



**TAHOE DONNER ASSOCIATION
BOARD OF DIRECTORS**

BOARD OF DIRECTOR'S CODE OF CONDUCT & ETHICS

CORPORATE RESOLUTION 2016- 7

PURPOSE

The Board of Directors adopts the following Code of Conduct & Ethics policy for its Board members. The Board feels this policy is necessary to assure that the business of the Association is conducted in a legal and efficient manner that also reflects the highest ethics and moral standards. It is intended to provide guidance in complying with legal requirements and with ethical issues. It shall be adhered to by all members of the Board at all times during their term of office. It is not the intent of this policy to require any Director to perform duties other than as required by law and the Association's Governing Documents. The policy shall be enforced pursuant to authority given the Board to govern itself in the Association's Articles of Incorporation, Bylaws, Declaration, California Corporations and Civil Codes, and commonly accepted rules of parliamentary procedures. To the extent there is any conflict with any law or regulations or any term of Governing Document, the law, regulation or Governing Document shall control.

A. BOARD RESPONSIBILITIES

The general duties for Directors are to enforce the Association's governing documents, collect and preserve the Association's financial resources, protect the Association's assets against loss in their capacity as fiduciaries, and focus on the development of broad policies for the association (e.g., long-term vision, overall financial philosophy, et cetera). **To fulfill these responsibilities, Directors must:**

- regularly attend Board meetings,
- understand and abide by the Articles of Incorporation, Declaration, Bylaws, policies and procedures,
- review material provided in preparation for Board meetings in a timely manner,

- review the Association’s financial reports on a regular basis,
- make reasonable inquiry before making decisions,
- respond to member inquiries through established procedures,
- fulfill Board appointed officer responsibilities, and
- respect and support the decisions of the Board.

B. PROFESSIONAL CONDUCT

Directors must act within the boundaries of their authority as defined by law and the Governing Documents of the Association, exercising their responsibilities with integrity, fidelity, and care. Directors have a fiduciary duty to the Association which includes the *duty of care* and the *duty of loyalty*.

- **Private Gain/Self-dealing** - Self-dealing occurs when a director makes a decision or takes action that materially benefit themselves, their relatives, or close personal relationships at the expense of the Association. “Relatives” include a person’s spouse, domestic partner, parents, siblings, children, grandchildren, grandparent (or any respect spouse of the foregoing) mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the director’s residence. Benefits include money, privileges, special benefits, gifts or other item of value. **Accordingly, no Director may:**
 - solicit or receive any compensation from the Association for serving on the Board or any committee,
 - 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 has or is seeking a business or financial relationship with the Association,
 - seek preferential treatment for themselves or their relatives,
 - use Association property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the association or in the fulfillment of their duties.
- **Confidential Information** - Directors are responsible for protecting the Association’s confidential information. As such, no individual Director may disclose information which has been designated by the Board, or its legal counsel, as confidential without prior approval of the Board. Board members may not use confidential information for the benefit of themselves or their relatives. **Confidential information includes, without limitation:**
 - private personal information of fellow Directors and committee members,
 - private personnel information of the Association’s employees,
 - disciplinary actions against members of the Association,

- assessment collection information against members of the Association,
- legal disputes in which the Association is or may be involved--Directors may not discuss such matters with persons not on the Board without the prior approval of the Association's general counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and result in the loss of confidential information,
- discussions and decisions made at any meeting of the Board held in Executive Session.

Confidential information shall not include any information that has otherwise been made public provided the public disclosure was not made by the disclosing board member, any relative of the disclosing board member or any other person at the instruction of the disclosing board member.

- **Accuracy of Information** - Directors may not knowingly misrepresent facts or knowingly distribute/disseminate information to the members which they know is false or materially misleading.
- **Professional Behavior** - Directors are obligated to act with proper decorum. Although they may disagree with the opinions of others on the Board or committees, they must act with respect and dignity and not make personal attacks on others. Accordingly, Directors must focus on issues, not personalities and at all times shall treat management, staff, property owners, committee members, fellow directors and others with tact and respect. Directors shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions.

C. DAY-TO-DAY OPERATIONS

The role of the Board is to oversee operations and set policy. The Board shall direct the efforts of the staff and departments through the General Manager by policy directives rather than attempting to manage the details of Association operations.

