# MINUTES

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

**February 24, 2018**
**Northwoods Clubhouse**
**9:00 a.m.**

A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held at the Northwoods Clubhouse 11509 Northwoods Blvd., Truckee, California on Saturday, February 24, 2018. President Connors called the meeting to order at 9:01 a.m. The following Directors were in attendance, thus constituting a quorum of the authorized number of Directors of the Association:

**Directors Present:** Jeff Connors, President
Jeff Schwerdtfeger, Vice President (via conference call)
Jeff Bonzon, Treasurer
Jennifer Jennings, Secretary
Darius Brooks, Director

**Directors Absent:** none

**Staff Present:** Robb Etnyre, General Manager
Annie Rosenfeld, Director of Risk Management & Real Property
Christina Schwartz, Director of Marketing & Member Relations
Tom Knill, Director of Human Resources
Mike Peters, Director of Food and Beverage
Miah Cottrell, Computer Network Manager
Megan Rodman, Executive Assistant
Michael Salmon, Director of Financing and Accounting

**I.** **CALL TO ORDER** 0:02:10

**II.** **C.** **ACTION: APPROVAL OF MINUTES** 0:03:14
(Jennifer Jennings, Board of Directors Secretary)

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

- January 27, 2018 Regular Meeting Minutes

Director Connors moved and Director Bonzon seconded to approve the January 27, 2018 meeting minutes as presented. Motion passed: 5 – 0.

- February 8, 2018 Special Meeting Minutes

Director Bonzon moved and Director Connors seconded to approve the February 8, 2018 meeting minutes as presented. Motion passed: 5 – 0.

- February 13, 2018 Special Meeting Minutes

Director Connors moved and Director Brooks seconded to approve the February 13, 2018 meeting minutes as presented. Motion passed: 5 – 0.

**III. B. DISCUSSION: EXECUTIVE SESSION REPORT** 0:04:46

(Jennifer Jennings, Board of Directors Secretary)

Director Jennings reported that, in the January 27, 2018 Executive Session, the Board of Directors heard a presentation on claims against Tahoe Donner and discussed personnel matters. No action was taken.

Director Jennings reported that, in the February 8, 2018 Executive Session, the Board of Directors considered the material provided regarding the replacement of the Snowbird Chairlift. By consensus, the Board of Directors agreed to hold a subsequent special meeting on February 13, 2018 at 4:00 p.m. to give Directors the opportunity to review the competing bids and contract terms.

Director Jennings reported that, in the February 13, 2018 Executive Session, the Board of Directors reviewed the competing bids and the contract terms to replace the Snowbird Chairlift. The Board of Directors later approved a motion to delegate authority to the General Manager, Robb Entyre, to sign a contract with SkyTrac to replace the Snowbird Chairlift at the Downhill Ski Area under the terms of the decision approved to replace the chairlift at the special board meeting on February 8, 2018.

**IV. MEMBER & DIRECTOR COMMENTS** 0:06:40

Board President Connors, invited brief member and director comments on items that are not on the agenda.

Member comments:

- Request that comments at the Board meeting focus on issues, not attacks, and request a Board meeting agenda item about the proposed roundabout at the intersection of Northwoods and Donner Pass Road
- Need progress on Truckee Donner Land Trust/TD agreement on Carpenter Valley Road
- Concern about short-term rentals and crowding at amenities

Members may submit additional comments by email to the Board of Directors at board@tahoedonner.com. (Members are recognized to comment on agenda items as they occur).

Directors comments:

- Plan for Truckee Donner Land Trust / Tahoe Donner agreement to come before Board in March
- Board training is planned
- Concern about friction amongst Board Members

V. C. **DISCUSSION/ACTION: REPLACEMENT OF EVENT TENT & 2019 BANQUET BOOKING APPROVAL** 0:23:15
(Mike Peters, Director of Food & Beverage)

The Board of Directors discussed staff's recommendations regarding the replacement of the event tent and booking for the 2019 season.

VI. **BREAK 9:50 A.M.**

The Board of Directors reconvened at 9:55 a.m.

The Board meeting lost audio via live broadcast at 9:50 a.m. and took a break until the issue was resolved .

VII. C. **DISCUSSION/ACTION: REPLACEMENT OF EVENT TENT & 2019 BANQUET BOOKING APPROVAL (continued)**
(Mike Peters, Director of Food & Beverage)

The Board of Directors further discussed the event tent at the Lodge Restaurant and Pub.

Director Schwerdtfeger moved and Director Brooks seconded to approve the following:

- Approve replacement of the event tent using replacement reserve funds in the amount of $65,000;
- Approve bookings of 2019 tent events;
- Direct the General Plan Committee to add a permanent structure replacement of the event tent to their long-range General Plan projects scheduled for research, review and recommendation (feasibility study);
- Evaluate sound buffer walls to see how effective they would be and to further provide the Board with management's recommendation with continued sound mitigation measures.

