



Committee Educational Session 2023-2024

What are we learning today?

- Purpose and Goals
- Governance Structure
- Committee Officer Roles
- Scope of Committees
- Minute Taking
- Fiduciary Duty
- Do's and Don'ts
- Miscellaneous
- Important Documents to Review
- Questions

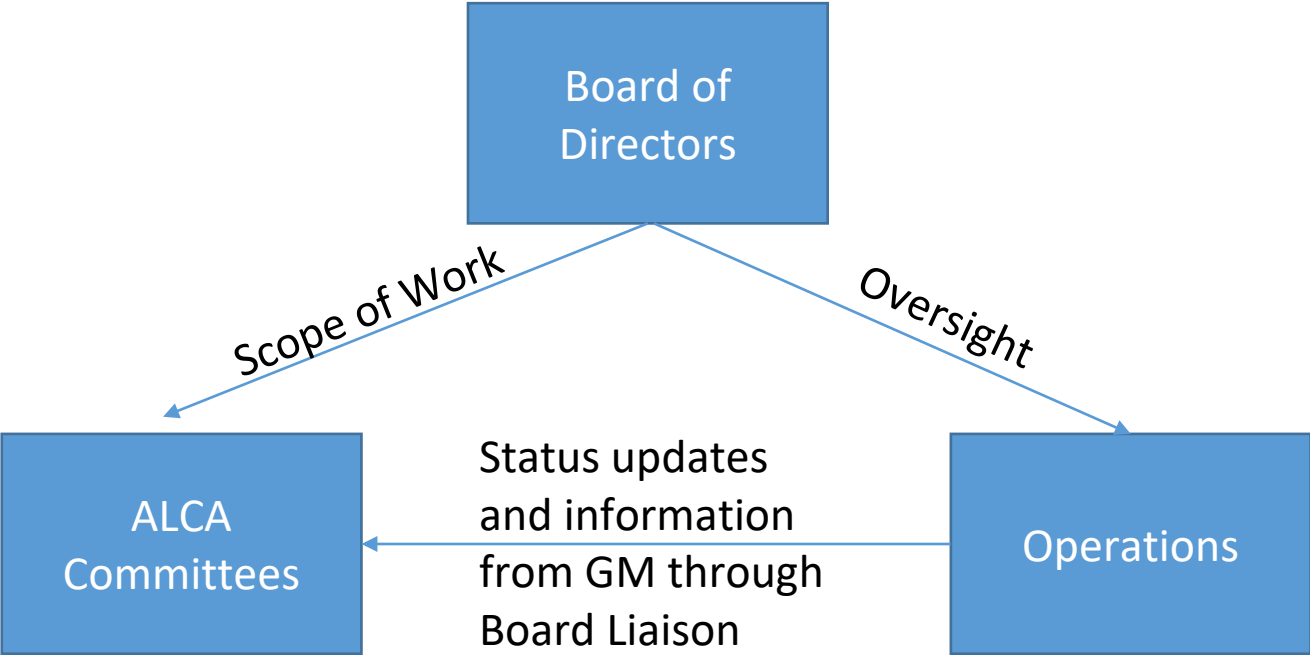
What is the purpose of this training?

Purpose: This training was developed in alignment with Goal 2.1 of the ALCA Strategic Plan, which reads, *“Continue to ensure coordination between the Board of Directors, Management, and Committees.”*

