



By Kathleen N. Machado, ESQ.

Kathleen Machado represents community association clients, including condominiums and homeowners associations located in the District of Columbia and Virginia. She has experience in working with declarant-controlled associations, as well as more established associations that have made the transition to owner control. Machado's experience includes representation of associations in collections and other covenants enforcement efforts, as well as working with boards of directors to handle the associations' various general legal needs including interpretation and amendment of governing documents and contract negotiations.

# Charting the Course

## How to Draft a Great Committee Charter

Whether an executive organ is establishing an ad hoc committee for a specific and short-term item or a long-standing committee intended to serve for the duration of the community, adopting a committee charter is an essential step to establishing a healthy and functional supporting committee for any common-interest community.

A committee charter is the founding document of a committee, establishing its existence, scope of duties, authorities and limitations. Whether an executive organ is establishing an ad hoc committee for a specific and short-term item or a long-standing committee intended to serve for the duration of the community, adopting a committee charter is an essential step to establishing a healthy and functional supporting committee for any common-interest community. When this important groundwork is missed, a committee can often end up confused and paralyzed by undefined roles, obligations and authorities.

Below are some recommendations on how to draft a detailed, yet not unduly burdensome committee charter.

As is often the case for any issue impacting a common-interest community, always begin with a review of the community's gov-


erning documents, including but not limited to, the declaration, bylaws and articles of incorporation, if applicable. The goal of this review is to ensure that the authorities and duties described in these controlling documents permits the establishment of a contemplated committee and if so, under what conditions. In some cases, governing documents may contain restrictions related to the number or terms of permitted committee members or even the scope of authority for certain committees. A common example, is many governing documents specifically require the establishment of an elections committee or an architectural review committee, and there may be detailed restrictions related to what that committee can and must do to carry out its duties. Simply be aware of these provisions and be sure to incorporate them into any terms of your charter.

Next, the heart of the charter should be the section clearly

defining your committee's scope of duties and the limitations on those duties. For example, it is imperative to note whether a committee has advisory and/or decision-making authority over certain items. Be as exhaustive as possible in this section, because without an express grant of authority in the charter, a committee decision or action could be challenged as void. I often recommend in this same section that the executive organ reserve ultimate authority to delegate additional obligations and authorities to the committee from time to time. Further, I often suggest that the executive organ clearly reserve certain powers to overturn a committee decision, in its sole discretion.

Another often neglected section of a charter includes the basic restrictions related to the manner of appointment of members, length of terms, resignation and removal of members and regular and special meeting requirements, including the minimum number of meetings to be held by the committee each year. I also usually suggest incorporating some sort of authority to remove committee members who miss a certain number of meetings. By establishing these simple yet important requirements and providing each member a copy of the charter every year, members have a better understanding of what will be expected of them before volunteering to serve and performance issues can more easily be addressed if a clear provision of the charter applies.

Finally, I also strongly recommend including clear communication requirements for each committee. These obligations include not only the actual duty to keep minutes, but to provide those minutes to the appropriate party by a certain date, for communication to the membership and the executive organ of the common-interest community. Further, my charters often include a requirement that one specific committee member attend each executive organ meeting and that the committee be required to coordinate basic updates in any newsletter and/or website, subject to the review and approval of the executive organ.

These suggestions are just starting points that will put you on a path for success in capitalizing on the value of a supporting committee. Remember that every committee and community is unique and therefore do not be afraid to get creative in your charters, which are generally subject to modifications, if you find something that needs clarification or overhaul. 

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