

DRAFT ECIA Board of Directors Committee Liaison Role Definition

A Board Liaison is a Board director appointed by the Board to serve as a member of a designated committee. If the Board feels it is not appropriate for a director to serve as a voting member of a given committee, then a Board Liaison may be appointed as a non-voting committee member.

Staff responsibility (Committee Administrator's role as distinguished from the Board Liaison role):

The Committee Administrator's responsibilities are to provide information and resources to committees, as needed, and to ensure objectives and tasks are presented to the Board of Directors in a professional manner. In addition to the responsibilities listed in the Committee Administrator's job description, this staff person has the following responsibilities:

- Attend scheduled committee meetings; arrange for alternate staff liaison to attend if necessary
- Help ensure committee activities align with their charter, guidelines, and all ECIA governance documents; provide guidance as needed
- Assure all committee records are easily obtainable, and provide document management, financial reports and other reports as requested
- When needed, bring questions to the General Manager and the Board when committees are unsure about proceeding with a particular action
- Assist with submitting official committee requests including budget requests
- Ensure official documents go through the proper channels
- If requested, provide draft agendas, take minutes, and document tasks; provide scheduling reminders

Board liaison responsibilities:

- Provide guidance to the committee to help keep it aligned with the Board's goals and objectives
- Establish and maintain understanding and cooperation between the Board of Directors and the committee
- If the Board has made a decision on an issue before a committee, communicate that direction to the committee, represent the Board's point of view, or explain the Board's responsibility to make a decision on any given action
- Add items to the Board's agenda when necessary to consult with the Board on issues before the committee
- Ensure committee recommendations are communicated to the Board, and that motions based on those recommendations are made in a timely manner
- Report performance concerns, when appropriate, to the Board

Draft dated 3/4/24

Memo on Proposed Board Liaison Changes

From: Amelia Adair

Date: 3/11/24

ECIA's Bylaws – as is typical for non-profit organizations - are silent on whether Board directors may or must be members of committees. That's because it is normal and **expected that committees of the Board are composed of Board directors**, but members of the organization who are not Board directors also may be appointed to committees, in addition to Board directors. In the common interest community world, it's considered best practice to have as many non-board director members of committees as possible, because this enhances good governance. But I've never before encountered any non-profit organization, including any homeowners association, where there is an expectation that NO board directors will serve on committees. Stacy Maule, COO of HOAMCO, also has never seen an HOA with this strange expectation.

Robert's Rules of Order Newly Revised 11th Ed. (RONR) supports this interpretation. RONR Section 56 page 579 lines 20 – 30 describing the content of Bylaws, specifically Committees, explains that typically “certain officers -- for example, the president – shall be ex officio a member of all committees except the nominating committee...In that case, the president has the right, but not the duty, of participating in the work of the committee.” RONR Section 50, Committees, page 492 lines 13 – 29, explains how the assembly (in our case, the Board) appoints committee members. Line 16 explains “It is possible for persons who are not members of the assembly or society [i.e. the Board] to be appointed to committees – even to the position of chairman – but control over each such appointment is reserved to the assembly [i.e., the Board].”

In other words, in many non-profit organizations the expectation is that the **president will be an ex-officio member of all committees**, with a few exceptions. Other officers may be automatically members of certain committees. For example, most HOAs have a budget or finance committee, and the Treasurer automatically chairs that committee. We made that change to our Finance Committee several years ago with no ill – and many positive -- effects. Our Bylaws Review Committee has always had a Board director as a member. Its charter says that director cannot be the Board president. The nominating and disciplinary committees, if the organization has them, are often committees where the Bylaws may provide that the president or other officers may be excluded from membership. ECIA does not have those committees, but our Election Committee serves a similar role to a nominating committee. Therefore, no Board officer ought to be a member of the Election Committee, nor should a Board member running for election in that year be a member of the Election Committee.

It is NOT a conflict of interest for a director of a non-profit board to serve as a member of a standing or *ad hoc* committee, or task force, unless an individual director receives some kind of financial or other significant benefit for themselves, their family members or business associates, as a result of their serving on that committee. An example of a true conflict of interest would be if a director has a financial interest in a community association management company, and is appointed to serve on a task force handling a request for proposal for community association management services, AND that director does not exclude his or her company from consideration. Another example of a conflict of interest would be if a director serves on the Architecture Committee and applies for a significant variance to build a structure on her home. She would need to recuse herself from reviewing, discussing and voting on her own variance application.

However, it's true that committees composed of all or mostly Board directors will tend to discourage volunteer participation in those committees. Therefore, I believe it is in the **best interest of our organization to encourage as many community members as possible to serve on committees**. I believe that so strongly that I pushed the Board to create the Eldorado Volunteer Committee, to lead the charge to encourage members to volunteer on committees and in other roles.

Having no Board directors on any of our committees can be a source of friction and dysfunction. ECIA, like any effectively managed non-profit, needs our committees to be well-aligned with Board objectives, and to provide recommendations and do work to support those objectives. Having at least one Board member of most committees would help with that alignment.

Proposal to revise the Board Liaison Role document. Many committee chairs and board directors have expressed confusion about what the Board liaison role is or is not. I believe part of the confusion arises because most of the items listed as the responsibility of the Board liaison should actually be the role of management staff, now specifically the new Committee Administrator.

In conclusion: I believe it is important to **allow Board directors to join committees if they want to, and in some cases Board directors MUST be part of a given committee**.