

FORMING ASSOCIATION COMMITTEES

By Karyn A. Larko, Esq.

Committees can be a beneficial tool to help boards manage their associations. There are two kinds of committees. Committees that are tasked with exercising specific board powers (referred to as executive committees (“ECs”)) and committees that are not.

Consistent with California Corporations Code section 7212, ECs must be comprised of two or more current directors and only current directors, while advisory committees or committees that do not exercise board powers can be comprised of non-board members, subject to any requirements imposed by the governing documents.

Forming a Committee

Before a board forms a committee, it is important to review the association’s



governing documents. The governing documents may already establish the committee and set forth its size, member qualification requirements, and the scope of its authority and duties. The governing documents may also impose general requirements on how committees are formed and who may serve on them.

Unless the governing documents state otherwise, a committee may be formed by a resolution or charter adopted by a quorum of the board. A resolution is a written statement of the board’s decision to establish the committee and its reasons for doing so. A charter is more in-depth. A charter sets forth the committee’s purpose(s), the scope of its authority (if any) and duties, its size, any qualifications for serving, and committee member terms. The charter should also set forth any processes the committee must follow to comply with any applicable laws and the association’s governing documents, as well as to meet the board’s expectations, such as when and how the committee communicates with the board or other parties.



While not required by law, preparing a detailed, well-thought-out charter can help ensure that a committee is productive and that it serves the purposes for which it was established, as well as prevent misunderstandings between the board, committee members and the association's membership, and avoid inadvertent violations of law and the association's governing documents.

Appointing Committee Members

When appointing committee members, a board should consider: 1) the purpose(s) of the committee and its duties; 2) whether potential committee members qualify to serve on the committee and any knowledge and experience they have that would benefit the committee; 3) the time commitment needed to effectively serve on the committee and the willingness of potential committee members to devote this time; and 4) the ability of potential committee members to work well with others. Additionally, when appointing directors to an EC, a board should consider whether any directors have a conflict of interest that will or should disqualify them from appointment, as well as whether the governing documents or

California law dictate which directors serve on the EC (e.g. based on the offices they hold).

Remember that you can always reach out to your community association counsel with any questions regarding association committees. 🇺🇸



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