



TAHOE DONNER ASSOCIATION
BOARD OF DIRECTORS

RESOLUTION 2008-2
COMMITTEE POLICY

WHEREAS, the Board of Directors of Tahoe Donner Association recognizes the value of, and intends to utilize the services of, committees in assisting the discharge of Board responsibilities;

WHEREAS, the Board seeks to adopt a reasonably comprehensive policy for the formation, duties and oversight of committees;

WHEREAS, the Board has adopted a uniform charter template to bring consistency among the various committee charters; and

WHEREAS, the Board affirms that, when used, committees will be tasked so as to support the Board in the discharge of its duties, and so as to never interfere with the Delegation of Authority from the Board to the General Manager for the operation and management of Tahoe Donner Association;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Tahoe Donner Association does hereby adopt the following revised Committee Policy, which shall supersede all prior policies regarding the same subject matter, including but not limited to Resolution 2005-8 adopted September 15, 2005:

General:

1. In appointing and managing committees, the Board affirms that it will be guided by ARTICLE X of the Restated Bylaws, "Committees".

2. Generally, committees will function to assist the Board by preparing policy alternatives and o their implications for Board consideration.
3. Committees may not speak or act for the Board except when formally given such authority for specific and time-limiting purposes. Expectations and authority will be carefully stated in order to not conflict with authority delegated to the General Manager.
4. In light of the Association's management structure, committees shall not exercise authority over staff. While committees may offer advice regarding matters within their charge, actions within the purview of the authority delegated to the General Manager shall never require the prior approval of any committee.
5. It shall be the responsibility of the Board to actively recruit new committee members.
6. This policy shall apply to all advisory committees or task forces, but not to "clubs" or other social groups established or recognized by the Board.
7. Where appropriate, consistency of format among the various committees' charters is encouraged so that the ease and efficiency of administering the committees' contributions is enhanced. Without exception, committee charters are to include the committee's purpose and authority (if any), its status (whether standing or ad hoc), membership structure (membership number and appointment/election of officers), qualifications for membership, term of appointment, and required quorum requirements for action.
8. Other than when the Board finds an exception appropriate, committee members shall be appointed for a finite term of two years (subject to reappointment) with said terms being staggered where practicable in order to promote continuity within the committee; unless no other committee members are willing to assume the duties of the chair, committee members may only serve as a committee's chairperson for a period of one continuous year; co-owners of a property and/or spouses shall not be eligible to serve simultaneously on the same committee; and immediate family members of current Board members shall not be eligible to serve on standing committees.
9. Each committee's basis and extent of authority, and its accountability to the Board, shall be clearly delineated.
10. The number of committee members should reflect the scope and nature of the committee's charge and the interest expressed by volunteers in that charge. Efficiency in deliberations, opportunity to contribute and encouragement of continued commitment should also be considered.
11. The essential charter elements, such as purpose, membership, term, etc., should be set apart from the procedures for conducting the business of the committee.

12. Comprehensive criteria and requirements addressing a member's qualifications to serve on a specific committee shall be stated for each committee; these should include considerations of pertinent experience or knowledge of the committee's emphasis, potential conflicts of interest, good standing with the Association, number and/or type of committees on which simultaneous service is permissible, etc.

13. Requirements for reporting to the Board shall be specified and be consistent with the nature of the work of the committee and its objective of assisting the Board.

Committee Membership Management:

1. All prospective new committee members wishing to be appointed, and current committee members desiring reappointment, shall submit to the Executive Assistant a written request stating their interest in serving on a specific committee; all such requests shall be forwarded to the Board.

2. With regard to initial appointments, the request for appointment shall include a brief overview of the applicant's talents or experience which are relevant to the contribution that the applicant can bring to that particular committee's function.

3. With regard to requests for reappointment to the same committee, it will not be necessary to submit the above overview.

4. By November 1 of each year, it shall be the responsibility of each committee chairperson to submit to the Executive Assistant, for inclusion in the November board meeting agenda, a compilation of all requests received for either initial appointment or reappointment, along with the committee's recommendation with regard to such requests. At its November meeting, the Board shall receive and consider these compilations and recommendation in anticipation of acting upon them at its December meeting.

5. Where a qualified prospective new committee member has applied and is being recommended for appointment, and the committee's roster of regular members is full, the new member's application should be given preference when requests for reappointments are also being considered.

6. At its December meeting, the Board shall make the appointments/reappointments it deems appropriate and confirm the rosters of the committees, including those members entering the second year of their two-year term. The committees shall also submit for consideration at the December Board meeting an agenda of proposed activities for the year.

7. At their January meetings, or as soon thereafter as is practicable, the committees shall establish their meeting calendars and elect their respective chairpersons for the upcoming year. Should no members wish to assume the duties of the chair, and the current chair is willing to continue in that role, the current chair may continue in that capacity for the new year subject to Board approval. In preparation for the January Board meeting, the committee chairs shall submit a report to the Executive Assistant indicating meeting calendars and elected chairs. At its January meeting, the Board shall consider approval of the committees' activity agendas.

8. As soon as possible, the committee chairpersons shall advise the Executive Assistant of any membership changes that either have occurred or are anticipated (e.g., resignations). Immediately upon such notification, the Executive Assistant shall communicate the current or pending vacancies to the Communications Department, which shall publish notices of the vacancies in all Association media.

ACCEPTED AND DATED: December 20, 2008



RON WULFF, President



SUZAN KNISLEY, Vice President



PATRICIA M. GHIGLIERI, Secretary



JOHN DUNDAS, Treasurer



DICK HALPIN, Director