

RESOLUTION 2021-5 COMMITTEE POLICY

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

WHEREAS, Committees are an important form of member input and involvement;

WHEREAS, the Board seeks to adopt a reasonably comprehensive policy for the formation, duties and oversight of Committees; 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 2008-2 adopted December 20, 2008:

I. GENERAL

1. In appointing and managing Committees, the Board affirms that it will be guided by ARTICLE X of the Restated Bylaws, "Committees."
2. Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order to not conflict with authority delegated to the General Manager.
3. In light of the Association's management structure, Committees shall not exercise authority over staff. While Committees may offer advice regarding matters within their purpose, actions within the purview of the authority delegated to the General Manager shall never require the prior approval of any Committee.
4. This policy shall apply to all Committees established by the Board.
5. This policy shall not apply to any clubs or other social groups established or recognized by the Board.
6. Committee charters should generally be consistent. However, the Board recognizes that charter variation may be necessary for Committees to serve their purposes effectively. Therefore, the Board may make reasonable exceptions for particular charters to more effectively serve a Committee's chartered purpose, unless this resolution states that a Committee must follow a particular policy component without exception.

II. COMMITTEE CHARTERS

Without exception, Committee charters must:

- Define the Committee's purpose
- Define the Committee's status (whether standing or ad hoc)
- Define its basis and extent of authority
- Specify its membership size and structure
- Describe its qualifications for membership
- Specify all exemptions and modifications to the practices and standards defined below

III. COMMITTEE PERSONNEL

Committee Size

The number of Committee members should reflect the scope and nature of the Committee's purpose and the interest expressed by volunteers in that purpose.

Officers

The Officers of the Committee shall include one Chair, one ex-officio, non-voting Staff Lead and at least one Vice Chair. The Chair and Staff Lead shall be co-equal Committee leaders. The Staff Lead shall be appointed by the General Manager.

Officer Duties

All Committee Officers must:

- Provide leadership to the Committee and its members
- Work collaboratively to ensure the Committee's efficient and effective operation
- Ensure that the Committee makes progress toward completing its annual tasks
- Work collaboratively to prepare Committee agendas
- Work collectively to facilitate productive Committee discussions
- Ensure that meeting minutes and other reports are accurate
- Ensure the Committee and any Subcommittees are managed in accordance with its charter and other Association-governing documents

Chair duties include:

- Preside over Committee meetings
- Work with the Staff Lead to schedule meetings as required or necessary
- Distribute material to the Committee whenever needed to keep Committee members informed
- Serve as the Committee's representative and speaker, including before the Board
- Communicate with other Chairs to ensure coordination and cooperation between

Committees

- Ensure appropriate orientation for new Committee members
- Ensure effective succession planning

Staff Lead duties include:

- Facilitate communication between management, the Committee and the Board
- Provide administrative and logistic support to the Committee
- Arrange for the Committee's interaction with other staff members as necessary or warranted
- Work with the Committee Chair to schedule meetings as required or necessary
- Coordinate with staff to ensure the proper distribution of meeting agendas
- Coordinate with staff to ensure proper notice of scheduled meetings
- Coordinate with staff to ensure that Committee meetings and reports are properly reported to the Board
- Communicate with other Staff Leads to ensure coordination and cooperation between Committees
- Recommend annual tasks for consideration by the Committee
- Serve as an area expert and information resource to the Committee
- Provide Association data and information when necessary for the Committee's work
- Prepare staff reports when necessary

Vice Chair duties include:

- Assist and advise the Chair
- Assume the duties of the Chair when the Chair is absent or unavailable
- Prepare to potentially stand for election as Chair
- Take on Committee leadership special projects as needed

Officer Election, Succession and Removal

At the first meeting of the calendar year, the Committee shall elect, from among its eligible voting membership, the Chair and Vice Chair(s), who will serve in those offices until the first Committee meeting of the following calendar year.

Chairs may serve no more than two consecutive terms as Chair, unless no other Committee member is then willing and able to assume the duties of those offices. If a Chair is elected to fill a vacancy, that partial term shall not be counted toward the limitation on consecutive full terms of office.

In the case of non-performance of duties or other misconduct by the Chair or Vice Chair, the Committee may conduct a vote of no confidence and elect a new Chair or Vice Chair who will serve until the first Committee meeting of the following calendar year.

Whenever a new Officer is elected, the Chair will provide staff with a written report detailing the election results, and staff will deliver that report to the Board for ratification.

Board Liaison

There shall be one non-voting Liaison from the Board of Directors, whose primary function shall be to facilitate communications between the Committee and the Board.

The Board Liaison, or, in the Liaison's absence, the Board President, shall promptly give written instructions to the Chair notifying the Committee of formal Board decisions or instructions regarding the Committee's tasks. Board members shall not otherwise provide instruction to the Committee or its members.