- **Vendors** - Directors do not have the right to individually contact vendors or give vendors instructions or sign contracts without Board authorization. Allowing individual directors to interact with vendors will result in higher costs to the Association, conflicting instructions to vendors and potential loss of vendors. It also creates the potential for "*ultra vires*" acts by directors.
- **Personnel** - Directors are similarly restricted in their ability to interact with employees. Individual Directors do not have the right to direct or discipline employees. That function is

reserved to the Board as a whole or delegated to the Associations General Manager. To allow individual Directors to take such actions is to invite potential liability via Labor Code violations, harassment issues, and constructive termination actions.

D. CONFLICTS OF INTEREST

Directors, having control and responsibility for the property of others, must act with scrupulous good faith and candor. They must avoid, in fact and perception, conflicts of interest (including any and all self-dealing as set forth above in Section B) and any favoritism that might embarrass the Board or Association (collectively, “Conflict Situation”). A Director must disclose to the Board, in a timely manner, potential or actual Conflict Situation. Conflict Situations also may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors should immediately raise such Conflict Situations with the Board. If appropriate, the Board will seek guidance from the Association’s legal counsel.

- **Disclosure & Recusal** - Directors must immediately disclose the existence of any conflict of interest, whether their own or others. Directors must withdraw from in the participation, discussion and decisions in which they have a Conflict Situation.

ACCEPTED AND DATED: July 23, 2016

Jim Stang, President

Tom Johns, Vice President

Steve Miller, Treasurer

Courtney Murrell, Secretary

Ron Wulff, Director



TAHOE DONNERSM
GIVING FUND

Tahoe Donner Giving Fund

Grant Authorization

Pursuant to the plan approved by the Tahoe Donner Homeowner's Association Board of Directors in May 2016, the Board approves the GRANT of \$2,464 to the Tahoe Food Hub as shared proceeds from the Back to the Land Dinner held on June 18, 2016.

The Tahoe Truckee Community Foundation is authorized to make this grant.

TDGF Committee Chair:

Name

Signature

Date

Megan Rodman

From: Dick Gander <[REDACTED]>
Sent: Wednesday, July 06, 2016 12:15 PM
To: Megan Rodman
Subject: Consent Calendar
Attachments: Jeanette Fagerskog.docx

Hi Megan,

Please put the appointment of Jeanette Fagerskog to the TDGF committee on the agenda for July. She will be an alternate member.

Thanks,
Dick

Hello,

I am a native Californian. I graduated Mount Diablo High School in 1978. I received an AA in Business from Diablo Valley College in 1981. I worked for Bank of America for 6 years, starting out as a Teller and leaving as a Bookkeeping Supervisor. I became a stay at home mom after our daughter was born in 1985. I was actively involved in our children's school activities including lunchtime yard duty, PTA parent and active fundraiser for our schools in the San Ramon Unified School district. I participated on many fund raising committees and chaired several, including the High School Safe and Sober Grad Nights. My goal was to always make sure our fund raising activities generated positive cash/profit for our causes while creating a fun experience for our attendees.

After my kids left home, I went to work for Going-There, a London based relocation service hired by Chevron to help with their Bay Area Ex-Pat program. For 5 years I was charged with over 30 expatriots' and their families, getting them housing, social security numbers, schools, drivers licenses, etc. Quite a few became life friends and I am looking forward to traveling to their countries to visit them in the future.

My husband and I were fortunate enough to retire last year and moved to our mountain home in Tahoe Donner. We love living in the mountains, hiking and trying to grow a great garden that the

deer won't eat! It is a wonderful place to share with our children, grandchildren and friends. And I would love the opportunity to be part of the Tahoe Donner Giving Fund, to help give back to our new community.

Sincerely,

Jeanette Fagerskog



Megan Rodman

From: merle fajans <[REDACTED]>
Sent: Sunday, July 03, 2016 12:26 PM
To: board@tahoedonner.com
Cc: Dick Gander; Megan Rodman
Subject: Resignation

Follow Up Flag: Follow up
Flag Status: Flagged

Please accept my resignation from the position of co-chair of the TDGF and the TDGF committee effective July 11. I have appreciated the opportunity to work with our group for the last two years to help launch this effort. I think we are in a good position and moving forward. Thank you for your assistance over this critical time period.

I would appreciate it if one could also instruct the proper groups to remove my email address as a recipient of TDGF emails and from TD News as co-chair.

Thank you all.

