

# *Meridian Residential Association*

## **Charter of the Maintenance, Operations, and Services Committee**

### **Statement of Purpose**

The Board of the Meridian Residential Association (MRA) has formed a Committee on Maintenance Operations and Services (CMOS) to assist it in meeting Meridian's mission to provide asset and service value to its homeowner members and to enhance Meridian's reputation as Downtown San Diego's most luxurious, well maintained, full service high rise condominium. The Committee actively advises and assists the Board of Directors in fulfilling its responsibility to maintain the common areas, continuously improve service level and quality while optimizing operational reliability, efficiency and effectiveness.

#### **I. RESPONSIBILITY**

**A.** The primary responsibility of the Committee is to audit, review and assess:

1. The condition of the common areas
2. Services and amenities provided to residents and guests
3. Operational efficiencies, reliability and effectiveness.

The Committee will report its findings, suggestions and recommendations along with general and specific actions to the General Manager and Board of Directors. The Committee's maintenance scope includes auditing, reviewing and assessing the condition of interior and exterior common areas as defined by the MRA's governing documents. The Committee's operations and service scope includes auditing, reviewing and assessing the degree to which performance standards established by the MRA Board and MRA's governing documents are being met. This shall include assessing, reviewing and auditing the adequacy and reliability of existing systems and services. The Committee shall identify through multiple channels including homeowner input opportunities for improved maintenance, service, and operational efficiency. It will use ongoing outcome measurement to monitor improvement.

The Board of Directors has set forth the following areas that should be addressed by the Committee and include but are not limited to:

1. **Maintenance:** Furnishings, Surfaces, Accessories and Finishes of: Porte Cochere including Plantings, Main Lobby/Concierge Desk, Mail Room, Elevator Interiors, Health Clubs, Lighting, Exterior Plaza Level (including Facilities and Plantings), Residential and Service Corridors and Lobbies, Meridian Room and Meridian Room Facilities, Residential Storage Areas, Guest Suites, Game Room, and Plaza Gallery.
2. **Operations:** Systems, Procedures, Jobs and Tasks that transform resources and data into goods and services which create and deliver value to homeowners.

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3. **Services:** Activities supporting:
  - a. A welcoming environment from friendly, accessible, efficient and courteous staff,
  - b. Open honest communication including inviting homeowner input and suggestions,
  - c. Respectful and consistent treatment of all homeowners and guests,
  - d. The availability of relevant information upon request,
  - e. Prompt response to all inquiries, comments and complaints,
  - f. A consistently high standard of customer service, meeting and exceeding published service level standards.
  
- B.** In fulfilling its responsibilities, the Committee shall perform its duties in accordance with the provisions of this Charter, and the Governing Documents under direction of the MRA Board of Directors.
  
- C.** The responsibilities of CMOS are limited to auditing, reviewing, assessing, recommending and reporting and do not extend to or conflict with the General Manager's day-to-day operational and maintenance responsibilities. In chartering the CMOS the Board intends a close and cooperative working relationship between CMOS and the General Manager but specifically reserves the authority to provide direction to the General Manager in the execution of assigned responsibilities.
  
- D.** The Committee shall provide the Board of Directors with a report on the overall condition of Meridian Common Areas, Operations and Services at least annually and periodically as necessary. The report will identify any areas requiring Board attention and will include general and specific recommendations. From time to time there may be some confusion over what is design, the Common Area Improvement Committee's responsibility and maintenance, which is CMOS's responsibility. While it is not possible to anticipate all areas of potential overlap of maintenance and design it is prudent to establish operational definitions for each of these functions. Maintenance is defined as the upkeep of common areas. Design is defined as the art of developing an attractive approach to the function, safety and aesthetics of architectural surfaces, spaces, details and finishes.
  
- E.** The Committee shall not financially or legally obligate the Association in any manner (i.e. contract for services, hire contractors, borrow money, purchase equipment and supplies, or approve requests on behalf of the Board) unless the Board specifically approves such action.
  
