



## **STAFF REPORT**

**DATE** August 22, 2023

### **TITLE:**

Covenants Committee Charter Update

### **RECOMMENDATION:**

#### **By Motion:**

The board of directors approves the Covenants Committee charter update as proposed in Exhibit A.

### **BACKGROUND**

The last update to the Covenants Committee charter was approved by the Tahoe Donner Board of Directors on December 14, 2019. Since that time, the board adopted a major update to the Committee Policy Resolution, Resolution 2021-5. At the same time, the board commented that the association committees all had varying templates for their charters and they desired conformity for consistency.

Starting in the summer of 2021 several committees updated their charters and moved to the new charter template including the Trails and Open Space Committee and the Finance Committee. The Long Range Planning Committee, formally known as the General Plan Committee, was next to reform and update its charter.

An update to the Covenants Committee charter is identified as a deliverable in the 2023 TDA Work Plan Goal 5 and Covenants Committee 2024 task list item. The committee has supported and collaborated with staff in drafting the proposed charter update this year, and is requesting the board of directors consider approving the proposed Covenants Committee charter.

### **ANALYSIS:**

The committee met on the draft proposed charter changes at their May and June 2023 regular meetings, and at a special committee meeting in August to finalize the proposed charter. The committee voted to support the changes and refer the proposed charter to the board of directors for review and approval.

The current charter is in compliance with TDA Covenants and Restrictions, but is, at times, in conflict with the 2021-5 Committee Policy as it predates any substantive changes to the board policy resolution. Additionally, there are a few areas that could be improved for clarity and consistency with the policy resolution. The fundamental purpose and responsibilities of the committee remain unchanged from the current charter to the draft update.

The draft presented to the board has the following substantive changes:

- The charter is moved into the new template. As such, it visually looks different.
- Many aspects of the proposed charter are either 1) removed because they are a repeat of language in Resolution 2021-5, 2) synthesized into bulleted formatting, or 3) removed





- because they appear unnecessary. The proposed charter is significantly pared-down as a result.
- The draft update suggests committee member terms move from 2 to 3 years to conform with Resolution 2021-5.
- The draft update suggests the committee consider adding a Vice-Chair for succession planning and conforming with Resolution 2021-5.
- There is one proposed exemption from Resolution 2021-5 in section I - Member Responsibilities.
- The draft suggests section F Vacancies, and section I Quorum to address the unique nature of the committee's regular and alternate membership.

Along with this report, the Covenants Committee has provided a clean copy of the proposed charter. Given the extensive formatting and elimination of redundant content, a comparison chart, Exhibit B, is provided rather than a redline version of proposed updates.

#### **FISCAL IMPACT**

None

#### **ALTERNATIVE:**

The board of directors has several alternatives,

1. The board of directors may consider modifications to the proposed charter and approve said changes;
2. The board of directors may direct staff and the committee to consider the board of directors' comments/suggested modifications to the proposed charter.

#### **ATTACHMENTS:**

Exhibit A: Proposed Covenants Committee Charter – Clean Version

Exhibit B: Covenants Committee Charter Comparison Chart

Exhibit C: Existing Covenants Committee Charter, Approved December 14, 2019

Prepared By: Annie Rosenfeld, Director of Administrative Services

Reviewed By:

Board Meeting Date: August 25, 2023

General Manager Approval to Place on the Agenda: \_\_\_\_\_

