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**TAHOE DONNER ASSOCIATION**  
~~**Committee and Task Force**~~  
**COMMITTEE AND TASK FORCE**  
**CODE OF CONDUCT & ETHICS**

**CORPORATE RESOLUTION 2018-2**

The Board of Directors is intending to discuss and take action on the following Code of Conduct for its members that participate to any extent on a Committee or a Task Force within the Tahoe Donner Association. This code is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

**A. RESPONSIBILITIES**

The general duties for committee and task force participants vary ~~and are~~ depending on the nature and scope of the duties assigned to a particular committee, as outlined in the Committee charters. Some ~~duties~~ of the duties and responsibilities of the Tahoe Donner Association which involve participation by the committees include enforcing the Associations governing documents, preserving the Associations financial resources, insuring the Associations assets against loss and keeping the common areas in a good state of repair. To fulfill those types of responsibilities committee and task force members must:

- regularly attend committee and task force meetings,
- review material provided by the Board and the staff in preparation for these meetings,
- review the specific charter of the committee or the task force on which the member is ~~part-~~ of serving
- actively participate in the work at hand

**B. PROFESSIONAL CONDUCT**

In general, committee and task force members must conduct all dealings with vendors and employees with honesty and fairness, and safeguard information that ~~belongs~~ is proprietary to the Association.

1. Self-Dealing. Self-dealing occurs when committee and task force members make decisions that materially benefit themselves or their relatives at the expense of the ~~association~~ 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 committee or task force member may:

- solicit or receive any compensation from the Association for serving on the committee or task force

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

2. **Confidential Information.** Committee and task force members are responsible for protecting the ~~association~~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 committee members and task force participants including personal e-mail addresses
- private personnel information of the Association's employees,
- disciplinary actions against members of the Association,
- assessment collection information against members of the Association who are in default in the timely payment of their assessments, and
- legal disputes in which the Association is or may be involved
  - ~~legal disputes in which the Association is or may be involved~~committeeCommittee and task force members may not discuss such matters with persons not on the ~~board~~Board without the prior approval of the ~~association~~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.** Committee and task force members may not knowingly misrepresent facts. All Association data, records and reports must be accurate and truthful and prepared in a proper manner.

**4. Committee and Task Force Operations.** To ensure efficient management operations, avoid conflicting instructions from the committee or task force to management and avoid potential liability, committee and task force members shall observe the following guidelines:

- An agenda for all regular meetings shall be prepared by the committee or task force chair and posted to the membership in advance [on the Tahoe Donner website](#).
- Times and [the](#) Agenda for committee and task force meetings shall be posted in advance on the Tahoe Donner website
- Committee and task force members shall not use member contact information received in connection with his/her work on the committee or task force for other than committee or task force work. Specifically, phone lists and mailing lists, including email lists, may not be used for the purpose of campaigning for a candidate for the Tahoe Donner Board of Directors [or for any personal activity or endeavor by a committee or task force member](#).
- Committee and task force members may endorse a candidate for the Tahoe Donner Board of Directors, but she/he must make it clear that they are endorsing the candidate in their individual capacity.
- Committee and task force members shall not attempt to direct Tahoe Donner staff; that is the responsibility of the General Manager.
- Committee and task force members may not contact management after hours unless there is an emergency representing a threat of harm to persons or property.
- If Committee and or task force members are contacted by employees with complaints, the employees shall be instructed to contact [senior](#) management or the ~~board~~Board. [It is not within the scope and authority of any committee or task force to deal with employee complaints.](#)
- No Committee and or force members may threaten or retaliate against an employee who brings information to the Committee and or task force regarding improper actions of a committee or task force member.
- Committee and task force members are prohibited from harassing or threatening employees, vendors, directors, fellow committee members, and owners, whether verbally, physically or otherwise.

5. **Proper Decorum**. Committee and task force members are obligated to act with proper decorum. Although they may disagree with the opinions of others on the ~~Committee~~[committee](#) and Task Force, members they must act with respect and dignity and not make personal attacks on others. Accordingly, committee and task force 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~~[Association](#). Committee and task force members shall act in accordance with ~~board~~Board decisions and shall not act unilaterally or contrary to the ~~board~~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. ~~Committee~~ Under such circumstances, committee and task force members should immediately raise such situations with the ~~Committee~~ committee and or ~~Task~~ task force Chair and if necessary the Board. If appropriate, the Board will seek guidance from the ~~association~~ Association's legal counsel.

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

2. Violations of Code. Committee and task force members 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 or task forces,
- request for resignation from the committee and or task force and
- legal proceedings.

Prior to taking any of the actions described above, it shall be up to the Board of Directors to appoint an executive committee to investigate the violation. The executive committee shall review the evidence of violation, endeavor to meet with the committee and task force members believed to be in violation, confer with the Association's legal counsel, and present its findings and recommendations to the ~~board~~ Board for appropriate action. The Board shall endeavor to meet with the committee and or task force member 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 a committee or task force member described above.

ACCEPTED AND DATED: July 1, 2018

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Committee Member

Date

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Task Force Member

Date

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