

AGENDA

TAHOE DONNER ASSOCIATION BOARD OF DIRECTORS SPECIAL MEETING

February 16, 2017
Northwoods Clubhouse
3:00 p.m.

This meeting is being recorded.



Please silence your cell phone.

OPEN SESSION

SECTION

I. 3:00 p.m. Call to Order

Opening Procedures:

- Pledge of Allegiance

Special Board Meetings Language

Special meetings of the board can be held between regular meetings to conduct business that cannot wait until the next regularly scheduled board meeting. Boards are required to give notice of special meetings and allow member attendance at such meetings.

II. 3:02 p.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 Unit and Lot Number. Directors and Staff are limited by law to brief responses and 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.

III. 3:15 p.m. Discussion: Compensation Study Presentation **A**
(Art King, Finance Committee Chair)

Art King, Chairman of the Finance Committee, will present to the Board the Compensation Study Subcommittee's findings regarding responses to Request for Proposals sent to consultants to conduct a Compensation Study for the top five highest paid positions at the Tahoe Donner Association.

EXECUTIVE SESSION

SECTION

IV. 3:30 p.m. The Board is allowed to meet in "executive session" to discuss certain topics. The Board is required to notify the Members of the date, time, location, and agenda of each executive session Board meeting at least two days in advance but, unlike "open" Board meetings, non-director members are not allowed to attend executive session Board meetings. The Board may adjourn to executive session from an open Board meeting, or may meet separately in an executive session that is not held in conjunction with an open Board meeting. Immediately before adjourning to executive session from an open Board meeting, the Board shall announce the general nature of the matter(s) to be discussed in executive session, without detail and without compromising the confidentiality or privacy of the matter.

According to Civil Code §4935, the Board may meet in "executive session" for the following purposes:

to consider:

- litigation
- matters relating to the formation of contracts with third parties
- member discipline
- personnel matters
- to meet with a member regarding the member's payment of assessments
- to discuss a payment plan for delinquent assessments
- to decide whether to foreclose on a lien for delinquent assessments

The Board may also meet in "executive session" when appropriate to protect the Association's attorney-client privilege. *All* communications between the Board and the Association's legal counsel are protected by the attorney-client privilege (Evidence Code §950 *et seq.*); therefore, the Board may always meet with the Association's legal counsel in executive session, whether or not "litigation" is being discussed or considered.

Any matter discussed in executive session must be generally noted in the minutes of the immediately following meeting that is open to the entire membership. (Civ. Code §4935(e).)

- Topics for this meeting's Executive Session:
 - Litigation
 - Contracts

OPEN SESSION

V. 4:00 p.m. Executive Session Report

VI. 4:02 p.m. Discussion: Approval of Contract

B

The Board will meet to approve a contract for the Compensation Study.

VII. 4:10 p.m. Adjournment

The next regularly scheduled Board meeting will be **Saturday, February 25, 2017** at the 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/>

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

Megan Rodman

February 16, 2017

Megan Rodman, Executive Assistant

Date