

**GENESEE FOUNDATION
GENERAL AND OPERATING GUIDELINES FOR ALL COMMITTEES**

1. PURPOSE:

Genesee Foundation (Foundation) committees provide assistance, recommendations, and information to the Board of Directors (BOD). Except for the Architectural Review Committee (ARC), which derives its authority from the Governing Documents, committees act in an advisory capacity to the BOD, carry out specific tasks assigned by the BOD, and pursue goals and objectives set by the BOD, with input from the committee. Committees act in various ways:

- Top-down (BOD-Committee): Respond to information requested from BOD on specific issues relating to that committee.
- Bottom-up (Committee-BOD): Provide input to BOD on topical issues that might need BOD attention.
- Two-way (Resident-Committee): Forum for resident involvement, input, participation, education, etc. on issues pertaining to committee focus.

2. DETAILS:

A. **AUTHORITY:** The specific duties of committees, their appointment, structure, and vested authority are derived from the Bylaws of the Genesee Foundation and the Declaration of Covenants, Conditions, and Restrictions dated March 10, 1975, and recorded in Jefferson County Real Estate Records in Book 2714 at Page 901, as supplemented and amended (Governing Documents). Any conflict between these Guidelines for Committees and the Governing Documents shall be resolved in favor of the Declaration of Covenants, By-Laws, and Guidelines in that order. Committees are not empowered to spend funds, or to obligate the Foundation financially, or in any other manner, without the express, prior approval of the BOD.

B. **CATEGORIES:**

1. Declaration-Authorized Committees:
 - a. ARC - Architectural Review Committee
2. BOD-Authorized Standing Committees: These committees serve the needs of the community and the BOD on an ongoing basis.
 - a. Open Space
 - b. Facilities
 - c. Finance
 - d. Fire & Safety
 - e. Communications

- f. Social and Recreation
- g. Governance
- h. Land Use
- i. Trails

3. BOD-Authorized Special Committees: The BOD may create special committees to serve a specific purpose or duty deemed necessary by resolution of the BOD. These committees have a finite time horizon for existence, as defined by the BOD when creating such special committee.
4. Subcommittees: Each committee, with the permission of the BOD, may appoint a subcommittee from among its membership (or community at large) and may delegate to this subcommittee any of its authority, duties, and function. The BOD may dissolve a subcommittee following a request by the parent committee, or by acting on its own motion.
5. Working Groups: Working Groups may be established by committees to work on specific projects, tasks, or problems.

C. **MEMBERSHIP QUALIFICATIONS**: Only Members of the Genesee Foundation (as defined in the Governing Documents) may serve on committees, except as expressly required for ARC members by the Governing Documents. Committee meetings are open to all Genesee Foundation Members; however, non-committee members will have no vote in committee actions and the committee chair may impose reasonable limitations on community participation in discussions.

D. **RESPONSIBILITIES**:

1. **Committee**: The specific purview and responsibilities of each committee shall be defined in their respective individual committee charters, as approved by the BOD.
2. **Chair**: The chair of each committee shall preside over and manage the general affairs of the committee to ensure that the committee fulfills its goals and assignments from the BOD and that all members have the opportunity to participate. Committee Chairs will attend an annual training/orientation session sponsored by the BOD to review Governing Documents and Genesee Foundation Policies and Guidelines.
3. **Members**: The responsibility of individual members is to come prepared to listen, offer suggestions, and contribute to the discussion of issues and proposals in an open and professional manner. Persons interested in serving the community through involvement on a committee shall be given an opportunity to complete a volunteer form (available on the Foundation website) outlining their interests and experience. Alternatively, they may email the Committee Chair regarding their interest. Committee members will be appointed by the BOD, based on the recommendation of the committee chair or in response to a completed volunteer form.

4. Staff Liaison: The Community Manager shall assign, a staff member to confer with the Committee Chair to provide technical assistance and administrative support, as appropriate. Staff Liaisons may attend committee meetings but will have no vote in committee actions.

E. COMPOSITION/BUDGET:

1. Declaration-Authorized Committees (ARC):

- a. Leadership: Chair elected by the committee members for a one-year term, subject to approval by the BOD.
- b. Members:
 - (1) Two community representatives appointed by the BOD for one-year terms.
 - (2) One community representative elected by Foundation members for a one-year term.
 - (3) A minimum of two outside professionals selected and appointed by BOD for two-year terms.
- c. Budget: Negotiated and approved by the BOD during its annual budget process.

2. BOD-Authorized Standing Committees:

- a. Leadership: The Chair of each committee is elected by the committee members for a one-year term, subject to approval by the BOD. BOD members may not serve as committee chairs, except for the Treasurer who, per its Charter, is also the Chair of the Finance Committee. Commencing on January 1, 2023, with the exception of the Chair of the Finance Committee, no person who has previously served four consecutive one-year terms as Chair will be eligible to serve for a fifth consecutive one-year term. Committees are encouraged to share responsibilities, to identify and support potential chairs, and to identify and address barriers to service. If at the time of the annual election of a chair, no committee member other than the term-limited chair has agreed to serve, the chair may continue to serve, with BOD approval, and the BOD will provide the committee with assistance in recruiting candidates for the committee to consider. No person may serve as the chair of more than one committee at any time.
- b. Members: Committee members shall be appointed by the BOD for one-year terms. It is not necessary for committee members to re-apply each year, and their continued participation will be presumed unless they notify the the committee chair.

