

A FIELD GUIDE FOR BOARD MEMBERS  
Understanding The Function & Authority Of Committees

Michael Rome, JD & R. Douglas Goldin, JD  
www.hoa-attorneys.com

*This marks the fourth installment in a series for Board members about commonly faced questions and issues. Many of these challenges require a combination of legal, political, and practical solutions. Hopefully these articles will assist Board members in determining what is in the best interest of the Association.*

Sometimes there is confusion between the powers held by a committee and the powers held by a board of directors. The first thing to keep in mind is that the general purpose of every committee is to assist the Board in its execution of duties and responsibilities. This principle is contained in the Georgia Nonprofit Corporation Act and Roberts Rules of Order.

The board is the body elected by the homeowners to take actions on behalf of the association. Any authority on the part of a committee can only come from the governing documents or by delegation of the board.

One of the issues occasionally confronted by a board is how to deal with a rogue committee. Perhaps the committee believes it no longer has to answer to the board, or is exercising control never granted to it. In some extreme examples, the committee may take the position it is no longer subject to the board or the association.

In the context of community associations, some committees are given authority over a particular area. The most common is the Architectural Control Committee (“ACC”)...sometimes called the Architectural Review Committee. The ACC is usually granted jurisdiction over the approval process for applications by homeowners to modify the house or Lot. In addition, they are sometimes given the responsibility of creating and/or changing the architectural guidelines.

Even so, it is the board who appoints the ACC, and it is the Board who can remove an ACC member...including the chairperson. Boards need to understand that if they have the power to appoint, they also have the power to remove. (In rare circumstances the covenants will require that the ACC be elected by the homeowners, in which case, the board could not remove an ACC member.)

The power to remove an ACC member gives the Board ultimate control over the committee. In fact, the governing documents do not typically prohibit the board from appointing itself as the ACC, and in many small communities it is common for the board to act as the ACC.

Some associations avoid the issue of rogue committees by requiring a board member to serve as the chairperson. Another alternative is to mandate there be a liaison from board who attends the committee meetings, but does not vote. The issue of a committee out of control is not just a philosophical dilemma because the board is ultimately responsible for the actions of a committee.