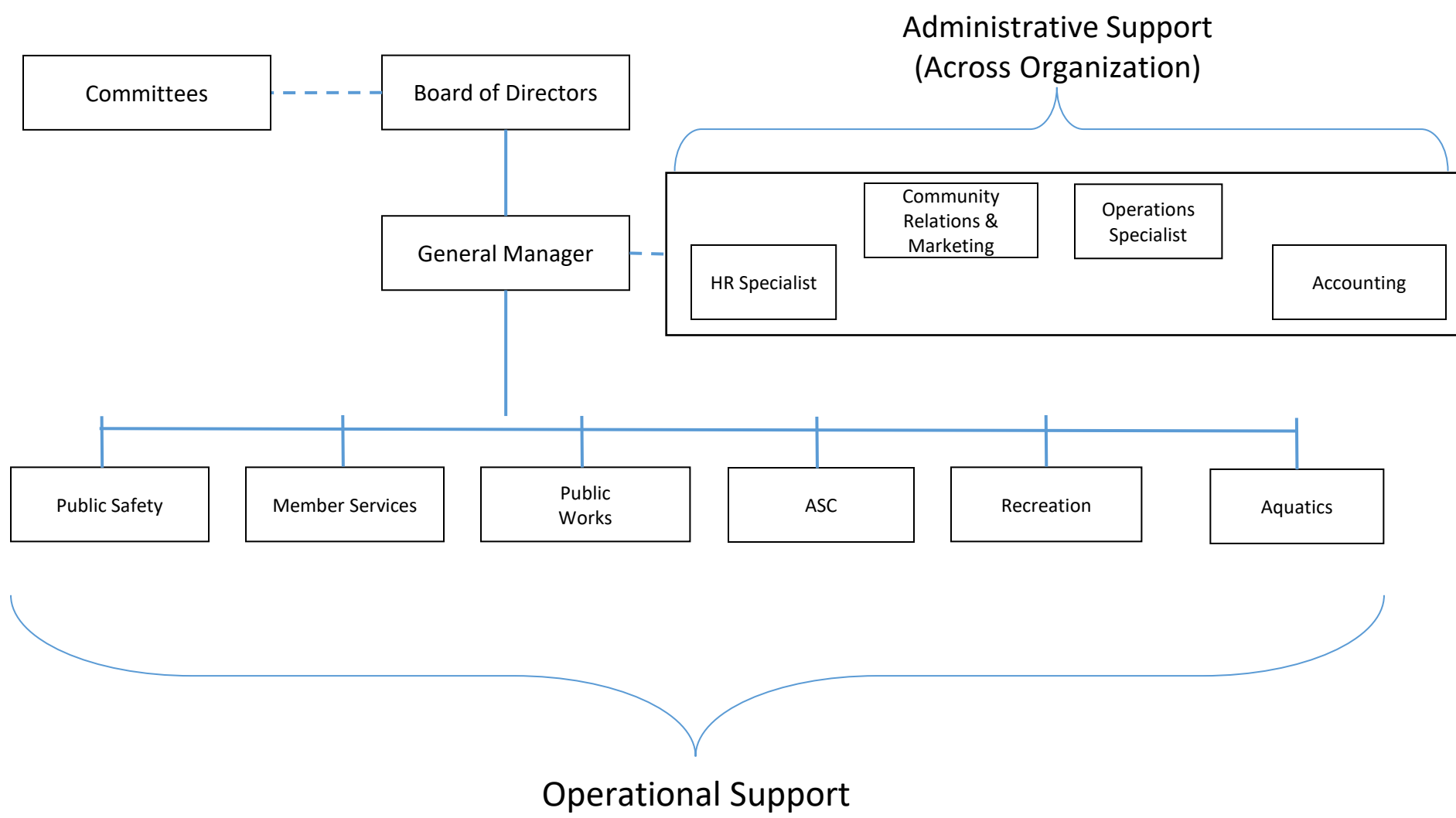
The BOD determined that it would be valuable to offer this free training to all committee officers in order to educate our volunteers and allow for more effective communication.

Goals: To enhance the education of committee leadership, and to promote an efficient working relationship between the Board of Directors, Management, and Committees.

Governance Structure



Governance Structure



Why is separation needed?

- The GM, reporting to the board, must be empowered to manage the overall organization effectively.
- Committee activities are limited to their defined scope:
 - To be effective, they must have current and correct information.
 - Committees must develop well-thought-out recommendations for Board consideration.
 - Committees should interface with other committees when there is an overlap of responsibility.

Committee Officer Roles

- **Board Liaison:** A Director assigned to represent the Board at Committee Meetings. The liaison is responsible for fostering collaboration between Committee Members and the Board and to provide guidance to ensure the Committee's work is in alignment with the Strategic Plan and goals of the Association.
- **Chair:** The committee Chair develops and distributes meeting agendas to committee members prior to any scheduled meeting. The Chair is responsible for keeping the committee's purpose, mission, and strategic direction in mind as the group develops an agenda and to streamline the committee's work.
- **Vice Chair:** The Vice Chair assumes the responsibilities of the Chair when the Chair is unavailable.
- **Secretary:** The Secretary is responsible for taking minutes at meetings and recording attendance. The Secretary is also responsible for circulating minutes to committee members and the ALCA Operations Specialist and distributing reports or other information related to committee meetings and proceedings.

For more information, see: Committee Standard Operating Procedure, Committee Membership Policy, ALCA Association Bylaws

Board Liaison - Scope of Committees

- **Purpose and Role of Committees:** Unless otherwise provided in these Bylaws or required by the Board, the primary role of each Committee is to provide advice to the Board. The Board may assign administrative and other non-decisional matters to a Committee for review and recommendation. The Board may establish new Committees and may alter the roles and functions of existing Committees, as deemed necessary, without requiring amendment to these Bylaws.
(For more information, see Article X: Committees in ALCA Bylaws)
- Committees serve only in an advisory capacity. They cannot bind the corporation, impose mandates, or expend Association funds without Board approval.
- Committees are limited by the scope of their mission statement and the tasks assigned to them by the Board of Directors, which is communicated to them by their Board Liaison. Please keep this in mind when discussing proposed recommendations. The Board Liaison will send the list of goals and tasks for the committee to complete every year and will update guidance from the BOD as goals are completed.
- If you're looking for guidance, or have a question about Operations, please direct your questions to your Board Liaison.

A Note on Proper Minute Taking

What to Include: Minutes are a record of what was *done* at the meeting, *not* what was *said*.

