

GOVERNANCE COMMITTEE CHARTER

(Approved July 22, 2025)

AUTHORIZATION

The Governance Committee of the Algonquin Association is established by The Algonquin Association Board of Directors (the “Board”) under Section 3.3.1.3 of the Algonquin Association Bylaws as Amended and Restated in December 2005. The Committee members shall be appointed by the Board from volunteers willing to serve the community, and shall serve at the pleasure of the Board.

PURPOSE

The Committee is responsible for assisting the Board in fulfilling its responsibilities in accordance with the organization’s constitution, articles, and bylaws; for recruiting and training new board members; and for resolving possible conflicts of interest.

FUNCTIONS AND RESPONSIBILITIES

1. Periodically causes to be reviewed by an *ad hoc* committee and revised as deemed appropriate by the Board the condominium documents: Declaration (every 10-15 years), Bylaws (every 5 years), and Rules and Regulations (every 2-3 years), or more frequently, if needed.
2. Tracks the membership of each standing committee and issues quarterly (at the Nov./Dec., March, June, September board meetings) its report of available committee seats coming available in the coming quarter for action by the appropriate committee.
3. Explores opportunities and needs for change in organizational structure and policies so that the Board may govern more efficiently. If the Committee considers a change or opportunity worthwhile, it may recommend the same to the Board for consideration, along with any ideas it may have for structure.
4. Assists the Board and the General Manager in recruiting and vetting potential Board and Committee members
5. Advises the Board and the General Manager in developing the annual board member orientation session.
6. Assists the Board in resolving, should they arise, Board (or committee) member conflicts of interest.

ORGANIZATION

Membership

Inclusion: To be considered as a member of this Committee, a property owner should be either a current or past member of the Board of Directors of The Algonquin Association OR demonstrate substantial experience and knowledge in the areas of organizational structure and management. One board member shall serve as liaison but shall have no vote.

Exclusion

1. Property owners who are not in “good standing” (or subsequently become members not in good standing) are ineligible for membership.
2. Candidates may not be a member of any other organization that would produce or could result in a conflict of interest unless such association is disclosed to the Committee and the Board, and said candidate agrees to recuse him/herself from voting on any matter involving a potential conflict of interest.

Confidentiality Agreement: All Committee members are required to sign The Algonquin Association “Committee Member Confidentiality Agreement”.

COMMITTEE COMPOSITION

Size:

The Governance Committee will be composed of a minimum of three (3) and a maximum of five (5) members, but the lack of members shall not prevent the remaining standing members from meeting and conducting Committee business. In any event, a quorum of the Committee membership shall be one more than half the current standing membership of the Committee (or, in the case of three members, a majority).

Membership Service and Selection

1. **Term of Service:**
 - a. Committee members serve for a three-year term. Initially, members serve for either one-, two-, or three-year terms, equally distributed, as determined by the Committee.
 - b. Terms are effective upon date of approval by the Board.
 - c. Committee members may serve for two (2) consecutive three-year terms; they then must absent themselves for a period of one (1) year, after which they may volunteer to resume serving as members.
2. **Replacement:** The Committee Chairperson will recommend to the Board a replacement for any member who resigns or is terminated; it is understood that this recommendation is made with the consensus of approval by the standing members of the Committee. This replacement appointment is for the duration of the departing member’s original term.
3. **Solicitation:** Vacancy announcements will be published in October if/as needed.
4. **Chair/Clerk:** Committee chair shall be appointed annually by the Board, and shall serve until such time as that person desires or until the Board deems it advisable to appoint another person in this role. The Clerk’s role may be satisfied from any/either of the remaining committee members on a voluntary basis.
5. **Termination:** A member who misses three consecutive meetings, unexcused, may be terminated by the Chair.

Meetings and Minutes:

1. The Committee may meet monthly or on an as-needed basis but must meet at least quarterly (January, April, July and October).
2. The Secretary shall prepare minutes of each meeting for approval at the following meeting (electronic distribution is preferred/required?).

3. Meetings of the Committee shall be noticed as required by the Virginia Condominium Act and open to all Unit Owners.
4. Meetings shall be held in a common area of the Association and shall not be held in a private residence.
5. Meetings shall include a Homeowners Forum for owner comments.

Reporting: Reports and recommendations are reported at Board meetings via the Chair or designated representative.

This charter is open to revision with Board approval. If the Governance Committee determines that a revision of this charter will benefit the Committee and/or the Association, a written recommendation should be submitted to Management for Board review and approval.