

Place One Condominium

Policy Statement

Date: August 1, 2021
Policy Statement: 21-29 (Replaces 13-29)
Subject: Rules for the Conduct of Board Business

I. Introduction

This policy supplements procedures found in the Virginia Condominium Act (Act) and Articles IV and V of the Association Bylaws regarding the conduct of business which comes before the Place One Board of Directors (Board). Additional information may be obtained by reviewing those documents.

II. Board of Directors

- A. Election.** The Board consists of five Directors whose three-year terms of service are staggered. Based on specific term expirations and in the event of a vacancy during a term, one to five Directors may be elected at the annual meeting of the Council of Co-Owners.
- B. Officers.** Officers are selected by the Directors annually. The President, Vice President, and Director-at-Large must be Directors. The Treasurer and Secretary do not have to be Directors.

III. Board Member Ethics and Code of Conduct

Directors are held to high standards to ensure the duties for which they are responsible are faithfully executed with no conflict of interest including the perception of impropriety.

- A. Execution of Duties.** Directors are expected to attend as many meetings as possible, prepare in advance by reviewing all materials, conduct assigned duties and place the Association's interests above personal agendas.
- B. Conflicts of Interest.** Directors are expected to fully disclose any potential conflict of interest and abstain or refrain from voting on any issues which will result in a direct personal economic benefit beyond any benefit that would generally accrue to an owner.

- C. **Perception of Impropriety.** Directors are expected to avoid situations which could be perceived as improper or potentially causing undue influence regarding Board decisions.

IV. Duties of Officers

- A. **President.** The President presides over Board and Council of Co-Owner meetings. The President serves as the spokesperson for the Board and coordinates Board activities. As authorized by the Board, the President may issue memoranda to Co-Owners as deemed necessary to facilitate the business of the Association. The President is authorized to sign contracts on behalf of the Association which have been approved by the Board. The President is authorized to engage in outside correspondence on behalf of the Association to carry out the policies of the Board and the Association. The President also signs Policy Statements once approved by the Board. The President represents the Board in its supervision of the General Manager, including routine decisions such as approval of annual leave and major decisions regarding performance, etc.
- B. **Vice President.** The Vice President performs the duties of the President in the event the President is absent, is unable to act, or as otherwise requested by the President. The Vice President serves as the Board's liaison to Place One committees and works to ensure that committee responsibilities are met. The Vice President initiates the Annual Review of the Place One Reserve Model consistent with the requirements of the Policy Statement on *Financial Management*. The Vice President is also responsible for special projects as assigned.
- C. **Treasurer.** The Treasurer, working with building management and the Association's accountants, is responsible for ensuring that Association finances are maintained in proper order. The Treasurer is authorized to sign checks or other documents, which result in the expenditure of Association funds for authorized purposes consistent with the Policy Statement on *Financial Management*. The Treasurer serves as Chairperson of the Finance Committee if no other member is elected.
- D. **Secretary.** The Secretary is responsible for ensuring that the records of the Board's activity are properly maintained. The Secretary prepares minutes of each Board meeting, provides these minutes at each subsequent meeting of the Board for approval and prepares a PDF copy for website publication. The Secretary also prepares minutes of each Council of Co-Owners meeting for approval at the next meeting of the Council. The Secretary maintains the Board's staggered term matrix, which tracks each Board member's term of office. The Secretary ensures that the Association's historical records are properly maintained.
- E. **Director-at-Large.** The Director-at-Large serves as the Board's representative to community gatherings and organizations when a Place One presence is deemed appropriate. The Director-at-Large is also responsible for special projects as may be assigned.

V. Board Meetings

- A. Organization Meeting.** The Organization Meeting occurs within 10 days of the Annual Meeting of the Council of Co-Owners. The agenda includes the election of Officers. As there are not yet any officers, the most senior continuously serving Director present facilitates the election of a new Board President to chair the remainder of the meeting. If this option is not available, the newly elected Director who achieved the highest number of votes performs this role. The President is elected first, followed by the other officers. A secret ballot in open session may be used.
- B. Regular Meetings.** At a minimum, the Board meets monthly on a date determined. The regular meeting date may be changed or canceled when the President determines that a quorum will not be available, or a different date would be better given the business to be conducted. A rescheduled meeting may be subject to Meeting Notice requirements as outlined in Section V, E. Regular meetings are open to all Place One Co-Owners and Residents.
- C. Special Meetings.** Special meetings of the Board may be called consistent with Article IV, Section 9 of the Bylaws. The required Notice must specify the meeting's purpose and date. Special meetings are open to all Co-Owners and Residents.
- D. Executive Sessions.** Consistent with the Act, *personnel matters, consultations with legal counsel, discussions of contracts, probable or pending litigation, matters involving violations of the condominium rules or regulations and the personal liability of unit owners to the association* are the only topics for discussion in Executive Session.
- 1. Motions for Executive Session.** An Executive Session may be held only upon the adoption of a motion in open session to close the meeting. The motion must state the nature of the Executive Session issue(s).
 - 2. Decisions made in Executive Session.** Decisions made in Executive Session may only be implemented after ratification by a vote in a reconvened Open Session immediately following the Executive Session or at the next scheduled Open Session.
 - 3. Executive Session Records.** The Board Secretary ensures decisions made in Executive Session are documented. These minutes are not published and are maintained in a confidential location for review by Directors and others designated by the Board.
- E. Meeting Notices.** Regular and Special Meetings require at least 15 days' notice to Directors. Directors may waive notice requirements either by attendance at the meeting or in writing in advance. Individual Board member notice requirements may be waived for Regular Meetings when following an adopted schedule. Notice to Co-Owners is published in public areas around the first of each month. Notice to Co-Owners for Special Meetings/Executive Sessions is published in public areas contemporaneously with Board Member notice. Notice to Co-Owners for