Sincerely

Merle Fajans

Megan Rodman

From: Art King <[REDACTED]>
Sent: Sunday, July 17, 2016 9:41 AM
To: [REDACTED]
Cc: [REDACTED]
Subject: New Finance Committee Member
Attachments: Stang Bio.pdf


The Finance Committee is asking the Tahoe Donner Board of Directors to approve Jim Stang as the newest member of the Finance Committee as an Alternate Member. I met with Jim and believe that he will be an active and contributing member. The entire Committee reviewed his resume and are supportive.

Please forward this information to the Board and add this as an agenda item for the July Board meeting.

His resume is attached.

Let me know if you have any questions.

Thanks, Art



Board of Directors
Tahoe Donner Association
Truckee, CA.

I would like to request that you consider me for a position on the Finance Committee. I feel that I can make a contribution to the current and future success our association.

Tahoe Donner History:

Lydia and I purchased our first TD lot on Oslo Drive in about 1992. In 1995 we moved into a house we built and in addition purchased a lot on Muhlebach Way. In 2002 we build a house on the Muhlebach, move into it, and sold our Olso house. We are both committed to living in Tahoe Donner and enjoying TDA amenities and the surrounding mountain environment. We became full time residents in 2006.

I served as a Finance Committee member from 2008 to May of 2012 (chairman for about three years) and as a member of the Board of Directors for three-plus years. I am very focused on maintaining and enhancing our recreational way of life at Tahoe Donner.

Education and Work Experience:

I receive a BA from Syracuse University in 1968 with a degree in Psychology. I earned an MS in Industrial Administration from Union College (Schenectady, NY) in 1978. In 1985 I completed the General Electric Company's Financial Management Program. I earned two AA degrees from De Anza College (Cupertino, CA) in 1996 and an AS degree from Foothill College (Los Altos, CA) in 2005.

Since 1978 I have worked as a computer programmer and computer systems analyst for a number of companies. They include New York State, General Electric, Apple Computer, Silicon Valley start-ups, and finally Omnicell. Functional areas included manufacturing systems, financial systems, auditing, computer integrated manufacturing , pharmacy inventory control and dispensing systems, and computer numeric control verification systems.

I made a diversion from computer programming in the mid 1990's when I spent three years as a machinist intern at NASA's Ames Research and Development Center in Mountain View California. Yes, I can read engineering drawings. I still maintain my registration as a Pharmacy Technician in California.

Regards,

Jim Stang
1-July-2016

GPC MEETING

TAHOE DONNER ASSOCIATION

July 11, 2016

Location: NWCH Mezzanine
Date: Monday 7/11/2016
Time: 3:00pm – 4:30pm

Attendees:

Tahoe Donner Association: Robb Etnyre – General Manager
Forrest Huisman – Director of Capital Projects
Megan Rodman – Executive Assistant
Lee Gray – Capital Projects Coordinator

Board: Steve Miller, President

Finance Committee Liaison: John Dundas

GPC Committee: Michael Sullivan, Chair - Present
Nan Meek, Co-Chair - Present
Bruce Barton - Present
Michael Bledsoe - Present
Michael Fajans - Call in/Conference
Nichelle Lyons - Call in/Conference
John McGregor - Present
George Rohrback - Present
John Stubbs - Present
Doug Sherman, Alt – Absent
Tom Johns, Alt nominee - Present

Guests: None

Meeting Notes:

The meeting was called to order by Michael Sullivan at 3:00pm

Approval of Minutes

Michael Sullivan requested a motion to approve the minutes from the June 6th Joint Board meeting. The motion was moved by Michael Bledsoe and seconded by George Rohrback. All being in favor, the motion passed unanimously.

Member Input

No Guests being present there was no member input.

Membership Meeting

Michael Sullivan gave a report on the membership meeting, and advised that it was captured on video and posted on the TDA website. Nan Meek hosted a booth at the Expo, explaining in more detail how members could input information to the capital process. Michael encouraged the group to read the

Survey, noting that 1447 members responded to the survey, 1410 being in agreement with the vision statement. He also noted that 80% of the members responding to the survey were second homeowners. Michael has summarized the Vision, Values and Mission statement and put it on SharePoint.