In the case of non-performance of duties or other misconduct by the Board Liaison, the Chair shall notify the President of the Board or, if regarding the President's Liaison duties, the Vice President of the Board. The President or Vice President shall work with the Liaison and the Committee for the purpose of remediation. If remediation appears unsuccessful, the Committee may conduct a vote to request that the Board replace the Board Liaison.

Staff Liaison

For Committees lacking a Staff Lead, management shall appoint a staff member to serve as an ex-officio, non-voting Staff Liaison to the Committee, whose function shall be to provide administrative and logistic support and to facilitate communication between management, the Committee and the Board.

Committee Liaison

As necessary, Committees may appoint non-voting Liaisons to other Committees from among the Committee's membership.

IV. COMMITTEE APPOINTMENTS

Appointment Terms

Committee members shall serve for terms of three years.

Staggered Appointments

To promote continuity, Committee appointments shall be staggered as equally as possible so that one-third or approximately one-third of a Committee is appointed each year.

Term Limits

Unless no other qualified Association member is willing and able to serve on the Committee, no Committee member may serve for more than two consecutive full terms.

Eligibility

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 who does not present a conflict of interest is eligible to apply for appointment as a Committee member.

Directors and their immediate family members are ineligible for appointment as members on a Committee. Co-owners of a property and immediate family members shall be ineligible to serve simultaneously as members on the same Committee.

No Association member may simultaneously serve on more than one of the following particular Committees:

- Finance Committee
- Long-Range Planning Committee
- Trails and Open Space Committee

Qualifications

In addition to the preceding eligibility requirements, Committees may establish reasonable qualification requirements to ensure that applicants possess the necessary knowledge and/or experience to contribute to the Committee's work, to introduce applicants to the Committee and its operations and to ensure the applicants understand the commitment they are about to make. These standard qualifications shall be stated in a Committee's charter.

Additionally, the Committee may establish special qualifications to address particular personnel needs that may arise from time to time (e.g. a need for specialized knowledge or experience, diversity of perspective, etc.). If special qualifications are established, they shall be stated in a Committee Supplemental Application Form.

The Committee Supplemental Application Form shall be produced and maintained by the Committee for the purpose of evaluating an applicant's qualifications under the Committee's standard and special criteria.

To better inform the Board's decision, prior to the Board's appointment of any new Committee members, the Committee shall provide the Board with a personnel report:

- Describing the Committee's current personnel needs and any special qualifications necessary to satisfy those needs
- Advising whether the applicants are qualified under the Committee's standard and special qualification criteria

The Board shall endeavor to appoint applicants qualified to satisfy the Committee's reported personnel needs.

Application Process

All prospective Association members wishing to be appointed to the Committee and current Committee members desiring reappointment shall submit the following documents to staff:

- Tahoe Donner Association Committee Application Form
- Committee Supplemental Application Form

All completed Committee applications shall be submitted to the Assistant to the General Manager, Clerk to the Board, which will then be forwarded to the Committee Chair and Board.

Appointment Process

The Board shall make all appointments to the Committee following a review of all applications and consideration of the Committee's personnel report.

If the number of qualified applicants for Committee membership exceeds the number of roster spots available, the Board will make appointments from among the qualified considering, in priority order: 1) the committee's reported personnel needs, 2) applicant qualifications and 3) new applicants.

Removal Process

In the case of non-performance of duties or other misconduct by the Committee member, the Chair and/or Vice Chair shall endeavor to work with the Committee member for the purpose of remediation. If remediation appears unsuccessful, the Committee may conduct a vote to recommend that the Board replace the Committee member. The Board, as part of their deliberation for termination, may take into consideration any extenuating circumstances that affected the member's ability to perform the duties of a Committee member or to serve according to expectations.

Vacancies

The Chair shall advise staff of any current or pending vacancies. The staff 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. If a Committee member is appointed to fill a vacancy, that partial term shall not be counted toward the limitation on consecutive full terms of office.

For vacancies to complete terms expiring in 18 months or less, appointment priority will be given to an eligible and qualified active Subcommittee member or former Committee member recommended by the Committee.

Member Recruitment

It shall be the joint responsibility of the Board and the Committees to actively recruit new Committee members. Staff is also encouraged to suggest potential prospective Committee members to the Committee chairs.

If an otherwise interested and qualified Committee applicant is turned down for lack of roster space, the Board and the Committee shall encourage the applicant to be involved with the Committee in other capacities and to reapply for Committee membership at a future date.

Member Responsibilities

Committee members are expected to:

- Attend Committee meetings on a regular basis. Absences unexcused by the Chair in excess of 25% of regular meetings within any consecutive 12-month period will trigger Board review.
- Contribute actively and productively to the work of the Committee.
- Be familiar with the Committee's charter and with relevant Tahoe Donner planning documents, policies and management structures.
- Stay generally abreast of significant issues at Tahoe Donner using all reasonable means available.

