

AGENDA
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

Northwoods Clubhouse
Saturday, July 23, 2016
9:00 a.m.

To enhance the quality of information and scheduling, this timed Agenda is prepared one week in advance of the meeting, and the Board reserves the right to adjust this schedule during the meeting by adding, deleting, and/or moving matters as required and as permitted by law. Association Board of Director's meetings are open to members, but not the general public.

This meeting is being recorded.



Please silence your cell phone.

OPEN SESSION

SECTION

I. 9:00 a.m. Call to Order

Opening Procedures:

- Pledge of Allegiance

II. 9:02 a.m. Action: Appointment of Board Member Officers

A

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 _____
- Vice President _____
- Treasurer _____
- Secretary _____

III. 9:12 a.m. Action: Committee Liaison Appointments

B

The Board will consider the appointment of liaisons to the following committees:

- Finance _____
- Architectural _____
- Covenants _____
- General Plan _____
- Giving Fund _____

IV. 9:22 a.m. Action: Adoption of a Board Meeting Schedule C

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

V. 9:32 a.m. Action: 2016 Board Training Plan D
 (Robb Etnyre, General Manager)

The Board will discuss potential training topics for a 2016 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
5. Miscellaneous

VI. 9:42 a.m. Member & Director Comments

Property owners' comments are welcomed at this time for matters not on the agenda and are limited to three minutes. However, members may submit additional comments by email to the Board (board@tahoedonner.com). The Board president may recognize members to comment on agenda items as they occur. Members are requested to identify themselves and to include their Tahoe Donner Unit and Lot Number or Address. Directors and Staff are limited by law to brief responses or clarifying questions to matters not on the agenda. Directors may request Staff to report back to the Board concerning such matters and place the matter on a future Board agenda.

Board meetings are defined by the Davis-Stirling Act as a gathering of a majority of directors at the same time and place to "hear, discuss, or deliberate upon any item of business that is within the authority of the Board." (Civ. Code §4090.) A Board meeting is a meeting of the corporation's Board of Directors to conduct business of the corporation. The Annual Membership meeting is scheduled annually during the month of June.

VII. 9:52 a.m. Action: Approval of Minutes E

- June 24, 2016 Regular Meeting Minutes

- June 26, 2016 Annual Membership Meeting Minutes
- June 26, 2016 Organizational Meeting Minutes

VIII. 9:55 a.m. Action: Director of Finance & Accounting Report **F**
 (Director of Finance & Accounting, Mike Salmon)

- 2016 June Financials

IX. 10:25 a.m. Discussion: Committee Management **G**

- **Committee Task Reports** – Committee Chairs
 Purpose: To update the Board on the status of 2016 assigned tasks and recent committee meetings.
 - Architectural Standards Committee
 - Covenants Committee
 - Elections Committee
 - Finance Committee
 - General Plan Committee
 - Association Master Plan
 - Trout Creek Pool Side Locker Room Remodel – Reserve Replacement Project 2016
 - Equestrian Steering Committee
 - Tahoe Donner Giving Fund Committee

OPEN & PENDING ITEMS

X. 10:35 a.m. Action: Consent Calendar **H**

All items listed under the Consent Calendar are considered to be routine and will be approved by one motion. There will be no separate discussion of these items unless a member of the Board or Staff requests a specific item to be removed from the Consent Calendar for separate action. Any item so removed will be taken up following the motion to approve the Consent Calendar.

- Board Code of Conduct & Ethics
- Tahoe Donner Giving Fund Grant Authorization
- Appointment of Jeanette Fagerskog as an alternate member to the Tahoe Donner Giving Fund Committee
- Resignation of Merle Fajans from the Tahoe Donner Giving Fund Committee
- Appointment of Jim Stang as an alternate member to the Finance Committee
- Appointment of Tom Johns as an alternate member to the General Plan Committee
- Banking Signature Authorizations

XI. 10:40 a.m. BREAK

- XII. 10:45 a.m. Action: Association Master Plan** **I**
(Forrest Huisman, Director of Capital Projects)

The Board will be presented with a Decision Paper to consider proceeding with an Association Master Plan process. Continuing with an Association Master Plan will provide a comprehensive summary of existing utilization at each amenity, while also demonstrating trends, limitations, and opportunities for consideration by future planning exercises at the General Plan Committee and Board level.

