

Decision Paper

Tahoe Donner Board of Director Code of Conduct

PROPOSAL

The proposal before the Board is to adopt a Director Code of Conduct. The proposed Code of Conduct is based on one developed by the Adams Stirling law firm, which advises and represents hundreds of homeowners associations. This matter was continued from the January 27, 2018 Board meeting where the proposed code was discussed and amendments to it were offered.

As requested, attached is a markup of the proposed changes to the Adams Stirling sample Director ethics policy. The amendment deletes language from the Adams Stirling sample policy on the role of the President of the Board and instead substitutes Tahoe Donner's bylaws' language on that same subject. The amendment is offered in response to concerns expressed by members and some Directors about the language in the Adams Stirling sample.

The proposed Code is also amended to include only Directors, not committee members. While the Board may choose to adopt a code of conduct for committee members, the agenda description both in January and February only references the proposed Code's application to Directors. It seems appropriate to discuss a committee member code of conduct with committee chairs and members prior to adopting such a code.

It was also requested that the Board obtain legal review of the proposed Code. Tahoe Donner's counsel reviewed the proposed revised Code as discussed at the January meeting and stated that the Code is consistent with state law. Nonetheless, rather than adopting a new Code, he recommended that the Board instead try to modify Tahoe Donner's 2016 Code of Conduct. A laborious discussion and revision of Tahoe Donner's existing Code is not recommended here. The 2016 Code of Conduct contains several provisions, noted below, that are potentially problematic. Nor is there evidence that the 2016 Code was previously the subject of extensive Board discussion and consideration. TD's existing Code was on the consent agenda both times it was approved by the Board in 2014 and 2016; indeed, the General Manager informed the Board at the January Board meeting that the Code signed by the 2016 Board and posted to the website was not the one adopted by the Board. Therefore, this is an effort to move forward expeditiously on the issue by adopting a code developed by experts.

BACKGROUND

The Board is not obliged to adopt a Code of Conduct. Nothing in Tahoe Donner's governing documents or state law requires it. Indeed, based on documents provided by TD staff, the Board of Directors has only had a specific Code of Conduct for four of the past forty-four years.

Tahoe Donner bylaws and state law do impose fiduciary duties on Directors and prohibit conflicts of interest. Those obligations were acknowledged and accepted by the current Board in Resolution 2017-2 approved on September 2, 2017.

There is a strong desire by some members for the two Directors elected in 2017 to sign the Code of Conduct approved by the 2016 Board. These Directors have declined to do so, expressing concerns about some of the language in the 2016 Board of Directors Code of Conduct and Ethics. Among others, the 2016 Code specifies mandatory responsibilities for the Directors using vague phrases (“understand and abide by ...other Association documents,” “respond to member inquiries through established procedures,” etc.) , defines “confidential information” too broadly and implicitly limits the ability of Directors to interact with employees.

However, nothing precludes the Board from adopting a Code of Conduct that does not conflict with our governing documents or state law. Rather than spend additional Board time parsing the language of the 2016 Code, the present proposal is for the Board to adopt the Adams Stirling sample code as amended.

TAHOE DONNER BOARD OF DIRECTORS
CODE OF CONDUCT BACKGROUND

FROM 1974 UNTIL TODAY (44 YEARS), ONLY 4 BOARDS HAVE DEVELOPED AND OR SIGNED A SPECIFIC CODE OF CONDUCT (1991, 2000, 2014, 2016). (Based on documents provided by TD staff pursuant to Director request)

IN 40 OF THE 44 YEARS, NO CODE OF CONDUCT WAS SIGNED BY THE BOARD

IN 2 OF THE 4 YEARS IN WHICH A CODE OF CONDUCT EXISTED, 1 OR MORE DIRECTORS DID NOT SIGN THE DOCUMENT. (1991 AND 2000)

NO CODE OF CONDUCT WAS SIGNED BY THE BOARD IN 2015

THE CODE WAS ON THE CONSENT CALENDAR IN 2014 AND 2016; IT DOES NOT APPEAR THAT THERE WAS ANY BOARD DISCUSSION OF THE CODE.

