

ACTION ON July 23, 2016

VERIFIED Megan Rodman

E.A. - TDA ASSOC.

**MINUTES**

**TAHOE DONNER ASSOCIATION**  
**REGULAR BOARD OF DIRECTORS MEETING**

**Northwoods Clubhouse**  
**Friday, June 24, 2016**  
**9:00 a.m.**

A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held that the Northwoods Clubhouse, 11509 Northwoods Blvd., Truckee, California on Friday, June 24, 2016. Vice President Jim Stang called the meeting to order at 9:00 a.m. The following Directors were in attendance, thus constituting a quorum of the authorized number of Directors of the Association:

**Directors Present:** Jim Stang, Vice President  
 Jeff Bonzon, Treasurer  
 Courtney Murrell, Secretary  
 Ron Wulff, Director

**Directors Absent:** Steve Miller, President

**Staff Present:** Robb Etnyre, General Manager  
 Miguel Sloane, Director of Operations  
 Mike Salmon, Director of Finance & Accounting  
 Annie Rosenfeld, Director of Facilities & Risk Management  
 Brinn Talbot, Director of Marketing  
 Megan Rodman, Recording Secretary and Executive Assistant

**I. CALL TO ORDER**

**II. MEMBER & DIRECTOR COMMENTS**

Property owners' comments were welcomed at this time for matters not on the agenda and were limited to three minutes. The Board Vice President, Jim Stang, recognized members to comment on agenda items as they occurred. General member comments were expressed on a variety of topics, including the construction of new mailbox clusters, Board communication and formulating a Board governance policy. Directors responded briefly to member comments.

Members may submit additional comments by email to the Board at [board@tahoedonner.com](mailto:board@tahoedonner.com).

III. A. **ACTION: APPROVAL OF MINUTES**

The Board received the preliminary minutes of the following for consideration:

- May 27, 2016 Regular Meeting Minutes
- June 6, 2016 Special Joint Meeting Minutes

Director Jeff Bonzon moved and Director Courtney Murrell seconded to approve the May 27 and June 6, 2016 meeting minutes as presented. Motion passed: 3 – 0 . Director Ron Wulff abstained, since he was absent for the June 6, 2016 Special Joint Meeting.

IV. B. **DISCUSSION: COMMITTEE MANAGEMENT**  
(Committee Chairs)

- **Architectural Standards** – The Board was provided with the Architectural Standards and Covenants Board of Directors Monthly Summary for May 2016.
  - Rod Whitten, Chairman of the Architectural Standards Committee, reported that 6 new houses were approved in June and that business is good.
- **Covenants** – The Board was provided with the Architectural Standards and Covenants Board of Directors Monthly Summary for May 2016.
- **Election** – No report.
- **Equestrian Steering Committee** – No report.
- **Finance** – The Board was provided with the committee’s June 9, 2016 meeting minutes.
  - Art King, Chairman of the Finance Committee, reported that the Fraud Prevention Policy is ready for Board approval, and that the financials look good.
- **General Plan (GPC)** – The Board was provided with the committee’s June 6, 2016 meeting minutes.
  - Nan Meek, Vice Chair of the General Plan Committee, reported that the new Capital Process Flow Chart has been further updated, to better explain to members how the process works.
- **Tahoe Donner Giving Fund Committee** – The Board was provided with the committee’s June 6, 2016 meeting minutes.

V. C. **ACTION: ON-GOING MAINTENANCE RULES**

The Board was provided with a Decision Paper proposing new on-going maintenance rules from the Architectural Standards Committee based on past observations and membership feedback. The Architectural Standards Committee drafted rules specific to on-going maintenance to improve member education, understanding and compliance, as well as reaffirm the inspection scope and association authority to pursue compliance

with the Associations Covenants and Restrictions, Architectural Standards Rules and Procedures and Land Use. Rod Whitten, Chairman of the Architectural Standards Committee stated that their goal is to clarify what is being looked at regarding maintenance standards and to update old policies and rules.

After listening to Rod Whitten's presentation and member feedback, the Board approved Option 2 of the Decision Paper to approve the on-going maintenance rules as drafted and presented to the Board.

Director Jeff Bonzon moved and Director Courtney Murrell seconded to approve Option 2 of the Decision Paper as presented. Motion passed: 4 – 0 .

**VI. D. ACTION: AUTHORIZATION OF DELEGATION OF AUTHORITY TO STAFF ARCHITECTURAL STANDARDS IMPROVEMENTS**

The Board was provided with a Decision Paper and appropriate board Resolution to authorize the delegation of authority for Architectural Standards improvements to the General Manager for minor projects without neighbor notification. Annie Rosenfeld, Director of Facilities and Risk Management, informed the Board that this Resolution will speed up the process for members to complete minor projects and that it will lessen the work load on staff. The Resolution will also allow the General Manager to delegate duties to staff as deemed appropriate regarding minor projects.