Motion passed: 3 – 2. (Directors Brooks, Bonzon and Schwerdtfeger voted yes; Directors Connors and Jennings voted no).

VIII. D. **DISCUSSION/ACTION: BOARD OF DIRECTOR'S CODE OF CONDUCT** 1:41:05
(Jeff Connors, Board of Directors President)

The Board of Directors discussed the proposed Directors Code of Conduct as proposed to be amended with the addition of a third provision under #4 "Directors shall not attempt to direct Tahoe Donner staff; that is the responsibility of the General Manager."

Director Jennings moved and Director Schwerdtfeger seconded to approve a new Code of Conduct, as amended. – Resolution 2018-X (2018-1). Motion passed: 3 – 2. (Directors Jennings, Connors and Schwerdtfeger voted yes; Directors Brooks and Bonzon voted no).

IX. E. **DISCUSSION/ACTION: REVIEW OF THE PROPOSED TAHOE DONNER BOARD OF DIRECTORS ELECTION FAIR CAMPAIGN GUIDELINES** 2:16:09
(Elections Committee)

The Board of Directors discussed and considered approving the revised Tahoe Donner Board of Directors Election Fair Campaign Guidelines (Feb. 2018).

Director Jennings moved and Director Schwerdtfeger seconded to approve the Fair Campaign Guidelines with the following amendment:

- Removal of last sentence under #6 – "Candidates may use Common Areas for campaign events under the terms and conditions set forth in the Association's Policy on Members' Personal Use of Common Areas."

Motion passed: 5 – 0.

X. F. **DISCUSSION/ACTION: MEMBER ENGAGEMENT TASK FORCE** 2:25:30
(Jeff Connors, Board of Directors President)

The Board of Directors discussed establishing a Member Engagement Committee and considered a draft charter for the Committee.

Director Brooks moved and Director Schwerdtfeger seconded to approve Benjamin Levine working with Director Brooks and Director Jennings to redraft the proposed Member Engagement Committee charter and bring it back to the Board next month. Motion passed: 5 – 0.

XI. **WORKING LUNCH WITH THE MEMBERSHIP 11:53 P.M.**

The Board of Directors took a brief break for lunch at 11:53 p.m. The Board of Directors resumed the regular Board meeting at 12:18 p.m. with agenda item XII – Trout Creek Remodel Project Update.

XII. G. **DISCUSSION: TROUT CREEK REMODEL PROJECT UPDATE** 2:55:00
(John Stubbs, Trout Creek Remodel Project Task Force)

The Trout Creek Remodel Project Task Force gave the Board of Directors and the membership a project update.

XIII. H. **DISCUSSION/ACTION: DONNER MEMORIAL STATE PARK CENTENNIAL CELEBRATION** 0:00:00

(Greg Palmer, Sierra State Parks Foundation Board Member)

The Board of Directors considered sponsoring the upcoming Donner Project fundraiser, *Pioneer Monument Centennial Celebration & Gala*, hosted by the Sierra State Parks Foundation.

Director Jennings moved and Director Brooks seconded to approve the donation of $2,500 to the Sierra State Parks Foundation, and that a Tahoe Donner Association membership benefit be provided in addition to this donation. Motion passed: 5 – 0.

XIV. I. **ACTION: 2018 NATURE LOOP REPAIR** 3:31:53

(Annie Rosenfeld, Director of Risk Management and Real Property)

The Board of Directors considered approving additional funds in the amount of $8,523 for the 2017 Nature Loop Repair with a budget not to exceed $85,000 utilizing Replacement Reserve Funds.

Director Jennings moved and Director Brooks seconded to approve Option 1 of the Decision Paper as presented – Approve additional funds in the amount of $8,523 for the 2018 Nature Loop Repair with a budget not to exceed $85,000 utilizing Replacement Reserve – Expense Funds. Motion passed: 5 – 0.

*V.* J. **DISCUSSION: TAHOE DONNER SURVEY PLATFORMS** 4:02:56

(Lindsay Hogan, Marketing Manager)

The various survey platforms Tahoe Donner uses were discussed, including the FlashVote system.

XVI. K. **COMMITTEE MANAGEMENT** 4:35:47

1. **Discussion/Action: Tahoe Donner Giving Fund 2018 Scholarships**

(Suzanne Sullivan, Tahoe Donner Giving Fund Committee Member)

- The Board of Directors was provided with the Committee's recommended plan for funding scholarships.

