

Fairfield Glade Community Club Charter for the Policy Review Committee

This charter was approved by the Board of Directors on 10/22/2025.

1.0 General

1.1 Article VII, Section 7.09 of the Amended and Restated Bylaws and Article XII, Section 1, of the Amended and Restated Declaration of Covenants and Restrictions deals with the formation and make up of committees.

1.2 The committee work must comply with Fairfield Glade Community Club Covenants and Restrictions, Bylaws, Policies and governmental laws and regulations. If recommendations require changes to existing compliance documents, they should be identified and directed to the Board.

1.3 A majority of the members of the committee shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be regarded as an action of the committee.

1.4 The committee will conduct closed meetings except when the chairperson determines that an open meeting is appropriate. Any Community Club Member may submit a request to the chair to address the committee on a relevant topic. The chair shall accommodate any reasonable request submitted at least seven days prior to the meeting.

1.5 All open meetings of the committee shall be open to any Member of the Fairfield Glade Community Club in good standing and each committee shall publish a regular meeting schedule in advance. Committee meetings shall be held at least once each quarter, or more often as necessary, to carry out assignments and responsibilities.

1.6 One week prior to any committee meeting being held, the meeting date, time and location must be communicated to the Administrative Executive Assistant.

1.7 Any member of the committee who could reasonably be expected to benefit in a direct and substantial way from the possible outcome of a committee action under discussion must disclose each time it is discussed that he/she has such an interest and abstain from voting on any motion affecting that interest.

1.8 When appropriate, the chairperson of the committee may recommend to the Board subcommittees for specified purposes and duties consistent with the specified purposes and duties of the committee. Subcommittees automatically sunset at the end of each year unless a request for extension submitted by the Chairman is approved by the Board. Members of the subcommittee shall be Members in good standing of the Fairfield Glade Community Club but need not be members of the committee. Subcommittee members shall have no vote in deliberations of the committee. Such subcommittee shall report their recommendations to the whole committee and may not act independently of the committee.

1.9 The committee serves in an advisory capacity and is at all times under the supervision and control of the Board, having only such authority as is specifically defined in this charter.

This committee shall not have the right to obligate the Club in any way or in any sum. Members of this committee may gather information from governmental officials or agencies or others but shall not make any commitment for the Club without the written authorization of the Board and the Chief Operating Officer of the Club. Any committee requiring legal advice must seek counsel through the President of the Board and the Chief Operating Officer.

1.10 The names of the committee, committee members and their respective chairperson shall be

published and will be available at the administrative offices and on the Community Club web site.

1.11 The Committee work must comply with the Fairfield Glade Community Club Vision Statement, Mission Statement, and Core Values.

a) Vision Statement: Fairfield Glade will be recognized as one of the best vibrant and growing Lifestyle Communities in the United States.

b) Mission Statement: Our Mission is to provide Members and guests with an enjoyable and secure environment with a wide variety of high-quality resort-style amenities and facilities. We will responsibly manage our natural resources and ensure financial stability. We will also foster an active social and recreational experience while delivering on our core value promises and building a strong sense of community.

2.0 Committee Duties and Responsibilities

2.1 **Scope:** This committee will review current and proposed policies/documents for:

- a. Accuracy with language used in C&Rs and ByLaws
- b. Consistency with other policies, documents (e.g. forms)
- c. Consistency in terminology throughout all policies/documents
- d. Uniformity in policy formats
- e. Inclusivity of legacy policy language with revisions

2.2 This committee shall be a Standing Committee: Standing committees are expected to continue indefinitely; Ad Hoc committees exist for a limited time.

2.3 Deliverables Needed From the Committee:

1. The Committee, at the outset, will identify a list of Board policies
2. The Committee will review the policies for accuracy, uniformity and consistency with governing documents.
3. The Committee will revise policies as necessary, presenting them to the Board for review and then posting for Member comment.
4. At Board direction, the Committee may also generate new Policies when there is none of record.
5. Committee reviews may extend to ensuring Board policies translate to operational policies/procedures.

3.0 Chairperson Responsibilities

3.1 The chairperson shall establish the meeting schedule and is responsible for notifying the committee members, Liaisons and Administration as to the time and place.

3.2 The chairperson shall provide a list of committee members, with contact information to Administration for publication on the Community Club website.

3.3 The chairperson shall prepare or cause to be prepared agendas for each meeting and distribute them to the members and the Liaisons prior to the meetings.

3.4 The chairperson of the committee and each sub-committee shall appoint a secretary to keep minutes for the use of the committee. The secretary or a member serving as acting secretary shall take minutes at all committee meetings. Minutes shall be prepared as soon as possible after the meeting and submitted to Administration immediately after approval by the Committee. These minutes in general should include:

- Members present at meeting,
- Summary of activities at meeting,
- Any problems encountered, and any assistance requested, and
- Proposals developed at the meeting.

The minutes of open meetings will be published and posted on the Community Club web site.

3.5 The chairperson, in consultation with the Board Liaison, shall make recommendations from the committee in writing to the Board for any Board action considerations, with copies to the Chief Operating Officer.

3.6 The chairperson shall notify applicants for committee membership whether they were appointed or denied.

3.7 The chairperson of each committee, after consulting with the Chief Operating Officer, shall be authorized to consult with the Community Club staff members involved in the activities of the committee.