The Board approved Option 1 of the Decision Paper to resolve as presented in Attachment A, delegating authority for Architectural Standards improvements to the General Manager for minor projects without neighbor notification.

Director Ron Wulff moved and Director Courtney Murrell seconded to approve Option 1 of the Decision Paper as presented. Motion passed: 4 – 0 .

**VII. E. ACTION: ARCHITECTURAL STANDARDS PERMIT REQUIREMENTS**

Annie Rosenfeld, Director of Facilities and Risk Management and Ron Whitten, Chair of the Architectural Standards Committee gave a presentation to the Board proposing their recommended changes on minor project permit requirements.

The recommended changes proposed were:

- Elimination of site inspections for some of the changes to existing projects and allowing before and after photo verification in lieu of final site inspections. This would include doors (garage and front door), paint changes, and light fixtures.
- Clarifying which projects necessitate a full property inspection, specifically clarifying a procedure on project inspections that any project invoking an updating of the site plan would require a full property inspection.

Ron Whitten also reported that the committee has been working to revisit the fee structure, to look into automation of processes, to further educate members, and review other project requirements that are needing to be updated.

No Action Taken

**VIII. F. ACTION: DIRECTOR OF FINANCE & ACCOUNTING REPORT**  
(Director of Finance & Accounting, Mike Salmon)

The Board was provided with the 2016 May Financials report by Mike Salmon, Director of Finance and Accounting.

• **2016 May Financials**

- We have just closed the month of May, one of our smallest financial months. Mike noted that we did have record revenues of \$451,300 for the month of May, due primarily to on time openings for summer amenities and favorable weather. Trending last 18 months, for each month we continue to see record revenues and levels of visitation at amenities. Expenses are at \$1,321,700 for the month, leaving us with a NOR of \$870,400 favorable to budget \$4,000.
- Year to Date NOR of (\$1,550,000) is favorable to budget \$1,590,000; including \$925,000 of this variance contributed by favorable Tahoe Donner's Downhill Ski Area results.
- Operating Fund Members' equity as of May 31, 2016 is \$3,544,000, favorable to policy balance by \$2.6 million and will be part of 2017 Budget strategic planning.
- For the current active month of June, budget revenues are \$920,000, which are 158% greater than the month of May.
- Month to Date as of June 20<sup>th</sup> is running favorable to budget in both revenues and wages.
- Forecast for the Month of June, NOR favorable \$10,000 to \$25,000 range.
- Payment of the Annual Assessment – 1.3% of owners have not yet paid the 2016 Annual Assessment. These owners are properly suspended from amenities and liens have been filed with the county to protect the association rights. The 1.3% trends favorably to prior years and is significantly better than homeowner's association's national trend average of closer to 10%.
- The Replacement Reserve account balance is currently at \$10 million and will drop to \$7 million by the end of the year, as budgeted post-expenditures.
- The Development Fund is currently at \$1.3 million and is forecasted to drop to \$200,000 by the end of the year, as budgeted post-expenditures.

Following discussion, Director Ron Wulff moved and Director Jim Stang seconded to approve the 2016 May Financials as presented. Motion passed: 4 – 0 .

IX.

**BREAK 10:50 A.M.**

The regular meeting reconvened at 11:00 A.M.

X. G.

**ACTION: CONSENT CALENDAR**

The Board was provided with following for consideration:

- General Manager Job Description
  - Updates were made to the General Manager Job description to include capital projects, additional supervisory responsibilities, membership outreach, community engagement and mentoring staff to effectively prepare for Board meetings, which includes all essential functions and supervisory responsibilities of the position, as it has evolved over time. In addition, a range change from 48 (\$12,878-\$17,621) to 52 (\$16,436-\$22,488). This pay range is to commensurate with the General Manager's past approved rate and additional responsibilities, as well as expected future responsibilities, as growth and change occur under the direction of the board of directors. No additional salary was given at this time.

Following discussion, Director Jeff Bonzon moved and Director Jim Stang seconded to approve the Option 3 of the Decision Paper as presented. Motion passed: 3 – 1.

XI.

H. **ACTION: WINTER TRAIL SUMMER MAINTENANCE – RESERVE REPLACEMENT COMPONENT ADDITION**

Miguel Sloane, Director of Operations presented to the Board a Decision Paper asking for their approval to add a new Reserve Replacement element to address winter trail maintenance during the summer months. By adding ski trail and slope maintenance to the reserve study, with the intent to follow certain plans for maintenance, it would ensure that funding would be available to maintain the upkeep of Tahoe Donner's winter trails allowing us to elongate our operating seasons and to reduce potential damages to grooming machines and snowmobiles.

