

M I N U T E S
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

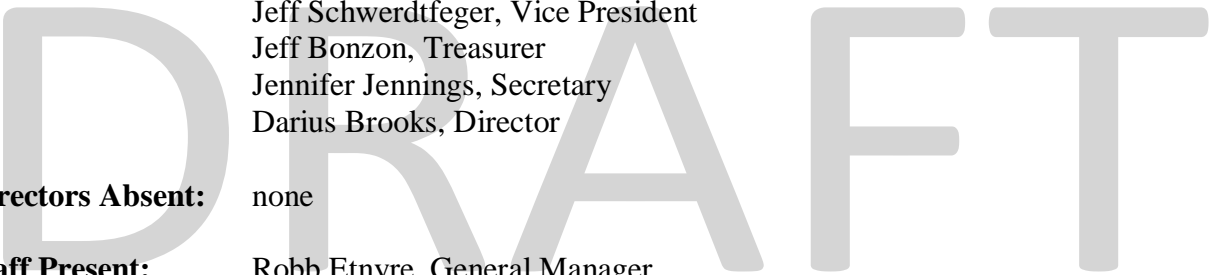
June 22, 2018
Northwoods Clubhouse
9:00 a.m.

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, June 22, 2018. President Connors 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:** Jeff Connors, President
 Jeff Schwerdtfeger, Vice President
 Jeff Bonzon, Treasurer
 Jennifer Jennings, Secretary
 Darius Brooks, Director

Directors Absent: none

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



I. CALL TO ORDER 0:01:51

II. A. ACTION: APPROVAL OF MINUTES 0:02:40
 (Jennifer Jennings, Board of Directors Secretary)

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

- May 26, 2018 Regular Meeting Minutes

Director Jennings moved and Director Schwerdtfeger seconded to approve the May 26, 2018 meeting minutes with the following amendment to Agenda Item XII, Forestry

Management Plan – “By consensus the Board of Directors requested that staff return to the Board in June with a plan to accelerate the completion of high priority safety projects.”
Motion passed: 5 – 0.

III. B. **DISCUSSION: EXECUTIVE SESSION REPORT** 0:04:41
(Jennifer Jennings, Board of Directors Secretary)

Director Jennings reported that, in the May 26, 2018 Executive Session, the Board of Directors discussed personnel and litigation matters and the proposals for legal services. No action was taken in Executive Session. The Board later convened in open session and approved hiring Sproul Trost as Tahoe Donner’s new legal counsel.

Director Jennings reported that, in the June 11, 2018 Executive Session, the Board of Directors discussed the annual performance evaluation on the General Manager. The Board made decisions on the General Manager’s pay, bonus and contract term.

IV. **MEMBER & DIRECTOR COMMENTS** 0:05:25

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

Director Comments:

- Director Schwerdtfeger thanked Director Bonzon for his time served on the Board of Directors.

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).

V. C. **ACTION: 2018 RESERVE REPLACEMENT ITEMS REVIEW** 0:06:14
(Forrest Huisman, Director of Capital Projects)

The Board of Directors reviewed and considered approving the below 2018 Reserve Replacement items:

- Downhill Ski Rental Equipment Replacement

Director Schwerdtfeger moved and Director Connors seconded to approve Option 2 of the decision paper as presented. Motion failed: 1 – 4. (Director Schwerdtfeger voted no).

Director Bonzon moved and Director Jennings seconded to approve Option 1 of the decision paper as presented. Motion passed: 4 – 1. (Director Schwerdtfeger voted no).

VI. D. **DISCUSSION/ACTION: COVENANTS PRIVATE PROPERTY RULES** 0:37:50
MODIFICATIONS & SHORT-TERM RENTAL
RULES

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

The Board of Directors considered publishing a 45-day notice to the membership on new and amended covenants private property rules to address noxious activities and prohibited business activities. The Board of Directors also considered publishing a 45-notice to the membership on new covenants short-term rental rules.

Director Jennings moved and Director Schwerdtfeger seconded to approve Option 3 of the Covenants Private Property rules decision paper as presented – approve for 45-day member notification. Motion passed: 5 – 0.

Director Jennings moved and Director Brooks seconded to approve Option 4 of the decision paper as presented – approve for 45-day member notification with the following modifications:

- \$150 annual registration fee
- Addition of emergency notification

Motion passed: 4 – 1. (Director Connors voted no).

VII. E. DISCUSSION/ACTION: ASO/ASC TASK FORCE RECOMMENDATIONS 1:17:45
(Charles Wu, Chair of the ASO/ASC Task Force)

The Board of Directors were provided with the ASO/ASC Task Force updates on work completed thus far.

VIII. BREAK 10:46 A.M. 1:48:53

The Board of Directors reconvened at 10:55 a.m.

IX. F. ACTION: PUBLIC VS. PRIVATE 1:56:38
(Jeff Connors, Board President)

The Board of Directors discussed assigning an additional Finance Committee goal – define the net income that the public segment amenities generate by amenity versus the membership revenues that are generated. The Public being defined and conjugated into the following categories (1) guests of members (2) unaccompanied guests of members (3) and non-affiliated public usage. Net income would be defined as revenue less the expenses that would no longer be required.

Director Connors moved and Director Schwerdtfeger seconded to approve assigning the above additional goal to the Finance Committee. Motion passed: 4 – 0. (Director Brooks was absent).

