

Tahoe Donner Association

Finance Committee Charter

AUTHORITY

Pursuant to the powers vested in the Board of Directors ("Board") by the Articles of Incorporation, the Bylaws and the Covenants and Restrictions of TAHOE DONNER ASSOCIATION ("Association"), the Board hereby establishes the Finance Committee ("Committee") as an advisory standing committee of the Association.

The Committee is established under the provisions of:

- Section I, ARTICLE X, Restated Bylaws of Tahoe Donner Association
- Resolution 2008-2, Committee Policy, Tahoe Donner Association Board of Directors, December 20, 2008
- ARTICLE VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association
- Committee Resolution 2018-7, Committee & Task Forces of the Board of Directors, Principles of Conduct Policy

PURPOSE

The purpose of the Committee shall be to provide financial advice, analysis and information to the Board to better enable the Board to make sound business decisions on behalf, and for the benefit, of the Association. The issues addressed shall be primarily those of financial significance and will focus on recurring and special tasks of overall importance to the Association.

The Committee shall be advisory to the Board in response to analysis and recommendations by staff.

The Committee shall have no authority to act on behalf of the Association other than to formulate and present recommendations to the Board related to its stated purpose and assigned tasks. The range of tasks assigned to the Committee is at the discretion of the Board with staff's recommendations when requested. The Committee shall not engage in any activities that have not been requested by the Board either specifically or via the annual Task List of the Committee, which will be set by the Board at each year's December regular Board meeting. The committee may recommend to the Board the additional tasks not previously approved provided that no significant action occurs without Board approval. Committee members are responsible to the Board, representing the membership and collaborating with staff to execute strategic plan initiatives.

TASKS AND RESPONSIBILITIES

Based upon the Association's Five-Year Strategic Plan, the TDA Board of Directors will typically adopt the Staff's annual Workplan for the Association in concert with the approval of the annual budget. Development of the Workplan parallels the budget process and results in goals for the upcoming fiscal year. Items included in the Workplan relevant to the Committee should be included in the Committee tasks. Once the tasks related to the Workplan are identified, the Committee shall include these items in their proposed task list to the board. The overall task list should be consistent with the Association's Five-Year Strategic Plan Initiatives and the goals of the upcoming Workplan.

There are two general types of tasks:

- Tasks of a recurring nature ("Recurring Tasks,"), and
- Tasks of an infrequent or special nature ("Special Tasks").

With respect to Recurring Tasks, the Committee will usually be involved in the following:

- Recommendations to the Board regarding Tahoe Donner Association's review of major financial resolutions and policies.
- Recommendations to the Board regarding the financial impact to the Association and homeowner members from the Association's financial planning policies and processes.
- Recommendations to the Board regarding the annual budget process. The degree to which the Committee becomes involved in the budget itself will depend upon Board preferences.
- Periodic analyses for the Board of financial trends and the implications for future operating results and financial condition.
- Review, on a quarterly basis, the Association's list of expected capital investments and the funding thereof.
- Review on a regular basis, but no less frequently than quarterly, the Association's investment portfolio and its adequacy to fund the Association's expected requirements for capital investment.

The Committee will undertake Special Tasks as requested by other Association committees but only if approved by the Board. Additionally, the Committee may recommend to the Board additional tasks provided that no significant Committee action shall occur without Board approval. Such recommendations shall be made through the Board Liaison(s) following collaboration with the Deputy Chair, who shall be the TDA Staff Liaison.

Guidelines for Special Tasks that fall within the purview of this committee include:

- There are financial implications either to the Association as an organization or to its members; or,
- The financial expertise of committees can augment the available expertise of staff; or,
- There is sufficient time for volunteer committee review, analysis and/or advice within the time parameters for a Board decision.

The tasks of the Committee shall **not** include the following:

- Direct or indirect involvement in the daily operations of Tahoe Donner Association.
- Interactions with staff except when arranged through the General Manager or the Director of Finance and Accounting (“DFA”).
- Interference in the traditional relationship between the Board and the General Manager.

COMMITTEE ADMINISTRATION

Organization

The Committee shall consist of seven (7) regular voting members.

There shall be at least one, and no more than two, non-voting Board Liaison(s) to the Committee. Board Liaison(s) shall be Board members chosen by the Board to attend Committee meetings, and when necessary, Working Group meetings, and whose primary function shall be to facilitate communications between the Board and the Committee. Additionally, the DFA shall serve as Deputy Chair of the Committee and be a non-voting member.

