



Ponderosa Pines Water Company  
Committee Operating Procedures  
Addendum 1  
Effective: March 30, 2013  
Revision 1 April 11, 2103

The Board of Directors establishes ad hoc committees for the Ponderosa Pines Water Company (PPWC). They are advisory to the Board of Directors for the purpose of performing research and making recommendations on specific issues as defined in their charters, and/or those specifically requested by The Board. Every year the Board will re-evaluate the need for each ad hoc committee to continue. Special Ad hoc committees are dissolved when their work is completed. The governance committees have limited authority to take action for the Board as defined in their charters.

### **COMMITTEE PURPOSE**

To assist the Board of Directors in regard to their responsibilities and to bring to the Board information for which their action and decisions may be based.

### **COMMITTEE STRUCTURE**

- 1) All committees follow Roberts Rules of Order when conducting meetings.
- 2) A committee should consist of no less than three and no more than ten members.
- 3) The Board will appoint one to two of its members to be a Liaison to each committee. The Board member(s) will be without voting authority.
- 4) Committees may be formed, re-organized or disbanded at the discretion of the Board.
- 5) The Board of Directors will elect the Chairman for each Committee. The committee members will establish by election the officers of each committee at the first committee meeting. The Chairman of the committee will be the spokesperson for that committee.
- 6) Vacancies in committee membership positions will be reported by the committee Chair (or representative) at monthly Board meetings. Notices will be given to association members by email and posted to fill these positions.
- 7) Committee members may be removed for lack of contribution or disruption of the committee. Removal of a committee member will be performed by The Board and based upon the recommendation of the committee Chair and/or the Board Liaison.
- 8) Committees will meet at the call of the Committee Chair or at the request of The Board, to consider matters assigned under the Committee's charter.
- 9) The committees will meet once per month or when appropriate to their assignment. The meetings should take place at the time, place and discretion of the committee and allow for part-time members to participate. The meeting notice will be forwarded to and posted by the PPWC Secretary.
- 10) The Committee Secretary will take notes or minutes (including the typing of those reports), which will be given to the PPWC Secretary for appropriate recordation and/or filing.
- 11) Committee meetings are attended by committee members, Board liaison, homeowners, and when necessary by the Water Company Manager, water company employees and vendors. Those present are community volunteers or others dedicated to the best interest of the PPWC. An environment of



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respect and dignity is expected among all those in attendance during discussions and conduct of business.

- 12) Committees are expected to work and interact with all other committees as needed. Communication between committees will be coordinated between committee Chairs.
- 13) Committees are expected to work and interact with The Board as needed. Questions arising from committee activity will be directed through the committee Chair to the Board's Liaison assigned to each committee and forwarded to the PPWC Secretary for distribution and response. Where multiple liaisons exist, one Board Liaison will be assigned to facilitate the communication.

### **COMMITTEES IN RELATION TO THE BOARD OF DIRECTORS**

Only the Board may enact and implement policies, rules and guidelines for the Water Company, or assume obligations on the Water Company's behalf, in accordance with and except as otherwise provided in the Water Company's governing documents. The function of Board appointed committees is to evaluate issues, conduct background work, and to make recommendations to the Board from time to time concerning those matters delegated by the Board to the specific committee.

Generally, committees should be given specific tasks at a Board meeting so recordation and follow up can be accomplished in a timely manner. Each committee will have a "charter" that will describe the duties and expectations for committee activity.

If a committee begins to investigate an issue without specific direction from the Board, the committee must inform the Board of this action at the next Board meeting and must request authority from the Board to continue the investigation activity. Under no circumstances will a committee Chair or committee member speak on behalf of the Board.

It is very important for the Committee to bring to the Board conclusions and recommendations in a timely manner. Data, though very important, cannot stand-alone and must be supported by recommendations. This is essential for the Board to make decisions in a timely manner and essential to the overall effective management of the Water Company.

### **COMMITTEES IN RELATION TO VENDORS**

Unless otherwise directed by the Board, Committees, their Chairs, or any member thereof shall not give direction, including the asking for bids, reports, or any such item, to any vendor who is contracted to the Water Company. All requests for vendor action must be done through the Board.



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If the Committee has, with the permission of the Board, gone directly to a vendor with any request, the Committee shall ensure the Management and the Board receive a copy of all information regarding that contact for the Water Company records.

Committees shall, when preparing written Committee Reports, ensure the Board receives the report, via the PPWC Secretary, no later than six working days prior to the upcoming Board meeting. Committees will give all meeting information and reports to the PPWC Secretary for distribution to the Board and for inclusion in the newsletter, website, or other communication media, as necessary.

All committee actions, done under the direction of the Board or in accordance with the committee charter, will be reported to the PPWC Secretary. All expenditures of funds must be authorized by the Board and accomplished through the PPWC Treasurer.

### **COMMITTEES AT BOARD MEETINGS**

Generally, each Board meeting agenda will have a place for the receipt of committee reports. While the committee is active, the Committee Chair (or representative) maybe required to attend Regular or Special Board meetings to provide a status report of committee activities. If a committee has an issue or request which requires Board action, the committee Chair (or representative), may appear before the Board under the committee report agenda item to make the request on a monthly basis, or as appropriate, unless they have asked not to be included.

### **CONCLUSION**

These procedures are not intended to be cumbersome. Please remember the ultimate goal is to facilitate the smooth operation of the Water Company. Timely preparation of reports with all information pertinent to the subject allows the Board to make well-informed decisions, which in turn can be recorded and implemented in an efficient and professional manner.



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Revision 1 Explanation of Changes:

**Page 1**

Paragraphs 1 & 2 the word "standing" removed. Paragraphs are combined and rewritten as a single paragraph.

Under COMMITTEE STRUCTURE

#5 Change wording in the first two sentences from: "Each committee will elect its own officers. The officers will be Chairman, Vice-Chairman and Secretary." **TO** "The Board of Directors will elect the Chairman for each Committee. The committee members will establish by election the officers of each committee at the first committee meeting."

- #6 Remove in its entirety
- #7 Remove in its entirety
- #9 Remove in its entirety

**Page 2**

#11 will become #7 and the wording changed from "Committee members may be removed for lack of contribution or disruption of the committee. Removal of a committee member can be done with the agreement of the committee Chair and the Board liaison. If there is no agreement, then the matter may be brought to The Board for a decision." **TO** "Committee members may be removed for lack of contribution or disruption of the committee. Removal of a committee member will be performed by the Board and based upon the recommendation of the committee Chair and/or the Board liaison."

#12 becomes #8 and the wording changed in the first sentence to add: "Committee" before the word Chair and remove: "or Vice-Chair (in the absence of the Chair)".

- #13 becomes #9
- #14 becomes #10
- #15 becomes #11
- #16 becomes #12
- #17 becomes #13
- #18 Remove in its entirety
- #19 Remove in its entirety
- #20 Remove in its entirety

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COMMITTEES AT BOARD MEETINGS

First paragraph, second sentence changed from "If the committee is active, Committee Chairs or representative, are required to be at the Board meeting to provide a status report of committee activities."

**TO** "While the committee is active, the Committee Chair (or representative) maybe required to attend Regular and Special Board meetings to provide a status report of committee activities."