

DRAFT

TAHOE DONNER ASSOCIATION

HUMAN RESOURCES COMMITTEE CHARTER

STATEMENT OF PURPOSE

Pursuant to the powers vested in the Board of Directors (Board) by the Articles of Incorporation, the Bylaws, and the Covenants and Restrictions of the Tahoe Donner Association (TDA), a California nonprofit mutual benefit corporation, the Board has resolved to establish a standing Human Resources Committee. This Committee will review Tahoe Donner's compensation and benefits policies, including the incentive plans. In reviewing such compensation and benefits policies, the Human Resources Committee may consider the recruitment, development, promotion, retention and compensation of employees and any other factors that it deems appropriate. The Committee will also follow up on issues related to the 2017 compensation study.

AUTHORITY

The Human Resources Committee is established under the provisions of:

- a. Section 1, Article X, Restated Bylaws of Tahoe Donner Association
- b. Resolution 2008-2, Committee Policy, Tahoe Donner Association Board of Directors
- c. ARTICLE VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association

The Committee will have no authority to act on behalf of the Board. The Committee will report the results of its reviews to the Board.

The Committee shall not have direct or indirect involvement in the daily operations of the Association. Interactions with management or staff shall be arranged through the General Manager or the Director of Human Resources. The Committee is not authorized to review the employment or medical files of any individual employee.

COMMITTEE MEMBERSHIP

Organization

The Committee shall consist of two Board members and three Association members. The Director of Human Resources shall serve as a Staff Liaison to the Committee.

Membership

Any member of the Tahoe Donner Association who is in good standing and who does not present a conflict of interest is eligible to apply for appointment as a member of the Committee. Members who possess strong personnel or human resource management background or experience will be given a preference in appointment to the Committee. The immediate family members of Directors and of TD staff members are ineligible for appointment to the Committee. The Board shall make all appointments to the Committee.

Other than when the Board finds an exception, members shall be appointed to a finite term of two years (subject to reappointment). Said terms shall be staggered where practicable in order to promote continuity with the Committee.

With the exception of the formation of the first Human Resources Committee, applications to serve on the committee and Board appointments to the committee shall be conducted in accordance with Resolution 2008-2.

Election of Committee Chair

The Committee shall elect one of the Board members to be the Committee's Chair. The Chair will serve for a period of one year. If no other Committee member is then willing to assume the duties of the Chair, the incumbent Chair may be reappointed by the Board.

Meetings

Committee meetings shall be at the discretion of the Committee Chair, unless otherwise directed by the Board. Meetings are open to all property owners and will be announced on TahoeDonner.com.

Committee members are expected to attend scheduled meetings on a regular basis. A quorum of three committee members shall be required to conduct business. Summaries of the discussions, along with a record of recommendations made, shall be maintained and provided to the Board. Recommendations of the Committee shall be reached by consensus or a majority of members present.

DRAFT

TAHOE DONNER ASSOCIATION

HUMAN RESOURCES COMPENSATION & BENEFITS POLICY COMMITTEE CHARTER

STATEMENT OF PURPOSE

Pursuant to the powers vested in the Board of Directors (Board) by the Articles of Incorporation, the Bylaws, and the Covenants and Restrictions of the Tahoe Donner Association (TDA), a California nonprofit mutual benefit corporation, the Board has resolved to establish a standing Human Resources Committee. This Committee will review Tahoe Donner's compensation and benefits policies, including the incentive plans. In reviewing such compensation and benefits policies, the Human Resources Compensation & Benefits Policy Committee may consider the recruitment, development, promotion, retention and compensation of employees, and any other factors that it deems appropriate. The Committee will also follow up on issues related to the 2017 compensation study.

Commented [RE1]: Recommend title change to reflect the policy focus of the committee to review compensation and benefits policies of the association – including those board policies on board perks. Human Resources in the title is far too broad of areas clearly not intended (based on recent board guidance) for this new committee to undertake.

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- c. ARTICLE VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association

The Committee will have no authority to act on behalf of the Board. The Committee will report the results of its reviews to the Board.

The Committee shall not have direct or indirect involvement in the daily operations of the Association. Interactions with management or staff shall be arranged through the General Manager or the Director of Human Resources. The Committee is not authorized to review the employment or medical files of any individual employee. The committee is not authorized to engage in contracts and should coordinate all dealings with external contractors with the Director of Human Resources or General Manager.

Commented [RE2]: Most all these topics are subject to a wide variety of information of performance that will not be available to the committee. So this might seem more appropriate as working with the board to draft recommended board level policy statements on hiring and retaining appropriate employee teams to execute Tahoe Donner programs and services.

Commented [RE3]: Seems a pretty open statement. Recommended deleting this portion of the sentence.

Commented [RE4]: What issues are being followed up on? If there are issues, they should be known to committee, staff, and membership at this point and be stated specifically.

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Commented [RE5]: Seems appropriate for the committee to have direction from the board on the importance of the Tahoe Donner employee team in relation to compensation matters. This might include board guidance and philosophy on compensation;
Establishing TDA's desired market position relative to relevant surveys of the competitive market place. (i.e., salary range midpoints)
Board recommendation on frequency of market surveys.

COMMITTEE MEMBERSHIP

Organization

The Committee shall consist of two Board members and three Association members in good standing. The Director of Human Resources shall serve as a Staff Liaison to the Committee.

Membership

Any member of the Tahoe Donner Association who is in good standing and who does not present a **conflict of interest** is eligible to apply for appointment as a member of the Committee. Members who possess ~~strong personnel or human resource management relevant compensation and benefit~~ background or experience will be given a preference in appointment to the **Committee**. The immediate family members of Directors and of TD staff members are ineligible for appointment to the Committee. The Board shall make all appointments to the Committee.

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The Committee shall elect one of the Board members to be the Committee's Chair. The Chair will serve for a period of one year. If no other Committee member is then willing to assume the duties of the Chair, the incumbent Chair may be reappointed by the **Board**.

Meetings

Committee meetings shall be at the discretion of the Committee Chair, unless otherwise directed by the Board. Meetings are open to all property owners and will be announced on TahoeDonner.com, and will only be conducted in designated Tahoe Donner meeting spaces. Committee members are expected to attend scheduled meetings on a regular **basis**. A quorum of three committee members shall be required to conduct business. Summaries of the discussions, along with a record of recommendations made, shall be maintained and provided to the Board. Recommendations of the Committee shall be reached by consensus or a majority of members present.

Commented [RE6]: Who determines the conflict of interest?

Commented [RE7]: Committee members should be required to sign;
Non disclosure agreement with appropriate confidentiality language
Members should be required to pass a criminal background check
Members should be required to sign a code of conduct statement

Commented [RE8]: Not sure how to stagger terms when appointing all new members to a five person committee.

Commented [RE9]: Conducted in accordance to relevant board policies for committees

Commented [RE10]: Should the committee chair always be one of the two board members? If not, then the committee chair should be elected by the committee, subject to appointment by the board.

Commented [RE11]: Mandatory attendance requirement statement would be appropriate for such a small committee. Or, cannot miss more than one committee meeting during a calendar year.