In support of the Committee's activities for the Board, the General Manager and/or other staff members (as appropriate) may attend all or part of Committee and Working Group meetings. Other staff participation shall be at the discretion of the Committee, and the Committee shall always be respectful of the limited time and other responsibilities of staff.

Chair Roles

The Committee Chair and Deputy Chair are responsible for keeping staff and the Board of Directors fully informed of committee activities. The Deputy Chair is assigned by the General Manager and acts as a non-voting member of the Committee. The Vice Chair shall fill the role of the Chair as necessary for the smooth operation of the Committee.

The Committee Chair duties are:

- Keep committee and task forces moving forward according to the annual goals established for the committee and approved by the Board of Directors
- Prepare meeting agendas and work collaboratively with the Deputy Chair in preparation of committee agendas
- Record and draft meeting reports

The Deputy Chair duties are:

- Serve as a resource to the Committee Chair and the Committee members
- Work collaboratively with the Committee Chair in preparation of Committee agendas
- Review meeting reports
- Review annual committee tasks and provide feedback to the Committee and Board
- Prepares staff reports when necessary

- Once the agenda is approved by the Chair and Deputy Chair, staff shall distribute the approved agenda

Membership

Any member of the Association who is in good standing, who has a positive interest in contributing to the welfare of the Association, who is prepared to invest the necessary time and whose membership in the Committee does not present a conflict of interest is eligible and encouraged to apply for appointment as a member of the Committee. Applicants will be evaluated on the diversity of their perspectives and the relevance of their experiences.

Association members who possess experience in such areas as business modeling, finance, accounting, investment management, insurance, real estate, business planning and general management will be given preference in appointment to the Committee. Directors and their immediate family members are ineligible for appointment. Co-owners of a property and immediate family members shall be ineligible to serve simultaneously on the Committee.

The Board shall make all appointments to the Committee. In addition, at the request of the Board, the Committee may solicit Association members to serve as temporary short-term members (Ad Hoc Members) of a Working Group of the Committee because the Ad Hoc Members (i) have an interest in a particular Special Task that has been assigned to the Committee by the Board, and (ii) possess specialized skills and subject matter expertise not found in the Committee membership. Such participation by these Ad Hoc Members shall be for the duration of the specific project. Appointments and reappointments will be approved annually by the board at the December board meeting.

Other than when the Board finds an exception, regular members shall be appointed for a finite term of three (3) years, subject to reappointment. Said terms shall be staggered where practicable to promote continuity within the Committee.

All prospective Association members wishing to be appointed to the Finance Committee and current Committee members desiring reappointment shall submit to the Assistant to the General Manager/Clerk to the Board (“AGM/CB”) a written [TDA Committee Application Form](#) stating their interest in serving or remaining on the Committee; all such requests shall be forwarded to the Board. Initial Application Forms shall include a brief resume of the applicant's talents or experience that is relevant to the contribution that the applicant can bring to the Committee; a brief resume is not required for reappointment applications.

Vacancies: The Committee Chair shall advise the AGM/CB of any membership changes that either have occurred or are anticipated. The AGM/CB shall communicate the current or pending vacancies to the Communications Department, which shall publish notices of the vacancies in all Association media. Members appointed to fill a vacancy shall serve for the balance of the unexpired term of the vacated member.

Election of Committee Chair

The Committee shall elect, from among its membership, the Committee Chair and Vice Chair, who shall serve for a period of one (1) year. If no other Committee member is then willing to assume the duties of the Committee Chair and the Vice Chair, the incumbent Committee Chair and Vice Chair may be reappointed by the Board. In addition, each Working Group shall be governed by a Working Group Chair who will be appointed by the Committee Chair.

Meetings

Committee and Working Group meetings shall be at the discretion of the Committee Chair unless otherwise directed by the Board. However, additional meetings may be necessary and may be scheduled by the Committee Chair(s). Meetings are open to all property owners and will be noticed on the Association website; notice is required by ARTICLE VIII, Restated Bylaws of Tahoe Donner Association. Committee members are expected to attend scheduled meetings on a regular basis. An agenda will be created by the Committee Chair and Deputy Chair for distribution to the Committee one week before the scheduled meeting. Meetings will be held no less than quarterly.