3.8 The chairperson of the committee shall supervise the activity of the committee and its subcommittees,

giving assistance whenever necessary and ensuring that the activities of the committee and its sub-committees are coordinated.

3.9 The chairperson or a designated member should attend work sessions of the Board at least twice each year to report committee status, project progress, and committee activities.

4.0 Board Liaison Responsibilities

4.1 **Overview:** Board Liaisons act as advisors to the individual committees as they carry out their programs and projects. They also provide perspective when needed on the "big picture" as it relates to Board policy. The overall role of the committee liaisons is to help the committees, as needed, understand the Board mission, goals, and objectives. Liaisons constitute the formal connection between the Board and the committees; however, it is important to remember that the liaisons are not formal members of the committee to which they're assigned, do not vote on committee matters, and should not attempt to influence the committee's decision-making process unless members appear to be moving in a direction that would be contrary to the Community Club's Mission Statement, Vision Statement, and Core Values, its charter or to Board policies, or if committee members undertake to give directions to staff members. Their principal function is to listen and to intervene when circumstances require. Liaisons are the direct link between the Board and the individual committees and should therefore accurately report committee activities and needs to the Board and provide feedback to the committee.

4.2 A Board Liaison serves as a non-voting member of a committee.

4.3 It is not necessary for the Liaison to attend all committee meetings but must remain cognizant of its activities.

4.4 The Liaison shall avoid exerting undue influence on the committee but may advise the committee on the effects of the issue on the Community Club, staff responsibilities or other committee functions.

4.5 The Liaison shall keep the committee apprised of current Board action, budgetary constraints, and activities of other committees as they affect the committee functions.

4.6 The Liaison is responsible for distribution of the charter to each committee member prior to the first meeting of a new committee and to any new committee members subsequently appointed. Each new committee member will be provided with a review of this Charter and the role the committee member will be expected to fill.

4.7 The Liaison shall meet with the chairperson to review the charter if a new chairperson is appointed or if there are significant changes to the charter.

4.8 The Liaison cannot serve as an advisor to a committee if a member of the same household serves on the same committee.

5.0 Appointments & Membership

5.1 The committee shall consist of five (5) but no more than seven (7) members. Exceptions to the Committee's membership may be authorized by the Board if deemed appropriate.

5.2 The members of each committee shall be Members in good standing (and remain so during their term) of the Fairfield Glade Community Club. Members of the same household cannot serve on the same committee at the same time.

5.3 No Community Club employee, whether designated as full-time, part-time, temporary or seasonal shall serve on any Advisory Committees other than in a 'staff liaison' capacity.

5.4 Committee Member Qualifications:

Professional Career History of active policy development.

Knowledge of HOA/POA organizations and possible experience on HOA/POA committees.

Qualities: Organized, detail-oriented; familiar with FGCC C&Rs, Bylaws, current policies.

Also cognizant of State Code for Non-Profit Corporations.

5.5 Members who wish to serve on any specific committee must (a) obtain an application for committee membership from the Administration Offices or from the community club website, (b) fill out completely, sign and return it to the front desk Administration Offices.

Alternatively, the Member may complete and submit an online application on the community club website. All committee appointments are recommended by the committee's Board

Liaison and considered for approval by the full Board of Directors. A majority of the committee members should interview an applicant before the applicant is recommended for appointment. The Committee Chairperson should inform Community Club Administration of any recommended new committee members at least one week prior to the September Board Meeting so that approved committee members can then attend the October, November, and December meetings before starting their term in January. Each applicant will be notified by the committee chairperson of his or her appointment to or denial of committee membership.

5.6 Committee members serve at the pleasure of the Board and may be removed from office with or without cause upon written notification from the Board of Directors. A committee member may resign by submitting a letter of resignation or verbal request to the Board of Directors which will become effective the date the letter or request is received, or a future date as determined by the Board of Directors if requested in the letter of resignation.

5.7 All committee members shall be appointed for a term of three calendar years unless they are being appointed to complete the term of a resigning committee member, or the Board deems it advisable to allow a shorter term (regarding ad hoc committees or to assist with the committee membership rotation process). The committee, in consultation with the committee's Board Liaison, may recommend for Board consideration committee member extensions (after the initial 3-year term) of one, two or three years. Recommendations for committee member extensions must be submitted in writing and will be considered by the

Board based upon the best interests of the Community Club as a whole.

5.8 The chairperson of each committee shall be a member of the committee and shall be selected by committee members at the beginning of the committee's term.

5.9 Committee members shall treat information learned in committee meetings with appropriate respect. Sensitive information discussed in closed meetings or otherwise designated by the chair shall be kept confidential. Committee members shall only represent the committee at other meetings when authorized by the committee chairperson and Committee Liaison, and in the media when specifically approved by the Board.

5.10 The Board will appoint a Board Liaison to the committee.

6.0 Additional expertise needed on this Committee: Committee will need input from staff who are topic SMEs

6.1 Staff Members on this Committee: As recommended by the General Manager

6.2 Other Resources Needed for the Outcome:

Committee members may need access to shared drives that contain operational policies (consistency from Board policy to Operational policy).

It may be helpful to supply Committee with FGCC laptops with limited access to specific shared drives.