

MINUTES RECAP
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

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

I. Appointment of Board Member Officers:

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

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|------------------|---------------------------|-------------------------------------|
| • President | <u>Jeff Bonzon</u> | Approved 3 – 1 (1 Abstained) |
| • Vice President | <u>Ron Wulff</u> | Approved 5 – 0 |
| • Treasurer | <u>Steve Miller</u> | Approved 5 – 0 |
| • Secretary | <u>Jeff Schwerdtfeger</u> | Approved 5 – 0 |

II. Committee Liaison Appointments: **Approved 5 – 0**

The Board appointed liaisons to the following committees:

- | | |
|-----------------|---------------------------|
| • Finance | <u>Jeff Bonzon</u> |
| • Architectural | <u>Jeff Schwerdtfeger</u> |
| • Covenants | <u>none</u> |
| • General Plan | <u>Steve Miller</u> |
| • Giving Fund | <u>Darius Brooks</u> |

III. Adoption of a Board Meeting Schedule: **Approved 5 – 0**

The Board adopted a schedule of the dates and times of all regular Board meetings for the forthcoming fiscal year. The scheduled dates, times, and locations are as follows:

- September 3, 2016 @ 12:00 p.m., Northwoods Clubhouse
- October 7, 2016 @ 9:00 a.m., Northwoods Clubhouse
- November 12, 2016 @ 9:00 a.m., The Lodge Restaurant & Pub
- December 17, 2016 @ 9:00 a.m., The Lodge Restaurant & Pub
- January 28, 2016 @ 9:00 a.m., The Lodge Restaurant & Pub
- February 25, 2016 @ 9:00 a.m., The Lodge Restaurant & Pub
- March 25, 2016 @ 9:00 a.m., The Lodge Restaurant & Pub
- May 13, 2016 @ 9:00 a.m., Northwoods Clubhouse
- June 23, 2016 @ 9:00 a.m., Northwoods Clubhouse
- June 25, 2016 @ 10:00 a.m., Northwoods Clubhouse & Alder Creek Adventure Center

IV. 2016 Board Training Plan: No Action

The Board discussed potential training topics for a 2016 Board Annual Training Plan. The Board decided upon the following training 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. Other potential training topics will be decided upon as they arise, following the initial four chosen training topics.

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

The Board agreed by consensus to begin training on each of the four above topics at the upcoming Regular Board Meetings.

V. Approval of Minutes: Approved 5 – 0

The Board approved the following meeting minutes:

- June 24, 2016 Regular Meeting Minutes **Approved 2 – 0** (3 Abstained)
- June 26, 2016 Annual Membership Meeting Minutes **Approved 3 – 0** (2 Abstained)
- June 26, 2016 Organizational Meeting Minutes **Approved 4 – 0** (1 Abstained)

VI. Director of Finance & Accounting Report: Approved 5 – 0

The Board approved the 2016 June Financials presented by Mike Salmon.

VII. Consent Calendar: Approved 5 – 0

The Board approved the following items:

- 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

VIII. Association Master Plan: Approved by Consensus

Forrest Huisman, Director of Capital Projects, presented to the Board a Project Information Paper recommending to proceed with the Association Master Plan process. The Association Master Plan would 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. The Board agreed by consensus to move forward with the Association Master Plan process.

IX. Trout Creek Pool Side Locker Room Remodel – Reserve Replacement **Approved 5 – 0
Project 2016:**

Responding to measurable compliance deficiencies throughout existing mechanical, plumbing, accessibility, and electrical systems that are currently in place within the circa 1993 Trout Creek Recreation Center poolside locker rooms, steam room, and sauna, Tahoe Donner planning efforts began in mid-2015, with proposed construction improvements planned for the Fall of 2016. Forrest Huisman, Director of Capital Projects, informed the Board that a Town of Truckee Building Permit is required for the scheduled remodel of the poolside locker rooms, steam room, and sauna at Trout Creek Recreation Center. Following discussion, the Board approved Option 1 of the Decision paper to proceed with the project permit application process with the Town of Truckee Building Department, in order to maintain project momentum.

X. Land Management Plan: **No Action**

Annie Rosenfeld, Director of Facilities and Risk Management, presented to the Board updates on the Tahoe Donner Association Land Management Plan development, which included the updated draft of the Land Management Plan. The Land Management Plan is a stewardship plan that provides goals and objectives to manage the Association’s lands for conservation, restoration, mitigation, recreation, and member-serving amenities. The Land Management Plan applies to all Association-owned and managed lands within the Tahoe Donner subdivision and the Beach Club Marina on Donner Lake.

XI. Election Results: **Approved 5 – 0**

The Board reviewed 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 approved and confirmed the election results.

XII. Board Meeting Policy: **No Action**

Productive Board meetings are the foundation of a successful community association. As such, these meetings should be carefully planned, facilitated and documented. Robb Etnyre, General Manager of the Tahoe Donner Association, presented to the Board the Board Governance, Authority, Meeting Procedures, and Agenda Policy 2016-1 (Draft). The Board reviewed the policy, and asked for more information regarding Executive Sessions to be included, as well as an outline of video/audio recording expectations and documentation.

XIII. Executive Session Report: **No Action**

Robb Etnyre, General Manager reported that the Board met in Executive Session today and discussed the following:

- The Board met in Executive Session today with the Association’s corporate attorney to discuss legal matters involving attorney client privilege.
- The Board discussed personnel matters.

- The Board voted 5 to 0 in favor of awarding a professional services contract to Dudek Consulting in the amount of \$69,745 to complete an Association Master Plan. The overall budget approved for this project was \$81,785.

XIV. Strategic Plan and 2017 Budget Planning Guidance Draft: No Action

Michael Salmon, Director of Finance and Accounting, presented to the Board a draft of the 2017 Strategic Plan and Budget Planning Guidance. The draft included information regarding strategic plan guiding principles, strategic goals, a 2016 annual assessment analysis, both internal and external operating assumptions, corporate resolutions and governing documents. The Board by consensus agreed with all eight 2017 budget suggestions.

XV. Board Training Workshop: No Action

As part of the 2016 Board Training Plan, the Board received training from Christopher A. Delfino, a Partner at Delfino Madden O'Malley Coyle & Koewler LLB, and Denise Brown and Matthew Bauer from InterWest Insurance Services, LLC on the following topics:

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