defines the overall scope and purpose of the Committee, as well as significant interactions with any other Committees or other parts of the RA.
2. *Responsibilities* Defines what the Committee is to accomplish and the intended results of its work.
3. *Type of Committee* Either Standing or Special.
4. *Time Frame* Expiration date or end point of the Charter. For Standing Committees, it shall be January 31 of the following year.
5. *Chair and Liaison* Name of the Chair and Liaison (if any).
6. *Committee Composition* Defines who is authorized to be a Committeeperson either by name or title (Trustee/Member/Resident/Other), and how many Committeepersons are authorized.
7. *Budget* Financial resources allocated to the Committee either for its work or possible outcomes. If appropriate, non-financial resources may be added (other Committees or RA personnel, for example).
8. *Financial Approval* This defines the amount of money, if any, the Committee may spend without further Board approval, and for what purposes (with additional documentation as an attachment if necessary) (see Section IV.E).
9. *Other* Any documentation that further defines, explains, or limits on the Committee powers or authority.
  - Attachments to the Charter may be provided for additional details; all such attachments shall be an integral part of the Charter.

As each new Committee is proposed, the proposed Chair shall submit a completed Committee Charter to the Board. For a Committee Charter that is about to expire, the Chair shall submit a new version to the Board no less than 30 days prior to the expiration date. Once submitted, the Board shall have the right to modify or alter the Charter before final approval. The Board has the right to alter any part of any Committee Charter, including disbanding a Special Committee, at any time.

All approved Committee Charters shall be promptly posted on the Radburn website, or in other appropriate places, so that Members have access to them. If necessary, the Board has the right to redact portions of the posted Charter contents to protect confidential materials or interests.

## **C. Changes to Committee Composition**

Once approved, the Charter defines the Committeepersons by both name or title, and number of authorized Committeepersons. The Chair has the authority to consult with other people or entities not on the Committee for specific needs or subject matter expertise, but such entities may not participate in overall or extended Committee work or vote. For changes to the people on a given Committee:

- *Standing Committees*: The Chair proposes any changes or deletions by name and submits such proposed changes to the Board for approval. No changes are allowed unless and until the Board approves such changes.
- *Special Committees*: The Chair can make changes, deletions, or additions and shall advise the Board, in writing, of such changes by name within 7 days of the change.

#### **D. Committee Decision Making**

A Committee may make decisions binding on the RA only to the extent that its Charter explicitly provides such authority; all other Committee outcomes are recommendations to the Board.

- *To make a recommendation to the Board*: The Chair shall poll the authorized Committeepersons for the express purpose of making one or more recommendations to the Board. This polling may be done in a physical or virtual meeting, or electronically. For a decision to be valid, at least half of the then-current Committeepersons must participate. The recommendation is approved if a Majority of a Quorum votes in favor of it. Any Committeeperson may provide a written alternative to the adopted recommendation as part of the Chair's report to the Board (Section IV.E).
- *To spend financial resources*: If the Committee's Charter authorizes the spending of financial resources (Section IV.B.8), the Chair shall poll the Committeepersons for the express purpose of discussing and deciding on each individual expenditure. This polling may be done in a physical or virtual meeting, or electronically. For a decision to be valid, at least half of the then-current Committeepersons must participate in the poll. Each expenditure is approved only if a Majority of a Quorum vote in favor of it. Any Committeeperson may provide a written alternative to the adopted recommendation as part of the Chair's report to the Board (Section IV.E).

#### **E. Committee Reporting**

1. *Monthly Report* The Chair shall deliver a written report to the Board's Secretary at least 3 days before each Open Voting Meeting. The Report shall include a summary of important items the Committee has worked on during the month, and the outcomes of any votes on recommendations or expenditures. It is intended that these Reports shall be read into the minutes of the upcoming Open Voting Meeting.
2. *Extemporaneous Reports* The Chair shall promptly report to the Board and Radburn Manager, in writing:
  - The results and outcomes of all polls and similar decisions
  - Any time-critical information that should not wait for the Monthly Report
  - Any information that should not be included in the monthly report due to confidentiality concerns

#### **F. Notices of Committee Meetings**

1. Notices of meetings of a Committee, whether in person, by conference call or by virtual meeting shall be given by email or personal delivery to each Committeeperson not less than three Business Days prior to the meeting. Committeepersons may waive notice of the meeting in writing. Any Committeeperson attending a Committee meeting will be deemed to have waived notice of the meeting.

## **G. Confidential Information**

1. Committeepersons may come into possession of information not generally available to the RA membership (“Confidential Information”). In such event, a Committeeperson may not disclose such Confidential Information to any person outside of the Committee unless authorized by the Committee to do so or unless the information has been made public to the Members by the Committee or the Board.
2. As a condition of serving on a Committee a Committeeperson may be required to sign a confidentiality agreement restricting the Committeeperson’s ability to divulge Confidential Information described in Paragraph G.1 above.

## Appendix A: Committee Charter Form

Committee Name: **Policies and Procedures Committee**  
**(example)**

<b>1. Mission and Scope</b>	<p>Develop Policies and Procedures for how the RA and Board operates and makes decisions</p> <p>Develop specific procedures for the functioning and approval processes of the RA and Board</p> <p>Develop Job Descriptions for describing and subsequently evaluating the performance of all entities that do work for the RA (Trustees, employees, contractors, and vendors) (referred to here as "RA Workers")</p> <p>Maintain records of job performance of all RA Workers</p>
<b>2. Responsibilities</b>	<p>Create (and update as needed) a set of Policies and Procedures that allows the RA and Board to function with consistency, transparency and inclusiveness within the bounds of the By Laws and applicable laws</p> <p>Develop templates such as Committee Charter, Job Descriptions, Committee Volunteers, etc.</p> <p>Do performance reviews of all RA Workers not specifically covered by a Committee or the Board</p> <p>Maintain records of all performance reviews</p> <p>Periodically review the RA Committee structure and interactions of Committees</p>
<b>3. Committee Type</b>	<p><input type="checkbox"/> Standing                      <input checked="" type="checkbox"/> Special</p>
<b>4. Time Frame</b>	Through Jan., 2020
<b>5. Chair and Liaison</b>	<p>Chair: Jeff Krawitz, Trustee</p> <p>Liaison: -</p>

<b>6. Authorized Committee Composition</b>	Trustees: 3 Members: 2 Residents: 0 Other: none
<b>7. Budget</b> (details attached)	- No approved budget
<b>8. Financial Approval Level</b>	- None
<b>9. Other</b>	-