



BRICKSHIRE

In The Heart Of Historic Virginia

BRICKSHIRE COMMUNITY ASSOCIATION, INC.

Board Policies Covering the General Conduct and Operation of Chartered Committees

(Revised: January 2024)

The Brickshire community has been conceived and developed as an upscale community with governing documents that define the Brickshire Community Association, Inc. The business of the Association is governed by the Board of Directors (“Board”) under Articles of Incorporation, Article 7; Declaration of Covenants, Conditions, and Restrictions, Sec. 4.4; and By-Laws, Article 3. Section 5.1 of the By-Laws specifically grants the Board authority to “appoint such committees as it deems appropriate to perform such tasks and to serve for such periods as the Board may designate by resolution. No committee appointed by the Board shall be empowered to take any affirmative action without the consent of the Board.”

In keeping with the governing documents, the Board of Directors establishes the following policies as regards the business conduct of chartered committees:

1. The Board shall have sole authority to appoint/approve all committee members. Note that the governing documents advance liability indemnification solely to committee members appointed/approved by the Board and applies solely to Association business. Thus, the Board’s official appointment/approval of committee members provides each volunteer member with liability indemnification in the conduct of their committee functions.
2. The basic policies relating to committees, committee members and committee chairs/co-chairs are as follows:
 - a. Committee size is limited to a maximum of seven (7) voting members unless a waiver of this restriction is requested and approved by the Board. Committees may have up to two (2) alternate members. All members and alternates must reside in the community and be members in good standing of the Brickshire Community Association. If a voting member of the committee is absent, the alternate member selected to vote in his/her stead

- will be named at the beginning of the meeting. The Chair may vote on all motions and is the tiebreaker in the event of a tie vote.
- b. Each member shall be appointed to a 2-year term, beginning on January 1st, with the option to serve additional consecutive terms with approval of the Board. If a committee member's term is up and the Board has not appointed a replacement by January 1, that committee member shall remain on the committee until they are appointed to a new term or a new committee member is appointed.
 - c. Committee members will select a Chair or Co-Chairs who shall conduct periodic meetings of the committee and report to the Board at its regular monthly meeting. Committee members may vote to replace the Co-Chair or Chair. Members with concerns about the committee Chair or Co-Chair are encouraged to share their concerns with the Board Liaison before making a motion for replacement, but this is not required.
 - d. The committee Chair/Co-Chair will be responsible for formally welcoming all new members and recognizing the efforts and contributions of any departing members.
3. Chartered committees shall adhere to the duties and responsibilities as set forth in the applicable committee charter as adopted by Board resolution.
 4. The governing documents limit authority to enter into contracts and/or binding arrangements to the Board of Directors. As such, committees are limited to making recommendations only. All projects requiring the hiring/contracting of a vendor/contractor or a service not included under an existing contract will generally require the submission of bids from three (3) separate vendors/contractors. However, based upon the circumstances for each project, the Board can reduce the requirement to obtaining bids from only two (2) suppliers or a preferred vendor when appropriate.
 5. Regularly scheduled meetings shall be held in a public Association venue to encourage attendance by the general Association membership. Virtual meetings must be requested and approved by the Board in advance and online meeting links must be provided to management one week in advance of an approved virtual meeting. Virtual meeting links must be made available to all owners wishing to participate or observe.
 6. Regularly scheduled meeting dates shall be provided to Management at least ten (10) days in advance of the scheduled meeting and posted on the website Events Calendar at least one (1) week in advance of the meeting date.
 7. The frequency with which committee meetings are held will depend upon the workload of the committee; however, the committee should strive to meet on a monthly basis.

8. Any committee member who misses two (2) consecutive meetings without good cause will be removed from the committee by the Board after consultation with the Committee Chairperson.
9. All committee members serve at the pleasure of the Board and are subject to removal by the Board for any reason.
10. Every attempt shall be made by the committee to schedule evening meetings to encourage committee membership by those property owners not available for daytime meetings and to expand attendance by the general Association membership. To this end, the Board strongly recommends that regular committee meetings convene between 6:00 PM – 7:00 PM on Monday through Thursday evening.
11. Committee meetings will operate by Roberts Rules of Order and the Virginia Property Owners Act (POA), as applicable.
12. Committee meetings will adjourn to Executive Session ONLY when taking up any of the subjects listed in Sec. 55.1-1816 (C) of the POA, which includes contract discussion and consideration; matters involving governing document violation(s) by a specific owner, tenant, etc.; or advice from counsel. All topics proposed for discussion in Executive Session of a committee meeting must be pre-approved by the committee's Board Liaison to ensure their applicability as denoted in Sec. 55.1-1816(C) of the POA. The Board Liaison will also attend all such Executive Sessions.
13. The Committee Chair is responsible for preparing and distributing the committee meeting's agenda and meeting materials to all committee members and Board Liaison, preferably at least one (1) week prior to the committee meeting date.
14. Minutes shall be taken of all committee meetings. Such minutes shall comprise actions taken by the committee, with important discussion points/subjects briefly noted.
15. Minutes are to be posted to the Brickshire community website by Management only upon acceptance and approval by the Board of Directors at its regularly scheduled Board meeting or approval by the committee at their next meeting. Committee Minutes represent part of the official records of the Association for which the Board has sole responsibility and ultimate liability.
16. The Board, at its sole discretion, may appoint a Board representative ("Board Liaison") to liaise with any given committee.