V. SUBCOMMITTEES

Formation and Administration

Subject to Board approval, the Committee may form standing or ad hoc Subcommittees ("task forces" or "working groups") pertaining to its chartered purposes and its Board-approved tasks.

All Subcommittees shall have a brief statement of purpose defining the Subcommittee's scope of work or responsibilities. At the discretion of the Subcommittee or its parent Committee, Subcommittees may also draft charters to govern their operation. Subcommittee statements of purpose and Subcommittee charters must be approved by the parent Committee.

Each Subcommittee shall be led by one or more Subcommittee Chair(s) who will be appointed annually by the parent Committee Chair. Though Subcommittee Chairs are preferred to be current or former Committee Members, exceptions to this preference can be made at the Chair's discretion.

The parent Committee and/or the Subcommittee may solicit Association members to serve as Subcommittee members. Subcommittee members need not be current Committee members but must demonstrate an interest in the Subcommittee's work and possess skills, experience and/or knowledge relevant to the Subcommittee's purpose.

No Subcommittee roster or Subcommittee meeting may include a sufficient number of parent Committee members to constitute a quorum of that Committee.

Directors and their immediate family members are ineligible for appointment as members on a Subcommittee.

Subcommittee meetings shall be at the discretion of the Subcommittee Chair(s) unless otherwise directed by the Committee. Subcommittee meetings are exempt from open meeting practices. However, whenever practical, it is strongly encouraged for Subcommittee meetings to be noticed and open to Association members.

For Board ratification purposes, the parent Committee will notify the Board of the formation of Subcommittees, Subcommittee Chair appointments and the appointment of Subcommittee members. Subcommittee formation notifications will include a copy of the Subcommittee's statement of purpose.

Subcommittee Chair(s) shall report periodically to the parent Committee on the discussions and actions of their Subcommittees. Reports may be written, oral or a combination thereof.

Emeritus Subcommittees

For the purpose of preserving and passing on knowledge and experience, Committees may establish a standing Emeritus Subcommittee. All former members of a Committee shall be eligible to join that Committee's Emeritus Subcommittee.

Emeritus Subcommittee members shall be encouraged to lend their experience and knowledge to Committee deliberations, to mentor new Committee members, to serve on other Committee's Subcommittees and to volunteer for appointment to partial-term Committee vacancies.

Emeritus Subcommittee membership in no way limits an otherwise-eligible Emeritus Subcommittee member's ability to apply for appointment to the Committee as a voting member.

VI. COMMITTEE OPERATION

Tasks

The range of tasks assigned to the Committee is at the discretion of the Board, and the Committee shall not engage in any tasks that have not been approved or requested by the Board.

The Committee will establish a reasonable annual task list. The task list will be submitted for Board approval at a time designated by the Board with the Chair and Staff Lead representing the Committee at the Board's deliberation. This list may be changed as circumstances require at the discretion of the Board and after consultation with the Committee and staff.

Along with the annual budget, the Board will typically adopt the staff's Annual Workplan, which is based upon the Association's Five-Year Strategic Plan. Workplan items relevant to the

Committee shall be included in the Committee's proposed task list.

The Committee's overall task list should be consistent with its chartered purpose(s), the Association's Five-Year Strategic Plan Initiatives and the goals of the upcoming Workplan.

The Committee may recommend to the Board additional tasks, provided that no significant Committee action shall occur without Board approval.

Coordination and collaboration with other Association Committees are encouraged to accomplish the Committee's tasks.

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

- Direct or indirect involvement in the daily operations of Association
- Interactions with Management or staff except when arranged through the General Manager or Staff Lead
- Interference in the traditional relationship between the Board and General Manager

Meeting Schedule

Committees shall meet no less than quarterly. Committees may adopt an expanded regular meeting schedule at the first meeting of the calendar year or as such need may arise. Ad hoc Committee meetings shall be scheduled at the discretion of the Chair and Staff Lead.

The Chair will submit a report to the Association staff indicating the Committee's meeting calendar and notify staff of any changes to that calendar.

Open Meetings

Except as noted below, Committee meetings are open to all Association members and will be noticed on the Association website. Notice is required by Article VIII, Restated Bylaws of Tahoe Donner Association.

Regular meetings will be noticed on the Association website on an annual basis, and special meetings or rescheduled meetings will be noticed at least four days in advance.

Association members may be excluded from any portion of a Committee meeting that legally qualifies for executive session by the Board of Directors under California civil code.

Video Recording

Those portions of a Committee meeting not qualifying for executive session by the Board of Directors under California civil code may be subject to video recording.

Meeting Agendas

Meeting agendas will be distributed to the Committee at least four days before the scheduled meeting.

Meeting Location

Meetings may be virtual or a combination of virtual and in-person attendance at the Committee's discretion.