THIS BOARD ADOPTED RESOLUTION 2017-2 IN SEPTEMBER, 2017. THAT RESOLUTION ADDRESSES: 1) THE FIDUCIARY DUTIES OF A DIRECTOR; 2) THE DUTIES OF DIRECTOR CARE AND LOYALTY; AND 3) CONFLICTS OF INTEREST. THE RESOLUTION ALSO INCORPORATES SPECIFIC CIVIL AND CORPORATE CODE PROVISIONS AS WELL AS APPLICABLE LANGUAGE FOUND IN OUR CURRENT CC&Rs

**~~ETHICS POLICY FOR
DIRECTORS & COMMITTEE MEMBERS~~**

**TAHOE DONNER ASSOCIATION BOARD OF DIRECTORS
CODE OF CONDUCT**

adopted _____

The Board of Directors has adopted the following [Code of Conduct](#) ~~ethics policy~~ for its board members ~~and committees~~. This ~~code policy~~ is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

A. BOARD RESPONSIBILITIES

The general duties for directors are to enforce the association's governing documents, collect and preserve the association's financial resources, insure the association's assets against loss, and keep the common areas in a state of good repair. To fulfill that responsibility, directors must:

- regularly attend board meetings,
- review material provided in preparation for board meetings,
- review the association's financial reports, and
- make reasonable inquiry before making decisions.

B. PROFESSIONAL CONDUCT

In general, directors ~~and committee members~~ must conduct all dealings with vendors and employees with honesty and fairness, and safeguard information that belongs to the association.

1. Self-Dealing. Self-dealing occurs when directors ~~or committee members~~ make decisions that materially benefit themselves or their relatives at the expense of the association. "Relatives" include a person's spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person's residence. Benefits include money, privileges, special benefits, gifts or other item of value. Accordingly, no director or committee member may:

- solicit or receive any compensation from the association for serving on the board ~~or any committee,~~
- make promises to vendors unless with prior approval from the board,
- solicit or receive, any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the association,

- seek preferential treatment for themselves or their relatives,
- use association property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the association.

2. Confidential Information. Directors ~~and committee members~~ are responsible for protecting the association's confidential information. As such they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director ~~or committee member~~ may disclose confidential information. Confidential information includes, without limitation:

- private personal information of fellow directors ~~and committee members~~,
- private personnel information of the association's employees,
- disciplinary actions against members of the association,
- assessment collection information against members of the association, and
- legal disputes in which the association is or may be involved--directors may not discuss such matters with persons not on the board without the prior approval of the association's legal counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and loss of confidential information.

3. Misrepresentation. Directors ~~and committee members~~ may not knowingly misrepresent facts. All association data, records and reports must be accurate and truthful and prepared in a proper manner.

4. Interaction with Employees. To ensure efficient management operations, avoid conflicting instructions from the board to management and avoid potential liability, ~~committee members and~~ directors shall observe the following guidelines:

- ~~The president of the board shall serve as liaison between the board and management and provide direction on day to day matters.~~
- ~~Except for the president, committee members and directors may not give direction to management, employees or vendors.~~
- The president shall be elected by the Board from among the directors. He shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Association. He shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation together with such powers and duties as may be prescribed by the Board or the Bylaws. (Article. XI, Section 7 of the Restated Bylaws)
- An agenda for all regular meetings shall be prepared by the president or by management under the direction of the president. (Article VIII, Section 3 of the 2004 Amendments of the Restated Bylaws)
- Directors shall not attempt to direct Tahoe Donner staff; that is the responsibility of the General Manager.

- Directors may not contact management after hours unless there is an emergency representing a threat of harm to persons or property.
- If directors ~~or committee members~~ are contacted by employees with complaints, the employees shall be instructed to contact management or the board as a whole.
- No director may threaten or retaliate against an employee who brings information to the board regarding improper actions of a director or committee member.
- Directors ~~and committee members~~ are prohibited from harassing or threatening employees, vendors, directors, committee members, and owners, whether verbally, physically or otherwise.

5. Proper Decorum. Directors ~~and committee members~~ are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors ~~and committee members~~ must focus on issues, not personalities and conduct themselves with courtesy toward each other and toward employees, managing agents, vendors and members of the association. Directors shall act in accordance with board decisions and shall not act unilaterally or contrary to the board's decisions.