Committee members are expected to contribute actively and meaningfully to the work of the Committee. Committee members are expected to attend scheduled Committee meetings on a regular basis. If a Committee member (i) fails to attend at least 75% of the regularly scheduled Committee meetings in a given calendar year, and (ii) they fail to participate actively in the work of the Committee, their membership in the Committee may be subject to termination by the Board at the January Board meeting in the following year. The Board, as part of their deliberation for termination, may take into consideration any extenuating circumstances that affected the member's ability to attend meetings or be an active participant in Committee work.

In addition to the above, all committee members are expected to be familiar with and abide by the provisions of Committee Resolution 2018-7, Committee & Task Forces of the Board of Directors, Principles of Conduct Policy with expounds upon standards of professional conducts common to all volunteers.

A quorum of at least four (4) members shall be required to conduct business of the committee. Reports of the discussions, along with a record of actions and recommendations made, shall be maintained and provided to the Board. Recommendations of the Committee shall be reached by a majority vote of members present and constituting a quorum. A brief description of any dissenting opinion(s) shall be included in the reports provided to the Board to give the Board and staff a full view of all the related issues.

The Committee is encouraged to participate in the annual budget workshop process with the Board, General Plan Committee and staff to discuss the long-range amenity needs as well as updated Capital Funds Projection Plan. Updates of long-range planning documents may be directed as a result of this meeting.

Attendance at Board meetings is not required but is encouraged. In general, Members are expected to stay abreast of significant issues at Tahoe Donner using all reasonable means available.

Communications

Effective communication and teamwork shall be facilitated in the following manner:

- The Committee and the Board shall on an annual basis agree upon a list of tasks (the “Task List”) to be addressed by the Committee along with expected time for completion of each task. This list may be changed as circumstances require at the discretion of the Board and after consultation with the Committee and staff. The Committee on a quarterly basis shall provide reports to the Board regarding progress on assigned tasks.
- A concise written report of each Committee meeting, and where appropriate, those of a Working Group, shall be given to the Board in advance of each Board meeting. Such reports shall be first circulated to Committee members and other meeting participants for comments and/or approval.
- The Board Liaison(s), or in their absence, the presiding Board member, shall promptly give written instructions to the Chair notifying the Committee of formal Board decisions or instructions regarding Committee tasks. Board members shall not otherwise provide instructions to individual Committee members. In addition to providing official Board decisions and directives, the Board Liaison(s) shall facilitate communications by helping the Committee interpret Board policy and goals.
- The Committee may provide written reports and recommendations on specific issues to the Board and staff after consideration and approval by the Committee. A brief description of any dissenting opinion(s) shall be included in the reports provided to the Board to give the Board and staff a full view of all the related issues.
- Coordination and collaboration between other Association committees are encouraged to accomplish the Committee's tasks.

Reporting Requirements

The Chair, the Vice Chair or a duly appointed representative shall report periodically to the Board, General Manager or Staff Liaison on the actions of the Committee. Reports may be written, oral or a combination thereof.

Schedule of Key Events

At the Committee’s November meeting, the Committee shall establish its meeting calendar and elect a Committee Chair and Vice Chair for the upcoming year. The Committee Chair will submit a report to the Association’s Board (Clerk for the Board) indicating the Committee's meeting calendar and elected Committee Chair and Vice Chair.

At its regularly scheduled December Board meeting, the Board shall approve, amend or disapprove the Committee’s Task List. The Committee's Task List will be reviewed by the Board on a quarterly basis and may be changed as circumstances require at the discretion of the Board and after consultation with the Committee. At the December Board meeting, the Board will decide whether to accept the Committee’s recommendations as the Committee Chair and Vice Chair. The goals are to be reasonable in scope so as to realize the effectiveness of the Committee and staff availability to assure completion. Working Group Chairs may be chosen by the Committee after consultation with staff and the Board.

Committee Support

The Committee Chair will direct requests for statistical data or any other type of information needed for the work of the Committee to the Deputy Chair assigned by the General Manager.

TERM OF CHARTER AND AMENDMENTS

This Committee Charter shall remain in effect as presented herein until such time as it is amended or revoked by the Board. Any changes, amendments or modifications hereafter may only be accomplished at a properly noticed meeting of the Tahoe Donner Association Board of Directors.

APPROVAL

This Charter was approved by the Tahoe Donner Association Board of Directors on this 23 day of April, 2021.

A large, stylized handwritten signature in blue ink, which appears to read "Courtney Murrell". The signature is written over a horizontal line.

Courtney Murrell
Board Secretary