



**TAHOE DONNER ASSOCIATION
BOARD OF DIRECTORS**

CODE OF CONDUCT & ETHICS

CORPORATE RESOLUTION ~~2018-1~~2021 - _____

~~The~~To increase member confidence in the governance of the Tahoe Donner Association and to encourage high standards of behavior collectively and individually, the Board of Directors has adopted the following Code of Conduct for its volunteer board members. This code is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

Each Director will be asked ~~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, affirm their understanding of this Code of Conduct by reviewing and keep the common areas in a state of good repair. To fulfill that responsibility, directors must signing it each year and shall endeavor to abide by this Code at all times while serving as a director of the Association.~~

A. Board and Director Responsibilities.

Good Faith and Diligence. As a director, I recognize the vital responsibility I am undertaking as a member of the Board of Directors, and pledge to carry out my duties in good faith and to the best of my abilities. I acknowledge that my primary role and obligation as a Board member is to understand and support the Association's mission and priorities. I pledge to do my best to ensure that decisions of the Board are supported by reasonable inquiry of necessary professionals where necessary, and to act in good faith and in a matter, I believe to be in the best interest of the Tahoe Donner community as a whole.

Governance. I understand that it is critical to the efficient management of the Association's operations to abide by established protocols in my interactions with staff, committees, and vendors, and I shall review and abide by the "RESOLUTION REGARDING THE BOARD OF DIRECTORS AUTHORITY, MEETINGS OF THE BOARD, and GOVERNANCE GUIDELINES, CORPORATE RESOLUTION 2020-3, which address these issues, and any subsequently adopted modifications thereto. I understand that my role as a Board member is to focus on the development of broad policies (e.g., long term vision, overall financial philosophy, etc.) that will guide the implementation of Tahoe Donner plans and purposes, and not to direct or control the implementation of those policies by staff and/or committees.

- ~~Preparation. I understand that I must regularly attend board meetings,~~
- ~~and diligently prepare for board meetings and review material provided in preparation for board meetings,~~
- ~~review the association's advance, including all financial reports, and minutes.~~
- ~~make reasonable inquiry before making decisions.~~

Collaborative Decision Making and Member Outreach. I understand that the best decisions are made in a respectful and collaborative process, and I will do my very best to work in a cooperative and productive manner in the decision-making process with my fellow Board members.

Specifically, I will not seek to unreasonably influence or sway my fellow directors on any issue that comes before the Board for decision by sending communications to members in advance of a Board Meeting via social media platforms or use of the membership list, or similar methods, in an attempt to encourage members to contact staff or fellow board members in advance of a Board Meeting to put pressure on the Board to support a position that I may favor.

Support for the Decisions Made. I understand that there may be times when a decision is made by the Board that is not unanimous, and that there may be times when I may have not voted for a particular action. In those situations, I will act in accordance with the decisions of the Board once they are made, with the understanding that supporting a decision of the Board after it has been made does not mean I am precluded from communicating the fact that I did not vote in favor of a particular decision.

B. PROFESSIONAL CONDUCT Civility and Decorum

In general, I understand that as a member of the Board I am accountable for my own actions and words. I will do my best to work to ensure that I:

- Interact with fellow directors ~~must conduct all dealings with~~, members, staff, vendors and employees ~~the community~~ civility and courtesy at all times.
- Seek to find common ground with honesty and fairness, and safeguard information that belongs to the association ~~those I disagree with~~ and focus on issues, not personalities.
- Am respectful of all points of view and provide a reasonable opportunity for all to express their views.
- Encourage all members to become involved in the community and to educate themselves on important matters and understand the importance of civility and decorum in all interactions.
- Understand that my ability to set an example as a Board member will promote the shared goal of maintaining and enhancing the reputation of Tahoe Donner as a valuable, vibrant, and thriving community.

C. Self-Dealing and Conflicts of Interest

~~1-~~ Self-dealing occurs when directors make decisions that materially benefit themselves or their relatives in a manner which is unique to the individual director and/or their relatives, and 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 director or committee member may:~~
solicit

I understand that benefits received may include money, privileges, special benefits, gifts, or receive other item of value, and that as a Director I am precluded from:

- Soliciting or receiving any compensation from the ~~association~~ Association for serving on the ~~board~~ Board.
- ~~make~~ Making promises to vendors ~~unless with prior~~ without Board approval ~~from the board,~~
- ~~solicit~~ Soliciting or ~~receive,~~ receiving any gift, gratuity, favor, entertainment, loan, or any other thing of value for ~~themselves~~ myself or ~~their relatives~~ my Relatives from a person or company who is seeking or who has a business or financial relationship with the ~~association,~~ Association.
- ~~seek~~ Seeking preferential treatment for ~~themselves~~ myself or ~~their relatives,~~ my Relatives.
- ~~use association~~ Using the Association property, services, equipment or business for the gain or benefit of ~~themselves~~ myself or ~~their relatives~~ my Relatives, except as ~~is~~ may be provided for all members of the association.