Director Jennings moved and Director Connors seconded to approve the Tahoe Donner Giving Fund Committee recommendations. Motion passed: 5 – 0.

2. **Discussion/Action: 2018 Committee Goals**

(Committee Chairs)

- The Board of Directors was given the draft 2018 goals for the Architectural Standards Committee, the Elections Committee and the Finance Committee.

Director Schwerdtfeger moved and Director Brooks seconded to approve 2018 Architectural Standards Committee goals as presented. Motion passed: 5 – 0.

Director Brooks moved and Director Bonzon seconded to approve 2018 Elections Committee goals as presented. Motion passed: 5 – 0.

Director Bonzon moved and Director Jennings seconded to approve 2018 Finance Committee goals as presented. Motion passed: 5 – 0.

3. **Discussion: Committee Task Force Reports**
   (Committee Chairs)

   - **Architectural Standards Committee** – The Board of Directors was provided with the Architectural Standards and Covenants Board of Directors Monthly Summary January 2018 report. A verbal report was given earlier in connection with the discussion of goals.
   - **Covenants Committee** – The Board of Directors was provided with the committee's December 14, 2017 and the January 11, 2018 meeting minutes. A verbal report was also given.
   - **Elections Committee** – The Board of Directors was provided with the committee's February 6, 2018 meeting minutes. A verbal report was also given.
   - **Finance Committee** – The Board of Directors was provided with the committee's February 15, 2018 meeting minutes. A verbal report was also given.
   - **General Plan Committee (GPC)** – The Board of Directors was provided with the committee's February 5, 2018 meeting minutes.
   - **Tahoe Donner Giving Fund Committee** – The Board of Directors was provided with the committee's February 6, 2018 meeting minutes.

4. **Discussion: Special Task Force Reports**
   (Task Force Chairs)

   - **ASO/ASC Task Force** – The Board of Directors was provided with the ASO/ASC Task Force report for the month. A verbal report was also given.

5. **Discussion/Action: Architectural Standards 2018 Proposed Fee Changes**
   (Annie Rosenfeld, Director of Risk Management and Real Property)

   - The Board of Directors considered the Architectural Standards 2018 Proposed Fee Changes as detailed in the 45-day Member Notification.

Director Connors moved and Director Jennings seconded to approve the following:

- Creation of new category, Minor Project with Neighbor Notification with fees as proposed in the 45-day member notification. This new category includes: garages, additions (under 500 sq. ft), decks, sheds, auxiliary structures, variances and misc.
- Reduction in Extension Fees for Minor Project with Neighbor Notification as proposed in 45-day member notification.
- Increase Inspection Fees as proposed in 45-day member notification.

Motion passed: 5 – 0. The proposed changes in administrative fees will be brought back to the Board at a later meeting.

6. **Discussion: Special Task Force Reports**
(Task Force Chairs)

- **Equestrian Blue-Ribbon Panel Task Force** – *Due to time constraints, this item was not discussed.*
- **Short-Term Rental/Amenity Access Task Force** – The Board of Directors was provided with the Short-Term Rental/Amenity Access Task Force report for the month. A verbal report was given by Director Brooks.

**XVII.** **L.** **ACTION: 2017 DECEMBER FINANIALS**
(Michael Salmon, Director of Finance & Accounting)

*This Agenda item was deferred to the next regular board meeting on March 24, 2018.*

**XVIII.** **BREAK 3:18 P.M.**

The Board of Directors reconvened at 3:25 p.m.

**XIX.** **M.** **DISCUSSION: ADAMS STIRLING LAW FIRM BOARD TRAINING** 5:54:09
(Adams Stirling Law Firm)

The Board of Directors was provided with an introduction of the Adams Stirling law firm. No formal board training was given at this time.

**XX.** **EXECUTIVE SESSION (closed to members)** Not Recorded

The Board of Directors adjourned to Executive Session at 4:18 p.m.

Director Connors moved and Director Jennings seconded to approve the board meeting moving into Executive Session to discuss formation of contracts, legal issues and personnel issues. Motion passed: 5 – 0.

**XXI.** **ADJOURNMENT** Not Recorded

Director Jennings moved and Director Bonzon seconded to approve adjournment of the regular board meeting at 6:35 p.m. Motion passed: 4 – 0. (Director Schwerdtfeger absent).

Submitted by:

Jennifer Jennings, Board of Directors Secretary

**SECRETARY'S CERTIFICATE**

I, Jennifer Jennings, 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 February 24, 2018 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Jennifer Jennings, Board of Directors Secretary

**POTENTIAL FUTURE BOARD MEETING AGENDA ITEMS**

- Roundabout at the Northwoods Blvd and Donner Pass Road intersection
- Member Engagement Task Force
- Code of Conduct