Updated list of Potential Capital Projects – Forrest Huisman

On a quarterly basis, the entire list of preliminary capital improvement ideas is prioritized by the Board President, GPC Chair, and General Manager, which are further detailed by Staff in a Project Information Paper, which currently include the following projects;

1. Cluster Mailbox consolidation with overhead roof structure
2. Expanded parking area at Glacier Way Trailhead
3. Water Bottle filling stations at major amenities
4. Association Master Plan
5. Summer Trail Grooming for Nordic and Downhill Ski areas
6. Additional storage for recycling and winter summer operations at ACAC
7. Remodel of poolside locker rooms, steam room and sauna

On a monthly basis, Forrest produces a list of the ideas which he receives via email, phone calls and comment cards, and shares the list with the GPC and on the website, where they are subsequently ranked on a quarterly basis:

1. Basketball and Volleyball courts
2. Rock Climbing and beach volleyball
3. Vaulted restrooms at Glacier Way Trailhead
4. Additional speed limit signage or traffic calming.
5. Upgrading the Southwest columns with stone along the base to match the front
6. Additional barriers between ACAC terrace and arena pathway
7. Improved footing at the Equestrian Arena
8. Improved footing at the Equestrian Round Pen (Already complete)
9. Grass and fencing for polo club and horse jumping at Equestrian Center
10. Downhill Ski Area: Updated seating areas, restrooms and parking
11. TCRC: Additional parking on the driving range directly below the Tee boxes, for usage during large events.
12. Consider lower cost remodel options to minimize impact and maximize member benefit at TCRC. Currently looking at a 4,000 Sq. Ft addition that is being considered at a \$2.5 million estimate.
13. Consider bond to fund undergrounding power lines, improving the look of the association.

Update of Capital Funds Projection (CFP) – Forrest Huisman

Forrest reports that there have been no updates from the June GPC meeting. There are \$183,000 remaining in the 2016 Budget, with the following project updates:

- Snowmaking improvements are installed.
- The Solar project at the Marina will be starting, pending July building permit. The project needs to be complete by the end of August for TDA to receive the rebate. The recapitalization timeframe with the rebate and the federal tax incentives is 5 years. The 5.8Kw solar array

produces 25,000 watts per sunny day. The roof structure at the Marina faces south and is ideal orientation and slope. TDPUD has run out of rebates, where one commercial rebate equals approximately ½ of the cost to install a 5.8KW system.

- The Association Master Plan Project is going to the Board for review on July 23, and upon approval, will be added to the 2016 list using available development funds.

Equestrian Steering Committee – Arena Path – John Stubbs

John Stubbs reported that Phase 2 of the equestrian relocation project is complete, and that staff and borders are very excited about the results. The project was completed within schedule and budget. Phase 3 will be required to close out the open building permit, which include dust mitigation, accessible pathways and parking, Wash Rack, and Guide shack.

Association Master Plan Task Force update – Bruce Barton

Bruce reported that Dudek modified select proposal details as requested, and reduced their fee, by eliminating items that were not necessary. If it is approved, the Plan should be completed by next February. The committee members would be invited when Dudek and Staff tour amenities under task 1.

Bruce Barton made a motion that the GPC recommends that the Board approve the contract for the Association Master Plan. George Rohrback seconded. The motion passed by unanimous vote 9-0.

Forrest will now prepare a Decision Paper for the Board's review on July 23rd, and upon approval, He will continue coordination with the task force to organize site tours and forthcoming Public Forum.

Member Communication Plan Task Force update – Nan Meek

The subcommittee met earlier in the afternoon. They are looking at doing something new for the website. A navigation pane that is a spreadsheet of all of the active projects that have made it to the Project Information Paper stage. All documents going forward will then be uploaded to the navigation pane so any member can go to the website and know where the project stands. This will be a more transparent way for members to stay informed.

The Communications Department will start reporting the analytics for all the messages via email blasts to the task force. The Task force will then be able to see what messages members want to read.

The Task force is looking to put 2 more stories in Tahoe Donner News. The July issue just had the explanation of the 1st stages of our capital process. The August issue will have an article about the project task force analytics criteria. The September issue will address the idea evaluation criteria. John Stubbs will be writing the article for the August and Forrest will be writing the article for September.

We are part way through doing a video script that explains what the GPC is and does.

TCRC Poolside Locker Room Remodel Task Force update – John Stubbs

The Poolside Locker Room task force consists of John Stubbs, Miguel Sloane, Forrest Huisman, and Liz Moore. A report was submitted 2 months ago. Robb Etnyre requested that the previous report be used as a model template on how task forces would operate.