I have read and understand Article IX, Section 3 of Tahoe Donner's Bylaws, a copy of which is attached hereto as Exhibit A, which governs conflicts created by an "interested director transaction". I understand that pursuant to the Bylaws, on or before July 1 of each year, I must disclose to the Board of Directors any pending transactions involving the Association in which I have a material financial interest, and also investments, businesses or relationships which may reasonably lead to or become an Interested Director Transaction during my term of office.

If I am at all uncertain as to whether I may have a conflict of interest, I will immediately raise the issue with the Board and, and as may be appropriate, I understand that the Board will seek guidance from the Association's legal counsel.

D. Confidential Information. Directors are responsible for _

2- I understand that as a Director I am should be diligent in protecting the association's ~~Association's~~ confidential information. ~~As such they, and that I~~ may not use confidential information for the benefit of ~~themselves or their relatives. Except when disclosure is~~ myself or my Relatives. I further understand that ~~unless~~ duly authorized or legally mandated, no ~~director may disclose~~ I am to keep such information strictly confidential ~~information~~. Confidential information includes, without limitation:
~~private~~

- Private and personal information ~~of~~ about my fellow directors,
- private personnel ~~Confidential~~ information ~~of~~ about the association's ~~Association's~~ employees,
- disciplinary ~~Disciplinary~~ actions ~~against~~ involving members of the ~~association,~~ Association.
- assessment ~~Assessment~~ collection and delinquency matters.

- Confidential and privileged information against members received as part of a dispute resolution process or litigation in which the association, and is or may be involved.
 - ~~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. Information which is the subject of an executive session.

E.

- ~~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.~~

Violations of this Code. ~~Directors who~~ of Conduct

2. ~~I understand that if I violate the association's code~~this Code of conduct~~are~~Conduct, I may be 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:~~my authority and improperly, and that the Board of Directors may investigate any such violation and take certain actions, including censuring me, limiting my involvement with any committees or issues, removing any officer position I may hold, and/or requesting my resignation.

- ~~• 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

~~I understand that prior to taking any of the above actions described above, the board~~that my fellow Board members shall appoint an, in executive committee to investigate the violation. The committee shall~~session,~~review the evidence of violation, and endeavor to meet with the director~~believed~~me to be in violation, allow me an opportunity to respond, and to also confer with the association's~~Association's legal counsel, and present its findings and recommendations to the board.~~

~~I further understand that such violations could lead to a recall effort by the membership, may endanger the qualified immunity I enjoy as a volunteer director, and/or subject me personally to legal proceedings.~~

F. Elections

~~I understand that during my term there will be an election of directors for appropriate action. The board~~open seats on the Board, either my own seat or other seats. While I have the right to participate in the election process as a member, I understand that it is critical that the Association remain neutral in that process, and thus that my participation be in my personal capacity as a member only.

~~Thus, if I choose to endorse in writing a candidate or candidate in an election, or to campaign for a candidate by communicating with members, I shall endeavor to meet with the director in executive~~

~~session prior to imposing disciplinary action against that person.~~

D.—prominently display in any writing a disclaimer dissociating my personal endorsement or position on a matter from my role as a Director, and shall use the following disclaimer language when making such an endorsement or advocating a position:

The endorsement and/or positions set forth are my personal views, and do not represent the views or opinions of the Tahoe Donner Association, the Board of Directors, or any other official Tahoe Donner group or body.

If I send out any communications via any bulk electronic method (e.g., emails or text messages) relating to my endorsement or my position relating to an election, I shall display a prominent OPT OUT link in the communication. If a member OPTS OUT, I will remove the member’s address from the distribution list and that member must no longer be contacted.

I understand that I, like all members, may request the official Membership List for communications related to Association business, including elections or votes of the membership, and that I should not share that list with others. I further understand that the Association maintains other member contact lists for a variety of purposes, but that those lists are not available for use by myself or any other member, and if I have access to such lists, I will not use, share, or harvest that list for election related purposes.

PLEDGE

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

ACCEPTED AND DATED: ~~February 24, 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.~~