- XIII. 11:00 a.m. Action: Trout Creek Pool Side Locker Room Remodel – Reserve Replacement Project 2016** **J**
(Forrest Huisman, Director of Capital Projects)

The Board will be presented with preliminary construction costs, from five local contractors, for the Trout Creek Pool Side Locker Room Remodel. The Pool Side Locker Room Remodel is one of the proposed Reserve Replacement projects for 2016.

- XIV. 11:15 a.m. Discussion: Land Management Plan** **K**
(Annie Rosenfeld, Director of Facilities and Risk Management)

The Board will be provided with an update on the Land Management Plan development which will include the updated draft Land Management Plan for Board review.

- XV. 11:45 a.m. Action: Election Results** **L**

The Board will review the June 26, 2016 Annual Election results by McClintock Accountancy and Brent P. Collinson, the Inspector of Elections, via an annual election certification letter. The Board will review this report to approve and confirm the election results.

- XVI. 11:50 a.m. Discussion: Board Meeting Policy (Governance)** **M**
(General Manager, Robb Etnyre)

The Board will be presented an updated Board Meeting Policy.

EXECUTIVE SESSION

- XVII. 12:00 p.m. Executive Session** **EXEC**

Executive sessions of the Board of Directors are provided by statute so that the Board can address issues involving privileged information and matters of a private nature, including subjects protected by attorney client privilege. As a result, members do not have a right to attend executive sessions. As provided

for in [Civil Code §4935](#), boards may go into executive session for the following matters:

- Legal Issues
- Consider Litigation
- Formation of Contracts
- Disciplinary Hearings
- Personnel Issues
- Payment Plan
- Foreclosure

The Board must approve decisions by a majority vote of the directors in executive session, and report out decisions at the next regularly scheduled open session. ([Civ. Code §5705\(c\)](#)).

- Topics for this month's Executive Session:
 - Consider Litigation
 - Member Appeal
 - Personnel Issues
 - Formation of Contract

CLOSED SESSION

XVIII. 1:00 p.m. Appeal Hearing

OPEN SESSION

XIX. 1:20 p.m. Executive Session Report **EXEC**

XX. 1:25 p.m. Discussion: Strategic Plan and 2017 Budget Planning Guidance Draft **N**
(Robb Etnyre, General Manager and Michael Salmon, Director of Finance and Accounting)

The Board will be provided with a draft of the Strategic Plan and 2017 Budget Guidance for review. This draft will also include information regarding strategic goals, operating assumptions, corporate resolutions and governing documents.

XXI. 1:40 p.m. Discussion: Board Training Workshop **O**

- Davis Stirling Act
- Corporations Code
- Fiduciary Duty
- Duty of Care
- Duty of Loyalty
- Loss Prevention & Insurance Coverages

XXII. 3:40 p.m. Potential Future Board Meeting Agenda Items

- Committee Rosters & Committee Goals
- Dissolve Equestrian Committee

XXIII. 3:45 p.m. Board Self-Assessment / Adjournment

The next Board meeting will be **August 27, 2016** at the Northwoods Clubhouse.

Tahoe Donner Committee Meeting Schedule

- Architectural Standards Committee – July 27th, 2016 and August 10th, 2016 at 9:00 a.m. (Northwoods Clubhouse)
- Covenants Committee – August 11th, 2016 at 3:00 p.m. (Northwoods Clubhouse)
- Elections Committee – No future meetings have been scheduled at this time.
- Finance Committee – August 11th, 2016 at 4:00 p.m. (Northwoods Clubhouse)
- General Plan Committee – August 1st, 2016 at 3:00 p.m. (Northwoods Clubhouse)
- Equestrian Steering Committee – No future meetings have been scheduled at this time.
- Tahoe Donner Giving Fund Committee – August 1st, 2016 at 3:00 p.m. (Northwoods Clubhouse)

As provided for in Civil Code §4920 – Notice of Board Meetings: This agenda was posted at least four days prior to the meeting.

Look for board meeting details and supporting documents online at:

<http://www.tahoedonner.com/board/>

Enroll in our electronic communication's email opt-in program to receive official communications via email.

<http://www.tahoedonner.com/update-your-profile/opt-in-to-go-paperless/>

Megan Rodman

Megan Rodman, Executive Assistant

July 23, 2016

Date