- F.** The Committee may be provided with confidential information regarding legal affairs of the MRA such as prior contracts. The Chair has the responsibility for informing the members of their duty to confidentiality. The Chair with input from the General Manager and Board will define confidential information as it is presented and relates to the Committee's work.

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### **II. MANNER OF ORGANIZATION**

#### **A. Membership**

1. The CMOS shall consist of at least three (3), five (5), or seven (7) voting members appointed by the Board of Directors upon the recommendation of the Chair.
2. For the purposes of conducting all business of the Committee:
  - When there is a three-member Committee, a quorum shall consist of two (2) voting members.
  - When there is a five-member Committee, a quorum shall consist of three (3) voting members.
  - When there is a seven-member Committee, a quorum shall consist of four (4) voting members.
3. If at any time a quorum is not present, the Committee may continue to meet as long as no formal votes are taken.
4. Non-voting members may be appointed to the Committee by the Chair to inform and support its work relative to a specific aspect of a project.
5. Committee members shall be homeowners and there will be only one member of the Committee per household.
6. Members of the households of sitting MRA Directors will not be eligible for appointment to Committee membership to protect against any disproportionate influence on Committee and Board deliberations and actions.
7. A Committee member absent from two consecutive, regularly scheduled meetings shall no longer qualify for the Committee, unless excused by the Chair.

#### **B. Terms**

CMOS members shall serve a term of two (2) years.

#### **C. Chairperson**

The Board shall appoint the CMOS Chair. In the event the Chair is not in attendance at a meeting of the Committee at which a quorum is present, a majority of the Committee members shall elect a presiding Chair who shall be a voting member of the Committee and shall function as the Chair for that meeting.

#### **D. Vacancies**

The Board may remove a member of the CMOS Committee with cause. Vacancies created for any reason shall be filled by Board appointment upon the Chair's recommendation.

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### **III. MANNER OF OPERATION**

The Committee shall conduct its business in the best interest of the Meridian Residential Association and in accordance with the Charter, the Association's Articles of Incorporation, Declaration of Restrictions, Bylaws and Rules.

#### **A. Functions of the Chair**

Functions of the Chair (or the presiding officer of the meeting) shall include the following:

1. Identify homeowners for membership on CMOS and present their names for approval to the MRA Board along with the rationale for their selection.
2. Coordinate and supervise Committee activities and meetings to assure responsibilities are met.
3. Present written Committee reports (see C. below) to the Board via the General Manager in time for Board meeting document distribution and review.
4. Present verbal reports at Board meetings as necessary to supplement the written reports and request Board action and/or approval of Committee recommendations.
5. Assure that records and minutes are kept and submitted to the Business Office and Board.
6. Represent the Committee to the Board or assign a member of the Committee to this role if the Chair is unable to be present at a Board meeting.
7. Appoint a Committee member as recorder at all meetings.
8. Participate in Board discussions on matters within the scope of the CMOS charter.

#### **B. Meetings**

1. The Committee shall meet as required to transact the business of the Committee. Meetings shall be posted and will be open meetings in accordance with Civil Code and governing documents of the Meridian Residential Association. The Chair will make a reasonable attempt to schedule meetings of the Committee with at least four (4) days notice but is not mandatory.
2. The Committee shall, at its own discretion, determine the agenda and conduct all meetings of the Committee with input from the Board as required.

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- 3. If a meeting is open, it is deemed open only to the Association's membership, Board of Directors, General Manager or assigned staff member as required, and any invited guests required to assist in the business of the meeting. No person who is not a homeowner has a right to attend meetings of the Committee.

**C. Reporting and Channels of Communication**

- 1. The Chair shall submit to the Board a written report on Committee activities, in a format acceptable to the Board. This report shall include at least the following:
  - a. Dates of meetings held
  - b. Attendance
  - c. Agenda
  - d. Minutes of the meetings
  - e. Recommendations requiring Board approval.
- 2. The recorder shall prepare and submit minutes of Committee meetings for review first to the Chair and then to Committee members for review. Minutes of the previous meeting will be an agenda item on the next scheduled Committee meeting.

**Committee Charter Approved by the Board:** \_\_\_\_\_

**Board Secretary:** \_\_\_\_\_