- c. Budget: Standing Committees generally do not have budgets, but they may have one if approved by the BOD.
 - d. BOD Liaison: The BOD may appoint a liaison to any Committee. BOD Liaisons will attend Committee meetings and may participate in Committee discussions but will have no vote on Committee actions. However, the Treasurer may act as the Board Liaison to the Finance Committee and will also be a voting member. The BOD Liaison:
 - Provides guidance to the committee to ensure it remains focused on BOD-approved committee goals
 - Is expected to supplement the communication link between the BOD and the committee, and should be included on all committee communications
 - Is not a substitute for the committee chair, nor does the chair report to the liaison; the committee chair reports to the Board
 - Coordinates with the chair to submit periodic reports on committee projects, goals, and work streams
3. BOD-Authorized Special Committees:
 - a. Leadership: Chair, appointed by BOD for specific time period that reflects the defined purpose and goals/outcomes for that committee.
 - b. Membership: Appointed by the BOD, or if requested by the BOD, by the Committee chair, from Genesee Foundation Members.
 - c. Budget: The budget, if any, shall be determined by the BOD.
 4. Working Groups: Established by committees to work on specific projects, tasks, or problems.

F. MEETINGS:

1. Schedule shall be determined by the committee chair.
2. Meetings shall be open to all Genesee Foundation Members. Genesee Foundation Members will be provided the opportunity to speak at all committee meetings, however the committee chair may place reasonable time and number limits.
3. The committee chair shall submit meeting agendas to the Foundation office no later than 3 days prior to the meeting for posting. Agendas may be emailed to committees@geneseefoundation.org.
4. Minutes of each meeting shall be recorded by the committee chair, secretary, if any, or a committee member designated by the chair, and submitted to the Foundation

office within 10 days following the meeting. Committees may email all committee-approved minutes to committees@geneseefoundation.org.

G. REPORTING:

1. ARC: The committee chair or BOD Liaison will provide quarterly reports to the BOD, including a year-end summary report.
2. Standing and Special Committees: If requested by the BOD, the committee chair, or BOD Liaison will present brief updates at BOD meetings in addition to submitting meeting minutes as required by these Guidelines. Each committee chair will provide an annual summary for inclusion in the Foundation's Annual Report.

H. EMPLOYEES OF THE FOUNDATION: The chair of each committee is authorized to consult with the management staff members involved in the activities of the committee but shall not direct the activities of any employee or contractor of the Genesee Foundation.

I. ETHICS: Members of a committee are prohibited from contracting with the Foundation or using their committee position for personal or financial gain. Any member of a committee who could reasonably be expected to benefit in a direct and substantial way from the possible outcome of a committee action under discussion must disclose each time that item is discussed that he/she has such a conflict of interest and abstain from voting on any motion affecting that interest. Discrimination based on race, creed, gender, sexual orientation, or national origin is prohibited.

J. CONFIDENTIALITY: Members of committees may encounter confidential information such as security issues, bids, personnel issues, and, in the case of the Governance Committee, ballots/proxies. This information is to be kept confidential unless its release is specifically authorized by the BOD. A breach of this duty, to maintain confidentiality, may be grounds for disciplinary action against the offending individual(s); which may include sanctions, dismissal from the committee or both.

3. Operating Guidelines: The following provide operating guidelines for decision making, spending, meeting notification, and minutes publication for Standing and Special Committees, Subcommittees, and Working Groups.

A. STANDING AND SPECIAL COMMITTEES

- a. The primary role of a committee is to assist the BOD by addressing specific community issues and tasks and serving in an advisory role for the benefit of the community. Committees may vote on issues that come before them, however, if there is no unanimity, both the majority and minority viewpoints will be recorded in the minutes and presented to the BOD as the recommendation of the committee. The BOD has the sole authority to decide

whether to implement committee recommendations, in whole or in part, or with modifications.

- b. Limited authority to make decisions affecting the community within the power granted them by the BOD.
- c. May only spend money specifically authorized by BOD, and as specified in Board approved budget and per the Procurement Policy. Overruns in specified budget items must be approved by the BOD, under-runs cannot be distributed to other projects without BOD approval.
- d. Must keep minutes of all meetings and submit them to the Foundation office to be published on the Foundation's website and submitted to the BOD for review at its next scheduled regular meeting.
- e. Notify the Community Manger of all meetings no later than 3 business days prior to the meeting.
- f. Ensure that committee email communications are sent using the global email address for that committee, e.g., finance@geneseefoundation.org

B. SUBCOMMITTEES

- a. Have no authority to make decisions affecting the community; scope of work is granted by the parent committee.
- b. May only spend money specifically authorized by BOD, and as specified in BOD-approved budget and per the Procurement Policy, and as approved by the parent committee. Overruns in budget items must be approved by the BOD, under-runs cannot be distributed to other projects without BOD approval.
- c. Must keep minutes to all meetings and provide minutes to the parent committee and submit the meeting minutes to the Foundation office to be published on the Foundation's website and submitted to the BOD for review at its next scheduled regular meeting.
- d. Notify the Community Manager of all meetings no later than 3 business days in advance.

C. WORKING GROUPS

- a. Have no authority to make decisions affecting the community.

- b. Cannot spend money
- c. Need not keep minutes.
- d. Need not publish meeting notifications.
- e. Report activities back to authorizing committee at committee meetings. Any committee action resulting from working group activity must be included in published in committee minutes and is subject to approval by the BOD prior to implementation or further action.

APPROVED BY: Board of Directors
SUPERSEDES: November 30,2005
May 11, 2011
July 9, 2014
September 9, 2015
January 30, 2019
APPLICABILITY: All Committees
APPROVAL DATE: February 23, 2022
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