Following discussion, Director Ron Wulff moved and Director Courtney Murrell seconded to approve Option 1 of the Decision Paper as presented. Motion passed: 4 – 0 .

XII. EXEC. **EXECUTIVE SESSION AND LUNCH**

The Board adjourned to Executive Session at 11:30 A.M.

**CLOSED SESSION**

XIII. **APPEAL HEARING**

The Board reconvened to an Appeal Hearing at 12:30 P.M.

**OPEN SESSION**

The Board reconvened to Open Session at 1:30 P.M.

**XIV. EXEC. EXECUTIVE SESSION REPORT**

Board Secretary, Courtney Murrell reported that the Board met in Executive Session today and reported that:

- On June 13, 2016, the Board discussed personnel matters.
- And, that on June 24, 2016 the Board voted 4 to 0 (Director Steve Miller absent) in favor of extending an employment agreement to Robb Etnyre as the General Manager of the Tahoe Donner Association thru September 15, 2020. The Board also appointed Vice President Jim Stang to execute this employment agreement on the Boards behalf.

**XV. I. GENERAL MANAGER’S REPORT**

Robb Etnyre, General Manager updated the Board on all departments, Strategic Plan Goals, a draft governance policy and a Board meeting broadcast timeline.

Maja Thaler, Principal Creative Director of SDBX, a web design and online marketing solutions company, presented to the Board and members the latest draft for the new Tahoe Donner website. The goal of the new website it to make it more user friendly by adding simplification to content and search options and by providing more visual imaging.

**XVI. J. ACTION: FRAUD PREVENTION POLICY RESOLUTION**

The Finance Committee, at the direction of the Board and in accordance with the Association’s commitment to review and update resolutions every five years, has reviewed the Association’s Fraud Policy, Resolution 2005-3. A final draft of the updated policy, entitled Administrative Resolution 2016-5, Fraud Prevention Policy. Key provisions and/or changes were made as either enhancements to the overall Fraud Management program or changes to the written Policy itself. Art King, Chairman of the Finance Committee, recommended to the Board that they approve Option A of the Decision Paper, to approve the updated Resolution 2016-5 and to review it again in 5 years.

Following discussion, Director Jeff Bonzon moved and Director Jim Stang seconded to approve Option A of the Decision Paper as presented. Motion passed: 4 – 0 .

**XVII. K. ACTION: WHISTLEBLOWER PROTECTION POLICY RESOLUTION**

The Finance Committee, at the direction of the Board and in accordance with the Association’s commitment to review and update resolutions every five years, determined during the review and update of the Fraud Prevention Policy that there was a need to establish a Whistleblower Protection Policy. A final draft of the new policy entitled Administrative Resolution 2016-6, Whistleblower Protection Policy, was

presented to the Board. Art King, Chairman of the Finance Committee, explained that this new policy will help to improve corporate governance and it included independent party verification. Art recommended to the Board that they approve Option A of the Decision Paper, to approve the new Resolution 2016-6 and to review it again in 5 years.

Following discussion, Director Jeff Bonzon moved and Director Courtney Murrell seconded to approve Option A of the Decision Paper as presented. Motion passed: 4 – 0.

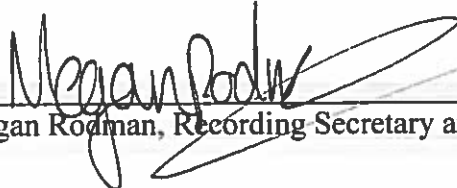
**XVIII. POTENTIAL FUTURE BOARD MEETING AGENDA ITEMS**

No proposed future agenda items were listed at this time.

**XIX. This meeting remained open to facilitate the counting of ballots in accordance with election procedures.**

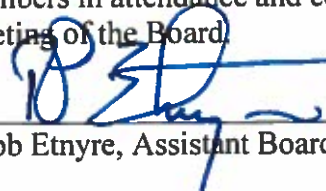
By consensus the Board concluded the agenda items at 2:10 P.M.

Submitted by:

  
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Megan Rodman, Recording Secretary and Executive Assistant

**SECRETARY'S CERTIFICATE**

I, Robb Etnyre, Assistant Secretary of Tahoe Donner Association, do hereby certify that the foregoing is a true and correct copy of the minutes of the Tahoe Donner Association Board of Directors regular meeting held on June 24<sup>th</sup>, 2016 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

  
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Robb Etnyre, Assistant Board Secretary