- Complete Architectural studies with construction documents are due 7/15.
- Forrest has 5 contractors who are presenting preliminary construction costs by 7/15.
- The Task force will meet and review the preliminary construction costs and report to the GPC on 7/19.
- We are expecting the GPC to provide an update to the board at the July 23rd board meeting and request approval for permitting.
- Forrest advised that we have \$440,000 allocated for the replacement of the Locker rooms, Sauna and Steam room. The project is currently to be funded using Replacement Reserve Funds. With consensus from the GPC and approval from the Board for permitting we should be able to present a contract to the Board in August.
- Start of construction in September.

A motion was made that after the bids are received and other issues are resolved that we pass this on to the Board as recommended by the GPC at the July 23rd Board Meeting. Michael Bledsoe seconded the motion. The motion passed by unanimous vote 9-0.

Refillable Water Bottle Stations

A refillable Water Bottle Station will be installed at the Lodge and 1 was recently installed at the Marina.

Assignment of New Project Task Force Committees-

- Cluster Mailbox – Forrest Huisman, Bruce Barton, John McGregor, George Rohrback
- Expanded Parking at Glacier Way – Forrest Huisman, Nichelle Lyons, Michael Bledsoe, Tom Johns
- Summer Trail Grooming – Forrest Huisman, Steve Miller, Michael Fajans,
- Additional Storage ACAC – Forrest Huisman (Will provide reports to GPC)

Existing Project Task Force Committees-

- Trout Creek Locker Room Remodel – Forrest Huisman, Miguel Sloane, John Stubbs, Liz Moore
- Association Master Plan – Forrest Huisman, Bruce Barton, Michael Sullivan, Nan Meek, George Rohrback, Robb Etnyre, Steve Miller, Michael Bledsoe, Miguel Sloane.

Expansion of Trout Creek

John Stubbs asked if the old Sub-Group could be reinstated, despite the project receiving a priority 2, with no PIP or Task Force committee. Because there are new suggestions that may lead to less expensive construction requirements, the overall project could be less expensive as it may not require additional parking stalls. John Stubbs and Michael Bledsoe aim to meet with Courtney Murrell next week to review suggestions and plans, and report findings at the next GPC meeting.

Assignment of Finance Committee Liaison –

The decision was delayed to August 1 GPC meeting.

New Business

Michael Sullivan made a motion that Tom John's to be an alternate on the GPC. John McGregor seconded. The motion passed by unanimous vote 9-0.

Proposed next meeting – Monday August 1, 2016 at 3:00 p.m. at the Northwoods Clubhouse.

Adjourned at 4:30 p.m.

Recorded & submitted by Lee Ann Gray

DECISION PAPER



Issue: Banking Signature Authorizations. With the election results and new board directors on June 26, 2016, and subsequently during this Board meeting on July 23, 2016, the Board officers changed. Accordingly, we need to update signature authorizations for our various banking and investment brokerage accounts.

Background:

Board of Directors
To June 25, 2016

Steve Miller, President
Jim Stang, Vice President
Jeff Bonzon, Treasurer
Courtney Murrell, Secretary
Ron Wulff, Director

Board of Directors
Effective July 23, 2016

_____, President
_____, Vice President
_____, Treasurer
_____, Secretary
_____, Director

Board officers determined at the 7/23 meeting.

Options:

- A. Board authorizes Michael R. Salmon, Director of Finance, to process updated signature cards for all banking and investment brokerage accounts to the comport with the following:

For all accounts, other than Tri Counties Bank, Authorized Signatories:

- a. President, Treasurer, Robb Etnyre, Michael Salmon

For Tri Counties Bank accounts, Authorized Signatories:

- b. President, Treasurer, Robb Etnyre, Michael Salmon, Mary Peterson, Annie Rosenfeld, Miguel Sloane

Two signatories required on all checks, transfers between funds, and external wires out. External wires out are defined as any electronic outflow of TDA funds to a 3rd party non-TDA account. Checks and external wires out in the amount of \$100,000 or greater, require one of the signatures to be Treasurer or President, and the other signature to be either either the General Manager or Director of Finance. For transfers out of any of the capital funds, one of the signatories must a Director, either the Treasurer or President.

- B. Approve something other as directed by the Board.

Recommendation:

Option A

Prepared By: Michael R. Salmon, Director of Finance, 7/8/2016

Board Meeting Date: July 23, 2016 **General Manager Approval to Place on the**

Agenda: _____