C. WHEN CONFLICTS OF INTEREST ARISE

Situations may arise that are not expressly covered by this ~~code policy~~ or where the proper course of action is unclear. Directors ~~and committee members~~ should immediately raise such situations with the board. If appropriate, the board will seek guidance from the association's legal counsel.

1. Disclosure & Recusal. Directors ~~and committee members~~ must immediately disclose the existence of any conflict of interest, whether their own or others. Directors ~~and committee members~~ must withdraw from participation in decisions in which they have a material interest.

2. Violations of Code Policy. Directors ~~and committee members~~ who violate the association's code of conduct ~~ethic's policy~~ are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to disciplinary action, including, but not limited to:

- censure,
- removal from committees,
- removal as an officer of the board,
- request for resignation from the board,
- recall by the membership, and
- legal proceedings.

Prior to taking any of the actions described above, the board shall appoint an executive committee to investigate the violation. The committee shall review the evidence of violation,

endeavor to meet with the director/~~committee member~~ believed to be in violation, confer with the association's legal counsel, and present its findings and recommendations to the board for appropriate action. The board shall endeavor to meet with the director/~~committee member~~ in executive session prior to imposing disciplinary action against that person.

D. PLEDGE

I have read the [Code of Conduct](#) ~~Ethics Policy~~ and pledge to act in accordance with my obligations as described above.

Signature: _____ Date: _____

Print name: _____

[Policy modified from an example provided on *Davis-Stirling.com* by Adams Stirling PLC.](#)



TAHOE DONNER ASSOCIATION BOARD OF DIRECTORS

CODE OF CONDUCT & ETHICS

CORPORATE RESOLUTION 2018-1

The Board of Directors has adopted the following Code of Conduct for its board members. This code is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

A. BOARD RESPONSIBILITIES

The general duties for directors are to enforce the association's governing documents, collect and preserve the association's financial resources, insure the association's assets against loss, and keep the common areas in a state of good repair. To fulfill that responsibility, directors must:

- regularly attend board meetings,
- review material provided in preparation for board meetings,
- review the association's financial reports, and
- make reasonable inquiry before making decisions.

B. PROFESSIONAL CONDUCT

In general, directors must conduct all dealings with vendors and employees with honesty and fairness, and safeguard information that belongs to the association.

1. Self-Dealing. Self-dealing occurs when directors make decisions that materially benefit themselves or their relatives at the expense of the association. "Relatives" include a person's spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person's residence. Benefits include money, privileges, special benefits, gifts or other item of value. Accordingly, no director or committee member may:
 - solicit or receive any compensation from the association for serving on the board
 - make promises to vendors unless with prior approval from the board,
 - solicit or receive, any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the association,
 - seek preferential treatment for themselves or their relatives,

- use association property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the association.
2. Confidential Information. Directors are responsible for protecting the association's confidential information. As such they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director may disclose confidential information. Confidential information includes, without limitation:
- private personal information of fellow directors,
 - private personnel information of the association's employees,
 - disciplinary actions against members of the association,
 - assessment collection information against members of the association, and
 - legal disputes in which the association is or may be involved--directors may not discuss such matters with persons not on the board without the prior approval of the association's legal counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and loss of confidential information.
3. Misrepresentation. Directors may not knowingly misrepresent facts. All association data, records and reports must be accurate and truthful and prepared in a proper manner.
4. Interaction with Employees. To ensure efficient management operations, avoid conflicting instructions from the board to management and avoid potential liability, directors shall observe the following guidelines:
- The president shall be elected by the Board from among the directors. He shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Association. He shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation together with such powers and duties as may be prescribed by the Board or the Bylaws. (Article. XI, Section 7 of the Restated Bylaws)
 - An agenda for all regular meetings shall be prepared by the president or by management under the direction of the president. (Article VIII, Section 3 of the 2004 Amendments of the Restated Bylaws)
 - Directors shall not attempt to direct Tahoe Donner staff; that is the responsibility of the General Manager.
 - Directors may not contact management after hours unless there is an emergency representing a threat of harm to persons or property.
 - If directors are contacted by employees with complaints, the employees shall be instructed to contact management or the board as a whole.
 - No director may threaten or retaliate against an employee who brings information to the board regarding improper actions of a director or committee member.
 - Directors are prohibited from harassing or threatening employees, vendors, directors, committee members, and owners, whether verbally, physically or otherwise.
5. Proper Decorum. Directors are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors must focus on issues,

not personalities and conduct themselves with courtesy toward each other and toward employees, managing agents, vendors and members of the association. Directors shall act in accordance with board decisions and shall not act unilaterally or contrary to the board's decisions.