X. G. DISCUSSION/ACTION: TAHOE DONNER TRAILS STEWARDSHIP PROGRAM 2:10:07
(Annie Rosenfeld, Director of Risk Management & Real Property)

The Board of Directors heard a presentation on the new Tahoe Donner Trails Stewardship Program, including reviewing the current trail access policy and voluntary trail access fee program.

- XI. H. DISCUSSION: DEFENSIBLE SPACE UPDATE** 2:32:08
(Bill Houdyshell, Tahoe Donner Association Forester)
- The Board of Directors were provided with a defensible space update and options to address fuels management with a more aggressive program.
- II. I. DISCUSSION/ACTION: APPROVE REVISED HIKING CLUB BYLAWS** 3:04:51
(Hiking Club)
- The Board of Directors reviewed and considered approving the revised Hiking Club bylaws.
- Director Jennings moved and Director Bonzon seconded to approve the revised hiking club bylaws. Motion passed: 5 – 0.
- III. WORKING LUNCH WITH THE MEMBERSHIP 12:07 P.M.** 3:07:40
- All members were invited to join the Board of Directors for lunch provided by Pizza on the Hill. The Board Meeting resumed promptly at 12:38 p.m. to agenda item XIV – New Board Resolution.
- XIV. J. DISCUSSION/ACTION: NEW BOARD RESOLUTION** 3:40:48
(Jeff Bonzon, Board Treasurer)
- The Board of Directors will discuss creating a Resolution and/or revising the governing documents to prohibit Directors from becoming senior-level employees of the Tahoe Donner Association for a defined time period following their departure from the Board of Directors.
- Director Bonzon moved and Director Jennings seconded to approve the proposed resolution, with the amendment of 1 year instead of 5 years for the required waiting period. Motion passed: 3 – 1. (Director Connors voted no).
- XV. K. DISCUSSION/ACTION: KEY PERFORMANCE INDICATORS REPORT** 3:53:22
(Robb Etnyre, General Manager)
- The Board of Directors will be given an update on Association operations.
- **ACTION: 2018 May Financials**
 - The Board of Directors will consider approving the 2018 unaudited May financials.
- Director Bonzon moved and Director Jennings seconded to approve the unaudited 2018 May financials as presented. Motion passed: 4 – 0. (Director Brooks absent).
- Update: Tahoe Donner Emergency Plan
 - Social Media Report
- XVI. L. DISCUSSION/ACTION: ACCESS TO TAHOE DONNER EQUIPMENT BY PUBLIC AGENCIES DURING EMERGENCIES** 4:24:36

(Jennifer Jennings, Board Secretary)

The Board of Directors will discuss and consider adding Tahoe Donner to the Statewide Business Registry. The Statewide Business Registry is managed by the Governor's Office of Emergency Services. The Registry is a list of businesses, voluntary organizations, and non-profit organizations that emergency officials can contact for equipment and resources in a disaster.

Director Jennings moved and Director Schwerdtfeger seconded to approve adding Tahoe Donner to the Statewide Business Registry. Motion passed: 4 – 0.

XVII. M. DISCUSSION/ACTION: COMMITTEE CODE OF CONDUCT 4:29:32
(Jeff Connors, Board President)

The Board of Directors discussed creating a committee Code of Conduct, similar to the recently approved Board of Directors Code of Conduct.

XVIII. N. DISCUSSION/ACTION: EQUESTRIAN BLUE-RIBBON PANEL TASK FORCE UPDTE 4:42:50
(Nan Meeks, Equestrian Blue-Ribbon Panel Task Force Chair)

The Board of Directors were provided with an update on preliminary Equestrian Blue-Ribbon Panel findings.

XIX. O. COMMITTEE MANAGEMENT 5:35:35

1. Discussion/Action: Committee Task Reports
(Committee Chairs)

- The Board of Directors were provided with each committee's monthly task reports.
 - **Architectural Standards Committee** – The Board of Directors was provided with the committee's April 25, 2018 meeting minutes. The Board was also provided with the Architectural Standards and Covenants Monthly Summary for May 2018. A verbal report was also given.
 - **Covenants Committee** – The Board of Directors was provided with the Architectural Standards and Covenants Monthly Summary for May 2018.
 - **Elections Committee** – The Board of Directors was provided with the committee's June 5, 2018 meeting minutes. A verbal report was also given.
 - **Finance Committee** – The Board of Directors was provided with the committee's May 17, 2018 meeting minutes. A verbal report was also given.
 - **General Plan Committee** – The Board of Directors was provided with the committee's June 4, 2018 meeting minutes. A verbal report was also given.

- **Member Engagement Committee** – A verbal report was given.
- **Tahoe Donner Giving Fund Committee** – The Board of Directors was provided with the committee’s June 5, 2018 meeting minutes.

XX. EXECUTIVE SESSION (closed to members) Not Recorded

The Board of Directors adjourned to Executive Session at _____ p.m.

Director _____ moved and Director _____ seconded to approve the board meeting moving into Executive Session. Motion passed: _ – _. (Director Brooks absent).

XXI. THIS MEETING REMAINED OPEN TO FACILITATE THE COUNTING OF BALLOTS IN ACCORDANCE WITH ELECTION PROCEDURES. Not Recorded

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 June 22, 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