Reporting

Meeting minutes summarizing each Committee meeting shall be produced by the Chair and/or a designated Committee member(s), reviewed by the Chair, Staff Lead and Vice Chair(s) and circulated to Committee members for comment. The meeting minutes, either in draft or final form, shall be given to staff for inclusion in the Board book within 14 days following a Committee meeting.

The Committee shall provide written reports and recommendations on specific issues to the Board after consideration and approval by the Committee.

A 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. If the reason for any dissenting opinion is not volunteered, the Chair shall endeavor to solicit clarification regarding the dissenting opinion to include in the record.

VII. Rules of Order

Quorum

A quorum of at least a majority (i.e. more than 50%) of the Committee members shall be required to conduct business. If a meeting fails to achieve quorum, the meeting is canceled but may be rescheduled.

Decision-Making Processes

Committee decisions may be reached either by the consensus of the members present and constituting a quorum, or by a majority vote of the members present and constituting a quorum.

VIII. Principles of Conduct

To increase member confidence in the governance of the Association and to encourage high standards of behavior collectively and individually, the Board has adopted the following Principles of Conduct for Committees of the Board of Directors.

In this context, the term "member" refers to persons appointed by the Board of Directors to Committees of the Board and to persons appointed or approved by such Committees to serve on

their respective Subcommittees. No broader interpretation of the term “member” is intended in the context of these Principles of Conduct.

In general, members are expected to conduct all Associated-related 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 making decisions that materially benefit themselves and/or their relatives or friends at the expense of the Association. Members will not (a) solicit or receive compensation from the Association for serving on the Committee or Task Force; (b) make promises to vendors unless with prior approval from the Board; (c) solicit or receive any gift, gratuity, favor, entertainment, loan or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the Association; (d) seek preferential treatment for themselves or their relatives; nor (e) use Association property, services, equipment or business for the gain or benefit of themselves and/or their relatives beyond normal use afforded to all members and members' families and guests and minor tokens of appreciation. When a conflict of interest occurs, the member should disclose the conflict and withdraw from any associated discussion, project work or decisions.

2. Recusal for self-interest. Members 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, when the member interest is not shared, such as discussion about a vendor for which the Committee or Task Force member is employed; disciplinary hearings involving a neighbor where the member is personally affected by the neighbor's actions and disciplinary action considered directly against the member. In the latter two situations, the member 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 confidential Association 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 that involve the Association, any matters covered by Attorney-Client privilege for the Association and any information marked "confidential." If members 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. Members 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 charter and other Association-governing documents.

6. Work collaboratively with Association staff. Directing staff is the responsibility of the General Manager. Members 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 or owners, whether verbally, physically or otherwise.

Further, it is not within the scope and authority of any Committee to deal with employee complaints. If Committee members are contacted by employees with complaints, the employees shall be instructed to contact senior management or the Board.

7. Work collaboratively with fellow Members. Members often volunteer due to personal interest in the topic or task at hand. With personal interest comes personal opinion, which is as varied as the individuals involved. Members 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 solutions.

8. Act with proper decorum. Members must act with respect and dignity and not make personal attacks on others. Accordingly, members must focus on issues, not personalities, and conduct themselves with courtesy toward each other and toward employees, managing agents, vendors, members of the Association and all other individuals with whom they may come in contact as part of their volunteered duties. While members may personally express their disagreement with Board decisions, they shall not undermine the Board's decisions in their capacity as a Committee member.

9. Maintain the best interest of the Association. 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.

To the extent that the Board has delegated activities that involve enforcing the Association's governing documents, preserving the Association's financial resources, insuring the Association's 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 as they would to the Board.

IX. COMMITTEE CALENDAR

Without exception, Committees must conform with the following calendar:

As Necessary:

- Officers of Advisory Committees (e.g. Finance Committee, Long-Range Planning Committee, Trails and Open Space Committee) shall meet for the purpose of information sharing and identifying areas for Committee cooperation and coordination on annual tasks.

Quarterly:

- The Committee shall provide reports to the Board regarding progress on assigned tasks no less than quarterly.

November 1:

- Committee membership applications for appointment/reappointment are due.
- Committee report describing the Committee's current personnel needs is due.

November Board Meeting:

- The Board shall receive and consider the applications and consider the Committee's reported personnel needs.

Seven Days Before the December Board Meeting:

- Committee annual task list is due.

December Board Meeting:

- The Board shall decide upon Committee appointments/reappointments with an effective date of January 1.
- The Board shall consider approval and/or modification of the Committee annual task list.

January Committee Meeting (or as soon thereafter as is practicable):

- The Committees shall establish their meeting calendars and elect their respective chairs for the upcoming year.

January Board Meeting (or as soon thereafter as is practicable):

- The Board shall ratify the election of Chairs.

- END -