C. WHEN CONFLICTS OF INTEREST ARISE

Situations may arise that are not expressly covered by this code or where the proper course of action is unclear. Directors should immediately raise such situations with the board. If appropriate, the board will seek guidance from the association's legal counsel.

1. Disclosure & Recusal. Directors must immediately disclose the existence of any conflict of interest, whether their own or others. Directors must withdraw from participation in decisions in which they have a material interest.
2. Violations of Code. Directors who violate the association's code of conduct are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to disciplinary action, including, but not limited to:
 - censure,
 - removal from committees,
 - removal as an officer of the board,
 - request for resignation from the board,
 - recall by the membership, and
 - legal proceedings.

Prior to taking any of the actions described above, the board shall appoint an executive committee to investigate the violation. The committee shall review the evidence of violation, endeavor to meet with the director believed to be in violation, confer with the association's legal counsel, and present its findings and recommendations to the board for appropriate action. The board shall endeavor to meet with the director in executive session prior to imposing disciplinary action against that person.

D. PLEDGE

I have read the Code of Conduct and pledge to act in accordance with my obligations as described above.

ACCEPTED AND DATED: _____, 2018

Jeff Connors, President

Jeff Schwerdtfeger, Vice President

Jeff Bonzon, Treasurer

Jennifer Jennings, Secretary

Darius Brooks, Director

Policy modified from an example provided on *Davis-Stirling.com* by Adams Stirling PLC.

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**OVERVIEW OF BOARD GOVERNANCE, AUTHORITY AND MEETINGS
AND
POLICY AND PROCEDURES ON THE CONDUCT OF BOARD MEETINGS
CORPORATE RESOLUTION 2017-2**

The Overview of Board Governance, Authority and Meetings (“Overview”) set forth below is intended to provide Tahoe Donner Association (“Association”) members (including those members considering running for the Association’s Board of Directors (“Board”)) with a summary of the California laws (“Law”) and provisions of the Association’s governing documents (“Governing Documents”) regarding Board governance and authority and the conduct of Board meetings.

The Policy and Procedures on the Conduct of Board Meetings (“Policy”) is intended to help ensure that Board meetings are carefully planned, facilitated and documented.

Neither the Overview nor the Policy is intended to amend or change any Law or any provision of any Governing Document. To the extent there is or ever becomes any conflict or ambiguity between any Law or any provision of a Governing Document, the provisions of the Law or the Governing Document shall control.

I. Overview of Board Governance, Authority and Meetings

A. SPECIFIC POWERS OF THE BOARD OF DIRECTORS; LIMITATIONS ON THE BOARD OF DIRECTORS' AUTHORITY

The following Association Bylaw provisions set out the Board’s authority and the limitations on that authority.

- Bylaws, Article IX, Section 1: Specific Powers of the Board
- Bylaws, Article IX, Section 2: Limitations on Board Powers
- Bylaws, Article IX, Section 2(a): Actions needing approval of majority of quorum of Members
- Bylaws, Article IX, Section 2(b): Actions needing approval of majority of total voting power of Members

- Bylaws, Article IX, Section 2(c): Actions needing approval of all Members

B. SUMMARY OF BOARD AUTHORITY

Ultimate authority for the management of the Association rests with Board. The Board makes decisions involving (without limitation):

- corporate policy and strategic planning
- election of officers and determination of the officers' duties
- hiring and oversight over performance of General Manager
- adoption, amendment or repeal of the Declaration and Bylaws subject to certain limitations for member approval
- approval of material contracts
- determination and oversight of the Association's budget and finances
- approval of other major corporate transactions

The Board must make decisions as a Board; an individual director cannot act alone, unless pursuant to authority that has been specifically delegated to him or her by the Board. Individual directors cannot act by proxy; nor can they appoint alternates to act in their place.