Proper Minute Taking, Continued

At a minimum, minutes should include:

- Motions made. **You must record:** the exact wording of the motion, who made the motion, who seconds the motion and the result of the vote.
- Name and kind of meeting (e.g. August Recreation Committee Meeting)
- Date, place, and time that the meeting began and ended.
- Names of committee officers, voting members (confirming a quorum), and guests present
- Whether minutes from the previous meeting were approved or corrected.
- Summaries of Reports. Record the name of the report, the name of the member presenting it, and any action taken on the report. If the report was in writing, attach it or identify where it may be found. An oral report may be summarized briefly.
- Other actions, assignments and deadlines, resolutions, and recommendations can be briefly recorded.

Proper Minute Taking, Continued

Summarizing Discussion

Some committees may opt to go beyond the basics and include additional items. For example, a summary of a discussion can give a more complete picture of the meeting. This can be helpful to members who could not attend the meeting and to those looking back at the historical record of the organization. Summaries, if included in the minutes, should be balanced and include major opposing viewpoints, even if they are not adopted.

Proper Minute Taking, Continued

What to Leave Out

The minutes are a factual record of business. Do not include:

- Opinions or judgments: Leave out statements like "a well done report" or "a heated discussion."
- Criticism or accolades: Criticism of members, good or bad, should not be included unless it takes the form of an official motion. Thanks or expressions of appreciation should only be included if there was a clear consensus of meeting participants. (For example, by applause.)
- Discussion: If the committee has opted to include discussion summaries, do not personalize it by recording the views of individuals.
- Extended rehashing of reports: Just hit the highlights or key facts, particularly if a written report is attached.

A Note on Fiduciary Duty

What is a fiduciary? A fiduciary is a person or organization that acts on behalf of another person or persons, putting their beneficiaries' interests ahead of their own, with a duty to preserve good faith and trust. Being a fiduciary requires one to act in the other's best interests, legally and ethically.

Am I a fiduciary? Yes, committee members are fiduciaries of the Association, as are members of the Board.

What are my duties as a fiduciary? There are two primary duties as a fiduciary: a duty of care and a duty of loyalty. Within these two main duties are several component duties: **duty of good faith (loyalty), duty of confidentiality (loyalty), and duty of obedience (loyalty).**

Fiduciary Duty, Continued

Duty of Care applies to the way fiduciaries make decisions that affect the future of the Association. Fiduciaries have a duty to thoroughly investigate possible options and determine how they may impact the Association. As part of their due diligence, fiduciaries must ask appropriate questions to ensure their decision are supported and in the best interests of the membership.

Duty of Loyalty means that you are required to put no other causes, interests, or affiliations above your allegiance to the Association. A fiduciary has an undivided duty of loyalty to the Association. Fiduciaries must avoid personal or financial conflicts of interests and avoid self dealing.

Duty of Good Faith means acting honestly and transparently in conducting their activities.

Fiduciary Duty, Continued

Duty of Confidentiality applies to the way fiduciaries relay information. Fiduciaries may not disclose confidential information to unauthorized parties.

Duty of Obedience requires fiduciaries to comply with and uphold the adopted policies of the Association, even if they personally disagree with them.

REALITY CHECK

Every fiduciary has a duty to comply with all of these duties at all times. Failure to do so could constitute a breach of their fiduciary duty and could lead to sanctions, removal, or a denial of indemnification.

Miscellaneous

- Committee Chairs, please remember to read the Committee Conduct Statement as provided by the Board at the beginning of the meeting.
- Please remember that research must be confined to online research for informational purposes only. At no time should a Committee Member contact a current or prospective Association vendor to gather information or ask questions on their own.
- Committee Members must have their camera on for the duration of the meeting if attending via Zoom. Committee meetings are not open to members of the general public unless invited by the Association.
- If you can't be physically present, please take extra care to ensure you have a dependable internet connection so you can adequately participate in the meeting.
- Be on time.
- Recording committee meetings is not permitted. Secretaries should write minutes using their notes taken during the meeting.

Some Do's and Don'ts

Do	Don't
● Ask your board liaison for guidance about the tasks assigned to your committee ● Ask your board liaison for guidance before starting a new initiative within the committee ● Follow the Code of Ethics and Rules of Conduct, as well as the Committee Conduct Statement ● Fulfill your obligation as a fiduciary of the Association ● Follow proper minute taking procedure, summarizing discussions and recording all motions, seconds, and votes. ● Have a working knowledge of, and comply with, ALCA's governing documents.	● Don't directly contact employees for answers to questions unless authorized ● Don't start new initiatives before checking with your board liaison ● Don't breach the Code of Ethics and Rules of Conduct ● Don't breach your fiduciary duty, or promote personal or financial interests over the interest of the Association ● Don't write a transcript of what was said at the committee meeting.

Important Documents to Review

- The Code of Ethics and Rules of Conduct
- Committee Conduct Statement
- Committee Membership Policy
- Committee Standard Operating Procedure
- ASC / ALCA Covenants, Bylaws, and Rules

Questions?