

Committee & Task Force Principles of Conduct
Committee & Task Force Input
Redline Edition

On the following pages is a red-lined edition of the Principles of Conduct for Committees and Task Forces, per feedback from the Committees and Task Forces themselves.

In addition to the redlined changes, the following generic comments were received (summarized, not verbatim):

1. Architectural Standards TF: OK with original
2. Covenants Committee: OK with original
3. MEC: this document not needed
4. MEC: do not require signature to this document
5. MEC: Address email addresses received in course of committee work (DK note: this matter has been referred to corporate and elections counsels; awaiting findings; associated language, as appropriate, to be considered upon receipt of recommendations from counsels.
6. Elections: OK with original
7. Finance Committee endorsed GPC version
8. ASC: allow for reimbursement of expenses when on Association business, e.g., travel; cost of relevant conferences
9. ASC: document is too long; heading and a sentence or two should suffice
10. STR TF: OK with original

Also, the GPC submitted a substantially reformatted document. Matters of substance are incorporated into this version; matters of style are not as they obfuscate the original document reviewed by the rest of the Committees and Task Forces. Two notable GPC edits not included in this redline edition:

- Changing “participants” to “volunteers”:
“Participants” was used in the original draft to avoid compounding the use of the term “members,” already used with varying definitions in Association documents. That said, Committee and Task Force charters refer to “committee members” and “task force members.” “Volunteers” instead risks broader application than intended to all volunteers to the Association. The solution applied in the redline is to use “member,” consistent with Charter language, and to carefully define how “member” is used in the context of these Principles of Conduct.
- Changing the reference from “Committees and Task Forces” to “Committees and Subcommittees, collectively ‘Committees’”:
The various charters of these groups are formally named as Committees and Task Forces, and, the GPC Charter specifically calls for Project Task Forces to be established. Accordingly, the Committee and Task Force nomenclature is retained in this redline edition, consistent with the Charter language.

Tahoe Donner
Committees & Task Forces of the Board of Directors
Guiding [DK1] Principles of Conduct

Purpose

While the general duties for committee and task force ~~participants-members~~ (“~~ParticipantMembers~~”) [DK2] are specific to the nature and scope of the duties assigned as outlined in the Committee charters, the following standards for conduct are common to all. In this context, the term “member” refers to persons appointed by the Board of Directors to Committees and Task Forces of the Board and to persons appointed or approved by such Committees and Task Forces to serve on their respective subcommittees or task forces. No broader interpretation of the term “member” is intended in the context of these Principles of Conduct. [DK3]

General responsibilities

~~ParticipantMembers~~ ~~must will~~ [DK4]:

- regularly attend ~~committee and task force~~ scheduled meetings, in person or by phone or internet [DK5]
- review material provided by the Board, ~~and the~~ staff and/or committee members [DK6] in preparation for these meetings,
- ~~review~~ understand and abide by the specific charter of the committee or the task force on which the member is serving
- actively participate in committee or task force discussion, work and process ~~the work at hand~~

Professional Conduct

In general, ~~ParticipantMembers~~ ~~must~~ are expected to conduct all Associated-related [DK7] dealings with vendors and employees with honesty and fairness, and safeguard information that is proprietary to the Association.

1. **No self-dealing**, avoiding participation in work or decisions that materially benefit themselves and [DK8] / or their relatives or friends [DK9] at the expense of the Association. ~~ParticipantMembers~~ will *not* (a) solicit or receive compensation from the Association for serving on the committee or task force; (2) make promises to vendors unless with prior approval from the Board; (3) 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; (4) seek preferential treatment for themselves or their relatives; nor (5) use Association property, services, equipment or business for the gain or benefit of themselves and [DK10] / or their relatives beyond normal use afforded to all members and members’ families and guests and minor tokens of appreciation [DK11]. When a conflict of interest occurs, the ~~ParticipantMember~~ should disclose the conflict and withdraw from any associated discussion, project work or decisions.
2. **Recusal for self-interest.** ~~ParticipantMembers~~ will recuse themselves from discussions, project work or decisions where they have a direct personal interest that does not extend to all members. Examples where recusal is in order include, but are not limited to, the member interest is not shared, such as discussion about a vendor for which the Committee or Task Force member [DK12] is employed; disciplinary hearings involving a neighbor where the ~~ParticipantMember~~ is personally affected by the neighbor’s actions; and disciplinary action considered directly against the ~~ParticipantMember~~. In the latter two situations, the ~~ParticipantMember~~ may be a witness, with

recusal from subsequent discussions, recommendations and/or decisions. An example where recusal is not in order is discussion regarding changes to amenities, as all members benefit from the discussion.

3. **Protect Association confidential information.** Confidential information includes Association personnel information, Association member records, disciplinary action against members of the Association, assessment collection information for Association members in default, legal disputes which involve the Association, any matters covered by Attorney-Client privilege for the Association, and any information marked “confidential.” If **ParticipantMembers** are unclear as to whether information is confidential, clarification should be sought from the General Manager or a Board liaison to the committee or task force.
4. **Ensure accuracy.** **ParticipantMembers** may not knowingly misrepresent facts. All Association data, records and reports must be accurate and truthful and prepared in a proper manner.
5. **Conduct business in accordance with the Committee / Task Force charter.** Committee and Task Force charters will be adhered to in preparing and posting agendas, and noticing meetings. If the Charter is silent, the following guidelines will be followed:
 - Agendas will be prepared and posted to the Association website at least 3 days in advance
 - Standing meetings will be posted to the Association website on an annual basis
 - Special meeting notices, or rescheduled meetings will be posted at least 3 days in advance
 - Ad hoc subcommittee / task force meetings consisting of less than a quorum are encouraged, but not required, to be posted.
6. **Work collaboratively with Association staff.** Directing staff is the responsibility of the General Manager. **ParticipantMembers** shall *not* (a) direct Tahoe Donner staff; (b) contact management after hours unless there is an emergency representing a threat of harm to persons or property; (c) harass, threaten or retaliate against employees, vendors, directors, fellow committee members, and owners, whether verbally, physically or otherwise.

Further, it is not within the scope and authority of any committee or task force to deal with employee complaints. 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.
7. **Work collaboratively with fellow ParticipantMembers.** **ParticipantMembers** often volunteer due to personal interest in topic or task at hand. With personal interest comes personal opinion, which is as varied as the individuals involved. **ParticipantMembers** will respect and listen to the opinions of others, relying on facts and a focus on the interests of the Association at-large to overcome differences and drive to solutions.
8. **Act with proper decorum.** **ParticipantMembers** must act with respect and dignity and not make personal attacks on others. Accordingly, **ParticipantMember** 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 and all other individuals with whom they may come in contact as part of their Volunteer duties. Just as Board decisions must be made in the overall best interest of the Association, so must the analysis, deliberations and recommendations of Committee

Members be in the best interests of all Association Members.

~~8. Participants shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions.~~ While Members may personally express their disagreement with Association Board decisions, they shall not undermine the Association Board's decisions in their capacity as a Committee member.

[DK13][DK14]

9. **Best interest of the Association.** ~~As the ultimate decision by the Board of Directors on recommendations from Committees and Task Forces must be made in the overall best interest of the Association, participants, while bringing particular and valuable independent perspectives, should also consider the best interest of the Associations in their analysis and deliberations.~~ Just as Board decisions must be made in the overall best interest of the Association, so must the analysis, deliberations and recommendations of Committee Members be in the best interests of all Association Members. [DK15]

To the extent that the Board has delegated activities that involve 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, the requirements for conduct *specific to those activities* apply to those committees and task forces as they would to the Board.

Thank you for volunteering!