C. FIDUCIARY DUTIES OF A DIRECTOR

"A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances." (Corp. Code §7231; Declaration, Article III, Section 9.)

D. DUTY OF CARE

A director must be adequately informed and diligent when making a corporate decision and overseeing the management of the Association. With respect to "reasonable inquiry," the director may rely on information, opinions, reports, or statements, including financial statements, prepared or presented by:

- one or more corporate officers or employees the director believes to be reliable and competent in the matters presented;
- counsel, independent accountants, and other persons on matters that the director believes to be within such person's professional or expert competence; and
- a committee of the Board on which the director does not serve, as to matters within the committee's designated authority.

E. DUTY OF LOYALTY

Each director must act in a manner the director believes to be in the best interests of the Association. The directors must strive to advance and achieve the Association's purposes as stated

in the Articles of Incorporation and Bylaws, not to advance the interests of the director or other individuals.

F. CONFLICTS OF INTEREST

Regulation of Conflict of Interest Transactions. No director shall participate in any discussion or Board action concerning or in any way attempt to use his or her Board position to influence a Board decision in which the director knows or has reason to know that he or she has a "material financial interest" (Bylaws, Article IX, Section 3; Civ. Code §5350(a); Corp. Code §7233).

Recusal from Certain Votes. A director shall not vote on any of the matters set forth in Civ. Code §5350(b).

G. BOARD MEETINGS

A Board meeting is defined in *The Davis-Stirling Common Interest Development Act* as either:

- (1) a gathering, "at the same time and place, of a sufficient number of directors to establish a quorum of the Board, to hear, discuss, or deliberate upon any item of business that is within the authority of the Board" (Civ. Code §4090(a)), or
- (2) "a teleconference, where a sufficient number of directors to establish a quorum of the board, in different locations, are connected by electronic means, through audio or video, or both" (Civ. Code §4090(b)).

The purpose of Board meetings is for the Association's Board of Directors to conduct the business of the Association.

"Open" Board Meetings: Most of the business of the Association is conducted at "open" Board meetings, which are usually held monthly. Except in the case of "emergency" meetings (discussed below), the Board is required to notify the Members of the date, time, location, and agenda of each "open" Board meeting at least four days in advance. In these meetings, the Board sets policy, oversees management's results, reviews operating and financial results, resolves certain types of disputes, hears certain types of appeals, hears comments from owners/members during scheduled membership comment periods, and plans for the future. Often the health and harmony of an entire community is directly linked to how constructive these meetings are. Members always have the right to listen to Board discussions. Tahoe Donner's Board of Directors holds monthly meetings according to an annual regular meeting schedule, which is discussed and approved by the Board after the annual membership meeting in June. Given the diversity and size of the membership (6,500 owners, and over 25,000 members, with the vast majority of members' primary residences away from Tahoe Donner), it is impossible to select one regular day or time which could possibly accommodate all members' schedules to attend in person. Regular meetings usually begin at 9:00 a.m., and are held at either the Lodge Restaurant & Pub or the Northwoods Clubhouse. Meeting schedules, notices and agendas are published online at the Association's Membership/Board of Director's page, and are also posted on the bulletin board of the Northwoods Clubhouse. Members can sign up to receive e-mail notification of regular Board meetings.

"Emergency" Board Meetings: If there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide four days' notice to the membership, the Board may hold an "emergency" meeting without giving notice to the members. Emergency meetings may be called by the president, or by any two directors other than the president. (See Civ. Code §4923.)

"Executive Session" Board Meetings: The Board is allowed to meet in "executive session" to discuss certain topics. The Board is required to notify the Members of the date, time, location, and agenda of each executive session Board meeting at least two days in advance but, unlike "open" Board meetings, non-director members are not allowed to attend executive session Board meetings. The Board may adjourn to executive session from an open Board meeting, or may meet separately in an executive session that is not held in conjunction with an open Board meeting. Immediately before adjourning to executive session from an open Board meeting, the Board shall announce the general nature of the matter(s) to be discussed in executive session, without detail and without compromising the confidentiality or privacy of the matter.

