

ACTION ON 1-24-09VERIFIED: *[Signature]*  
SEC. T.D. ASSOC

<p><b>TAHOE DONNER ASSOCIATION</b>  <b>EMPLOYEE RETENTION AND RECRUITMENT COMMITTEE</b>  <b>CHARTER</b></p>
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**PURPOSE**

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 Employee Retention and Recruitment Committee as a standing committee of the Association:

- a. To recommend initiatives to the board which enable the Association to retain its qualified employees and to recruit desirable candidates for employment;
- b. To research what factors are in play in the local labor market; and
- c. To analyze what steps the Association could take to maintain and improve its position in the local labor market.

**AUTHORITY**

The Employee Retention and Recruitment Committee is established under the provisions of:

- Section 1, ARTICLE X, Restated Bylaws of Tahoe Donner Association
- Resolution 2005-8, Committee Policy, Tahoe Donner Association Board of Directors, September 15, 2005
- ARTICLE VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association

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. The scope of the activities of the Committee is entirely at the discretion of the Board. The committee shall not engage in any activities that have not been requested by the Board either specifically or via the annual agenda of the committee, which will be set by the Board at each year's January regular Board meeting.

**MEMBERSHIP AND CHAIRPERSON**

The Committee shall consist of 5 regular, voting members. There may also be up to 3 alternate, non-voting members. Alternate members are encouraged to attend all meetings and participate in Committee decisions, but may only vote if an insufficient number of regular members are present to constitute a quorum. Additionally, the Human Resources/Risk Manager (staff liaison) and the General Manager shall serve as ex-officio, non-voting members.

Any member of the Association, who will be defined as holding at least a 16% ownership stake in a covered property, 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 member of the Committee. Members who possess human resource management background or experience 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. Immediate family members of employees are ineligible to serve on the Employee Retention and Recruitment Committee. Immediate family members under these restrictions shall be defined as spouses, children (natural, adopted or foster) and parents. The Board shall make all appointments to the Committee.

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

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 the Committee; all such requests shall be forwarded to the Board. Initial applications shall include a brief resume of the applicant's talents or experience which is relevant to the contribution that the applicant can bring to the Committee; a brief resume is not required for reappointment applications.

The Committee shall elect, from among its membership, the Committee's Chairperson, who will serve for a period of one year. If no other Committee member is then willing to assume the duties of the Chairperson, the incumbent Chairperson may be reappointed by the Board.

The provisions of the Association's Committee Policy, as set forth in Resolution 2005-8 or subsequent Board action, shall apply to the Committee.

### **COMMITTEE ADMINISTRATION**

#### **Meetings:**

Committee meetings shall be at the discretion of the Committee Chairperson, unless otherwise directed by the Board. Normally, meetings shall be held monthly; however, meetings can be held as infrequently as every three months if the Committee's business does not justify more frequent meetings. Meetings are open to all property owners and will be noticed on the Northwoods Clubhouse bulletin board; notice is required by ARTICLE VIII, Restated Bylaws of Tahoe Donner Association. Committee members are expected to attend scheduled meetings on a regular basis. Summaries of the discussions, along with a record of actions and recommendations made, shall be maintained and provided to the Board. Decisions of the Committee shall be reached by the majority vote of members present and constituting a quorum.

#### **Quorum Requirements:**

A quorum of at least three (3) members (regular or, if insufficient regular members are present, alternate) shall be required to conduct business.

### **Reporting Requirements:**

1. The Chairperson, 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.
2. November: The Committee Chairperson submits to the Executive Assistant a compilation of all requests received for either initial appointment or reappointment, along with the Committee's recommendation with regard to such requests. The Board reviews the requests and recommendations in November and will take action in December.
3. December: At the regularly scheduled December Board meeting, the Committee shall submit to the Board an agenda of issues the Committee sees as its focus for the upcoming year. This agenda is to be reasonable in scope so as to realize the effectiveness of the Committee and assure completion.
4. January: The Committee shall establish its meeting calendar and elect a Chairperson for the upcoming year. The Committee Chairperson will submit a report to the Executive Assistant indicating the Committee's meeting calendar and elected chairperson. At its regularly scheduled Board meeting in January, the Board shall approve, disapprove, or modify the Committee's agenda for that year. The Committee's agenda may be changed as circumstances require at the discretion of the Board and after consultation with the Committee.
5. Vacancies: The Committee Chairperson shall advise the Executive Assistant of any membership changes that either have occurred or are anticipated. 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.

### **Committee Support:**

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

### **AMENDMENTS TO AND TERM OF CHARTER**

This Committee shall remain in existence until dismissed by the Board. This Committee Charter shall remain in effect as presented herein until such time as it is amended or revoked by the Board.