all Board Meetings is supplemented by the Place One electronic notification system closer to the meeting date.

- F. Meeting Agendas.** The President ensures an agenda for each Regular Board Meeting is available to attendees in the form as follows.

Call to Order
Adoption of Minutes
Officer Reports
Committee Reports
Management Report
Old Business
New Business
Resident Forum
Adjournment

Co-Owners who wish to bring an issue to the attention of the Board may do so in advance by notifying the Board President or the General Manager to be included on the published agenda under Resident Forum. Special Meetings of the Board are not required to have a formal agenda, but business is limited to the purpose(s) specified in the Special Meeting notice.

The Act requires that "at least one copy of all agenda packets and materials furnished to members of the executive organ (the Board) ... for a meeting shall be made available for inspection by the membership of the unit owners' association at the same time such documents are furnished to the members of the executive organ." A Board Meeting Agenda Notebook is maintained by Management at the Front Desk for inspection and is updated consistent with the Act.

- G. Meeting Location.** Meetings are held in the Bailey Community Room or Virtually. The location used is decided by the Board President in consultation with Members and considers among others, such factors as meeting type, its agenda complexity, and length. The location must be published in advance in the public areas referenced in Section V. E. If Virtually, the location must include the URL for Co-Owner log-in.

VI. Voting

- A. Quorum.** A majority of the Board is necessary for the transaction of business at any Board Meeting.
- B. Passage of Motions.** A motion before the Board passes when it receives the affirmative vote of at least a majority of Board Members present. Motions are normally made and seconded, but Robert's Rules of Order allows for less formal procedures for small Board and Committee decisions provided there is a clear consensus, and that consensus is expressed in the approved minutes.

- C. **Proxies.** The Act and Bylaws prohibit the use of proxies for Board Members.
- D. **Secret Ballot.** A secret ballot is only permitted for the election of Board officers. All other votes are public.

VII. Personnel Management

- A. **Supervision.** The President serves as the Board's representative in its responsibility to supervise Place One staff. In the course of their official duties, Board Members may make requests of staff provided that supervisory conflicts do not occur.
- B. **Personnel Actions.** The Board is responsible for engaging and terminating employees as well as providing evaluations and recommendations for merit pay increases or disciplinary actions. The Board may delegate part or all of these responsibilities to the General Manager and/or the Condominium Management Firm as applicable.

VIII. Legal Activity

- A. **Legal Counsel.** The Board may retain legal counsel on behalf of the Association. The President represents the Board in such dealings.
- B. **Legal Opinions.** With approval of the Board, the President may request legal opinions from its counsel.
- C. **Litigation.** The initiation, termination, and settlement of litigation require the approval of the Board except where legal authority has been delegated for the purpose of normal collection of assessments.

IX. Other

- A. **Delegations of Authority.** The Board may delegate authority as it sees fit to the President, another member, a Committee, or the General Manager to address specific issues and/or projects. Such delegation is limited to a specific issue within the boundaries set by the Board and documented in meeting minutes.
- B. **Correspondence.** Memoranda or other correspondence issued on behalf of the Board or the Association which relate to a potentially "material" issue must be authorized at a Board Meeting. This requirement may only be waived in case of extreme emergency, which is defined as a situation of immediate threat to the health, safety, or welfare of the building and/or residents.
- C. **Suspension and/or Revision of the Rules.** These rules may be suspended or revised by a vote of four of the five Directors. However, no aspect of these rules based on provisions of the Act, or the Master Deed Bylaws may be suspended.

- D. Robert's Rules of Order.** In the absence of a specific policy established by the Act, the Bylaws, or these rules, Robert's Rules of Order Newly Revised is used.
- E. Conflicts.** The Act and Bylaws prevail in the event of a conflict with this policy.



Valerie Spiegler, President
Board of Directors