According to Civil Code §4935, the Board may meet in "executive session" for the following purposes:

to consider:

- litigation
- matters relating to the formation of contracts with third parties
- member discipline
- personnel matters
- to meet with a member regarding the member's payment of assessments
- to discuss a payment plan for delinquent assessments
- to decide whether to foreclose on a lien for delinquent assessments

The Board may also meet in "executive session" when appropriate to protect the Association's attorney-client privilege. *All* communications between the Board and the Association's legal counsel are protected by the attorney-client privilege (Evidence Code §950 *et seq.*); therefore, the Board may always meet with the Association's legal counsel in executive session, whether or not "litigation" is being discussed or considered.

Any matter discussed in executive session must be generally noted in the minutes of the immediately following meeting that is open to the entire membership. (Civ. Code §4935(e).)

II. Policy and Procedures on Conduct of Board Meetings

A. AGENDA PREPARATION

Productive Board meetings are the foundation of a successful community association. As such, these meetings should be carefully planned, facilitated and documented. One of the most effective ways to accomplish productive meetings – and strong governance – is to carefully design an agenda, and then adhere closely to that agenda.

1. It shall be the responsibility of the Association's President to oversee Staff's preparation of the Board meeting agenda. Each topic should be clearly identified, the person responsible for leading the discussion should be noted, and if the Board decides to use a "timed" agenda, the agenda should identify the length of time expected for each item.
2. The Board will attempt to order the agenda so that topics the Board expects to be of greater importance to non-director members shall be scheduled in the beginning portion of the agenda.
3. Items must be submitted to the President for placement on the agenda no later than eleven (11) business days prior to the meeting.
4. Where appropriate, agenda items shall be designated either as an "Action" or a "Discussion" item. Items listed as Action are intended for the Board to make a determination on at that scheduled meeting. Items listed as Discussion are intended to inform the Board on topics that might later be brought before the Board as Action items.
5. Board books shall be ready for Directors no later than the seven days prior to the Board meeting.
6. Where appropriate, the Board will endeavor to post supporting documentation for agenda topics online for membership review no later than seven days before Board meetings.

B. VIDEO RECORDINGS OF OPEN BOARD MEETINGS

Given that most members' primary residences are not at Tahoe Donner, the Board recognizes and understands that it will be difficult for many members to attend open Board meetings in person. As a result, the Board will audio/video record all open Board meetings in order to make them available to the membership no later than 7 days after the meeting. Audio/Video recording of open Board meetings will be posted on the Association's website and be retained for ten years after the meeting. The Association intends to institute live broadcasting of open Board meetings and live remote member verbal comment capability before the end of 2017.

C. OPEN BOARD MEETING PROCEDURES

1. It shall be the President's responsibility to cover the agenda and to keep Directors, Staff and members on topic and focused. Member comments are welcome and generally limited to 3 minutes at the beginning of meetings for items not on the agenda.
2. Unless the Board adopts other parliamentary procedures, or unless doing so will conflict with California law or the Association's Governing Documents, the President will generally use "Robert's Rules of Order" to conduct Board meetings.

3. While allowing for flexibility in the time frames allotted for discussion of each agenda item, every effort will be made to adhere to the stated time limits.
4. The Secretary will assist the President in moving the agenda along by monitoring agenda time limits.
5. Copies of the following documents will be made available at the meeting for member access: the Agenda for the meeting, draft minutes to be approved at the meeting, financials (excluding private or confidential information).
6. California law requires that the minutes, or a draft of the minutes, or a summary of the minutes, of any board meeting (other than an executive session), shall be available to members within 30 days of the meeting. The Board will endeavor to have a draft of the minutes of each open Board meeting available within 16 days after the meeting. The Board will ordinarily approve the final minutes at the next regularly scheduled open Board meeting.

ACCEPTED AND DATED: September 2, 2017



JEFFREY CONNORS, President



JEFF SCHWERDTFEGER, Vice President



JEFF BONZON, Treasurer



JENNIFER JENNINGS, Secretary



DARIUS BROOKS, Director