

MINUTES
TAHOE DONNER ASSOCIATION
ORGANIZATIONAL BOARD OF DIRECTORS MEETING

June 24, 2018
Northwoods Clubhouse
12:15 p.m.

An organizational meeting of the Board of Directors of Tahoe Donner Association was held at the Northwoods Clubhouse 11509 Northwoods Blvd., Truckee, California on Sunday, June 24, 2018. President Connors called the meeting to order at 12:20 p.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 (now Treasurer)
 Jeff Schwerdtfeger, Vice President
 Jennifer Jennings, Secretary (now President)
 Darius Brooks, Director (via conference call)
 Don Koenes, Director (now Secretary)

Directors Absent: none

Staff Present: Robb Etnyre, General Manager
 Tom Knill, Director of Human Resources
 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/ QUORUM** 0:00:35
- II. A. **DISCUSSION/ACTION: APPOINTMENT OF BOARD MEMBER OFFICERS** 0:02:52

With the director election results having been announced and certified at the Annual Membership Meeting, the Board will consider the election of the following officers:

- **President Jennifer Jennings**

Director Connors moved and Director Schwerdtfeger seconded to approve Jennifer Jennings as Board President. Motion passed: 3 – 2. (Directors Koenes and Brooks voted no).

- **Vice President** **Jeff Schwerdtfeger**

Director Jennings moved and Director Connors seconded to approve Jeff Schwerdtfeger as Board Vice President. Motion passed: 5 – 0.

- **Treasurer** **Jeff Connors**

Director Schwerdtfeger moved and Director Jennings seconded to approve Jeff Connors as Board Treasurer. Motion passed: 3 – 2. (Directors Koenes and Brooks voted no).

Director Koenes moved and Director Brooks seconded to approve Don Koenes as Board President. Motion failed: 2 – 3. (Directors Connors, Jennings and Schwerdtfeger voted no).

- **Secretary** **Don Koenes**

Director Brooks moved and Director Jennings seconded to approve Don Koenes as Board President. Motion passed: 5 – 0.

- **Director at Large** **Darius Brooks**

III. B. DISCUSSION/ACTION: COMMITTEE LIAISON AND TASK FORCE 0:14:20

APPOINTMENTS

The Board considered the appointment of liaisons to the following committees & task forces:

Committees:

- **Architectural** **Don Koenes & Jeff Connors**

Director Connors moved and Director Koenes seconded to approve Jeff Schwerdtfeger as Board liaison to the Architectural Standards Committee. Motion passed: 5 – 0.

- **Covenants** **Jennifer Jennings**

Director Schwerdtfeger moved and Director Connors seconded to approve Jennifer Jennings as Board liaison to the Covenants Committee. Motion passed: 5 – 0.

- **Finance** **Don Koenes & Jeff Connors**

Director Koenes moved and Director Brooks seconded to approve Don Koenes as Board liaison to the Finance Committee. Motion passed: 4 – 1. (Director Connors voted no).

Director Schwerdtfeger moved and Director Jennings seconded to approve Jeff Connors as Board liaison to the Finance Committee. Motion passed: 5 – 0.

- **General Plan** **Jennifer Jennings & Don Koenes**

Director Connors moved and Director Schwerdtfeger seconded to approve Jennifer Jennings as Board liaison to the General Plan Committee. Motion passed: 5 – 0.

Director Connors moved and Director Brooks seconded to approve Don Koenes as Board liaison to the General Plan Committee. Motion passed: 5 – 0.

- **Giving Fund Darius Brooks**

Director Brooks moved and Director Jennings seconded to approve Darius Brooks as Board liaison to the Tahoe Donner Giving Fund Committee. Motion passed: 4 – 1. (Director Connors voted no).

- **Member Don Koenes & Jeff Schwerdtfeger
Engagement**

Director Koenes moved and Director Jennings seconded to approve Don Koenes as Board liaison to the Member Engagement Committee. Motion passed: 5 – 0.

Director Connors moved and Director Jennings seconded to approve Jeff Schwerdtfeger as Board liaison to the Member Engagement Committee. Motion passed: 5 – 0.

Task Forces:

- **ASO/ASC Jeff Schwerdtfeger
Task Force**

Director Connors moved and Director Koenes seconded to approve Jeff Schwerdtfeger as Board liaison to the ASO/ASC Task Force. Motion passed: 5 – 0.

- **Equestrian Blue- Jeff Connors
Ribbon Panel
Task Force**

Director Schwerdtfeger moved and Director Koenes seconded to approve Jeff Connors as Board liaison to the Equestrian Blue-Ribbon Panel Task Force. Motion passed: 5 – 0.

- **Short-Term Rental/ Darius Brooks & Jeff Connors
Amenity Access
Task Force**

Director Jennings moved and Director Koenes seconded to approve Darius Brooks as Board liaison to the Short-Term Rental/Amenity Access Task Force. Motion passed: 5 – 0.

Director Jennings moved and Director Schwerdtfeger seconded to approve Jeff Connors as Board liaison to the Short-Term Rental/Amenity Access Task Force. Motion passed: 3 – 2. (Directors Brooks and Koenes voted no).

IV. DISCUSSION/ACTION: ADPOTION OF BOARD MEETING SCHEDULE 0:31:53

The Board adopted a schedule of the dates and times of all regular Board meetings for the forthcoming fiscal year.

Director Schwerdtfeger moved and Director Connors seconded to approve regular board meetings being on the third Saturday of the month, except when the first Saturday of the month falls on the weekend, and except for the months of November and December. Motion passed: 4 – 1. (Directors Brooks voted no).

V. C. **DISCUSSION/ACTION: 2018 BOARD TRAINING PLAN** 0:40:20

The Board discussed potential training topics for a 2018 Board Annual Training Plan. The below training topics offers a list of recommended topics to orient new and returning Board Members to the scope, function and responsibility of serving as an individual director/officer and collectively as a Board for the association.

1. Board Governance
2. Governing Documents
3. Tahoe Donner Operations and Management Organization
4. Capital Projects Spending Process and Replacement Reserve Plan

The Board of Directors decided to hold the first board training session on board governance from Curtis C. Sproul, from Sproul Trost LLC at the next regular board meeting on July 21, 2018.

VI. **ADJOURNMENT** 0:41:41

Director Koenes moved and Director Schwerdtfeger seconded to approve adjournment of the regular board meeting at 1:30 p.m. Motion passed: 4 – 0. (Director Brooks 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 organizational meeting held on June 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