

ACTION ON February 25, 2017

VERIFIED Megan Rodman
E.A. - TDA ASSOC.

MINUTES
TAHOE DONNER ASSOCIATION
BOARD OF DIRECTORS SPECIAL MEETING

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

A special meeting of the Board of Directors of the Tahoe Donner Association was held that the Northwoods Clubhouse 11509 Northwoods Blvd., Truckee, California on Thursday, February 16, 2017 President Jeff Bonzon called the meeting to order at 3:01 p.m. The following Directors were in attendance, thus constituting a quorum of the authorized number of Directors of the Association:

- Directors Present:** Jeff Bonzon, President
Ron Wulff, Vice President (via conference call)
Steve Miller, Treasurer
- Directors Absent:** Jeff Schwerdtfeger, Secretary
Darius Brooks, Director
- Staff Present:** Miah Cottrell, IT Manager
Brinn Talbot, Director of Marketing
Megan Rodman, Recording Secretary and Executive Assistant

I. CALL TO ORDER 00:09

II. MEMBER & DIRECTOR COMMENTS 00:48

Board President, Jeff Bonzon, recognized members to comment on agenda items as they occurred. But, opened the meeting addressing the following topics that were not on the agenda but perceived as important to address and potential items to be placed on future board meeting agendas.

- No member or Director comments were made at this time.

Members may submit additional comments by email to the Board (board@tahoedonner.com).

III. A. DISCUSSION: COMPENSATION STUDY PRESENTATION 01:22

Art King, Chairman of the Finance Committee and member of the Compensation Study subcommittee, reported that the subcommittee has completed their search for a consulting firm to recommend to the Board of Directors to conduct a Compensation Study of the top five paid positions at the Tahoe Donner Association. The subcommittee sent out two Requests for Proposals to two firms – Wilcox Miller and Nelson and Romanoff Consulting – and received back each of their written proposals. After interviewing each firm and reviewing their proposals, the subcommittee presented to the Board their recommendation on who should conduct the study. Art King stated that the Compensation Study’s purpose is to determine the range of fair and competitive compensation and the components of the compensation packages for the five identified positions, based on job responsibilities, experience, regional cost of living and typed of industry.

CLOSED SESSION

IV. EXEC. EXECUTIVE SESSION AND LUNCH 15:38

The Board adjourned to Executive Session at 12:30 p.m.

Director Steve Miller moved and Director Ron Wulff seconded to adjourn to Executive Session. Motion passed: 3 – 0 . (Directors Jeff Schwerdtfeger and Darius Brooks absent).

OPEN SESSION

The Board reconvened to Open Session at 4:05 p.m.

V. EXEC. EXECUTIVE SESSION REPORT 16:20

Board President, Jeff Bonzon reported that the Board met in Executive Session today and discussed a potential litigation matter, and the detailed contract bid responses to the Request for Proposals for a Compensation Study.

VI. G. ACTION: APPROVAL OF CONTRACT 16:30

The Board made a motion to approve Romanoff Consulting, to conduct the compensation study as outlined in the request for proposal for a sum not to exceed \$20,000, and a final study report completed and reported back to the Board of Directors at the March 25, 2017 Regular Board of Directors meeting.

Director Ron Wulff moved and Director Jeff Bonzon seconded approve Romanoff Consulting to conduct the Compensation Study. Motion passed: 3 – 0 . (Directors Jeff Schwerdtfeger and Darius Brooks absent).

The Board also made a motion to approve sharing the GuideStar 2016 National Compensation Report and the 2013 CAI Compensation and Salary Survey with requesting members, but in a way that such presented information cannot be copied or transmitted. This is due to the fact that these documents do not (1) fall within the definition of an Association Record or Enhanced Association Record or (2) fall within the Accounting Books and Records of Section §8333 of the California Corporations Code or (3) considered an Account Book or Record required for disclosure to members under Article XIII, Section 1 of the Tahoe Donner Association Bylaws or (4) as a part of the committee's minutes. In addition, the GuideStar and CAI Terms of Use and User Agreements, prohibit certain uses by the Tahoe Donner Association of each report.

Director Ron Wulff moved and Director Jeff Bonzon seconded approve sharing the, GuideStar 2016 National Compensation Report and the 2013 CAI Compensation and Salary Survey with requesting members, but in a way that such presented information cannot be copied or transmitted. Motion passed: 3 – 0 . (Directors Jeff Schwerdtfeger and Darius Brooks absent).

VII. POTENTIAL FUTURE BOARD MEETING AGENDA ITEMS 19:04

- No future Board Meeting agenda items were discussed at this time.

VIII. ADJOURNMENT 19:07

By consensus the Board adjourned the meeting at 4:11 p.m.

Director Steve Miller moved and Director Jeff Bonzon seconded to approve adjournment of the Board Meeting at 4:11 p.m. Motion passed: 3 – 0 . (Directors Jeff Schwerdtfeger and Darius Brooks absent).

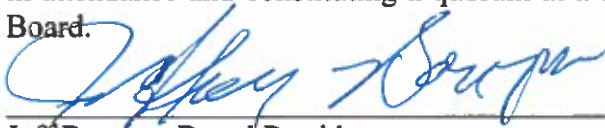
Submitted by:



Megan Rodman, Recording Secretary and Executive Assistant

SECRETARY'S CERTIFICATE

I, Jeff Bonzon, President 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 February 16, 2017 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.



Jeff Bonzon, Board President