

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

July 29, 2017
Northwoods Clubhouse
9:00 a.m.

A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held at the Northwoods Clubhouse 11509 Northwoods Blvd., Truckee, California on Saturday, July 29, 2017. Board President Jeff Connors called the meeting to order at 9:02 a.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
Jeff Schwerdtfeger Vice President
Jeff Bonzon, Treasurer
Jennifer Jennings, Secretary
Darius Brooks, Director

Directors Absent: none

Staff Present: Robb Etnyre, General Manager
Forrest Huisman, Director of Capital Projects
Jesse Strzok, Deputy Director of Operations
Annie Rosenfeld, Director of Facilities & Risk
Miah Cottrell, Computer Network Manager
Mike Peters, Director of Food and Beverage
Megan Rodman, Recording Secretary and Executive Assistant

I. CALL TO ORDER/ CALL FOR QUORUM 0:00:15

1. DISCUSSION: INTRODUCTION OF NEW BOARD OF DIRECTORS 0:02:17
(Jeff Connors, Board of Directors President)

Board President Jeff Connors introduced the new Board of Directors to the membership and each individual Directors discussed their top priorities/objectives while on the Board.

2. **ACTION: APPROVAL OF MINUTES** 0:19:45

The Board of Directors received the draft minutes of the following for consideration:

- June 23, 2017 Regular Meeting Minutes
- June 25, 2017 Organizational Meeting Minutes

Director Jeff Schwerdtfeger moved and Director Jeff Bonzon seconded to approve the June 23, 2017 regular meeting minutes as presented. Motion passed: 3 – 0.

Director Jeff Schwerdtfeger moved and Director Darius Brooks seconded to approve the June 25, 2017 organizational meeting minutes as presented. Motion passed: 5 – 0.

3. **DISCUSSION: EXECUTIVE SESSION REPORT** 0:21:15

(Jennifer Jennings, Board of Directors Secretary)

Director Jennifer Jennings reported that, in the June 25, 2017 Executive Session, the Board of Directors discussed the following:

- Personnel issue, no action was taken.
- Potential litigation, no action was taken.

4. **DISCUSSION: SOCIAL MEDIA UPDATE AND TAHOE DONNER ASSOCIATION'S RESPONSE** 0:21:46

(Derek Moore, Interactive Media Coordinator)

Derek Moore, Interactive Communications Manager, presented to the Board and to the membership a summary of comments and activities across all Tahoe Donner social media platforms and on NextDoor.com as an additional way to stay abreast of emerging issues among the membership.

II. **DISCUSSION: COMMITTEE MANAGEMENT** 0:29:00

1. **DISCUSSION: COMMITTEE TASK REPORTS** 0:29:43

(Committee Chairs)

- **Architectural Standards** – The Board of Directors was provided with the committee's June 28, 2017 meeting minutes.
 - No report.
- **Covenants** – No report.
- **Election** – The Board of Directors was provided with the committee's July 5, 6 and 22, 2017 meeting minutes.

- **Elections Committee 2017 Post Election Report**
 - The Elections Committee provided a report on the recent Board election and announced its plan to propose an election code of conduct and revised rules for member comment and Board consideration.
 -
- **Finance** – The Board of Directors was provided with the committee’s July 13, 2017 meeting minutes.
 - Art King, Chair of the Finance Committee, reported that the committee reviewed the 2017 June Financials, completed, reviewed and approved Administrative Resolution 2017-1, started the 2018 Budget review process and continued work on the Capital Projects Funding Process information paper.
- **General Plan (GPC)** – The Board of Directors was provided with the committee’s July 10, 2017 meeting minutes.
 - Michael Sullivan, Chair of the General Plan Committee, gave a presentation that provided general information about the General Plan Committee, what the committee does, its processes, and a current status report of active projects.
- **Tahoe Donner Giving Fund Committee** – The Board of Directors was provided with the committee’s July 6, 2017 meeting minutes.
 - Richard Gander, Chair of the Tahoe Donner Giving Fund Committee, reported that the committee is working on a few projects – the Tahoe Donner News articles, having a presence at the Tahoe Donner Truckee Thursday’s bus stop, coordinating the Annual Dinner, and determining how much of 2018 total funds should be allocated between grants and scholarships.

2. **ACTION: COMMITTEE TERM RENEWALS & CHARTERS**

1:16:48

(Jeff Connors, Board of Director President)

Board President Jeff Connors discussed the creation of a new committee, made up of the current committee chairs, to review the following:

- | | |
|--------------------------------|--------------------------------|
| ● Committee Charters | ● Committee term renewal cycle |
| ● Alternate vs. Full members | ● Duration of terms |
| ● Off Hill vs. On Hill members | ● Committee Chair elections |
| ● New vs. Old members | ● Measure of Effectiveness |
| ● Number of Members | |

Following discussion, Director Jeff Schwerdtfeger moved and Director Darius Brooks seconded to create a new committee composed of the chairs of the existing committees to review the topics mentioned above. Motion passed: 5 – 0.

III. MEMBER & DIRECTOR COMMENTS 1:35:10

Board President Jeff Connors opened the discussion for member comments on items that are not on the Board agenda. -Two members urged the Board to approve Phase 3 of the Equestrian Center project as soon as possible. A member urged the Board to consider working with the Town of Truckee to enforce in the Town's right of way Tahoe Donner's off pavement parking and advertising restrictions. Director Darius Brooks stated that this was an example of the need for greater Tahoe Donner participation with the Town of Truckee. Robb Etnyre, General Manager and Director Darius Brooks will have a discussion with Town staff about Tahoe Donner/ Town issues.

Members may submit additional comments by email to the Board of Directors board@tahoedonner.com.

BREAK 11:05 A.M. 2:03:53

The regular meeting reconvened at 11:10 a.m.

IV. DISCUSSION/ACTION: BOARD OF DIRECTORS MEETING SCHEDULE AND GOVERNANCE POLICIES 2:04:05

(Jeff Connors, Board of Directors President)

The Board of Directors by consensus agreed upon the following dates for the next two Board meetings. The rest of the schedule was not approved.

- September 2, 2017 Regular Board Meeting
- September 23, 2017 Regular Board Meeting

The Board of Directors discussed, but did not take action on the following governance policies:

- Board of Directors 2017-01 Amenity Access and Discounts Policy
- Board of Directors 2017-02 Expense Reimbursement Policy

1. ACTION: FIVE YEAR REVIEW OF ADMINISTRATIVE RESOLUTION 2017-1 2:12:00

(Art King, Finance Committee Chair)

The Finance Committee, at the direction of the Board of Directors and in accordance with the Association's commitment to review and update resolutions every five years, has reviewed the Association's Resolution 2011-3A, Policies and Procedures Regarding Delinquent Assessment Accounts, and provided the Board of Directors with a final draft

of the revised and updated resolution, Resolution 2017-1, Assessment, Collection, Delinquency and Foreclosure Actions, for Board review and approval.

Director Jeff Bonzon moved and Director Jeff Schwerdtfeger seconded to approve the Administrative Resolution 2017-1, Assessment, Collection, Delinquency and Foreclosure Actions Policy, as presented. Motion passed: 5 – 0.

V. **DISCUSSION: DELEGATION OF CERTAIN AUTHORITY TO THE BOARD PRESIDENT** 2:13:04
(Jennifer Jennings, Board of Directors Secretary)

The Board, members and staff engaged in a lengthy discussion on the merits of a specific delegation to the Board President. A majority of the members who spoke opposed the delegation.

VI. **DISCUSSION: ASSOCIATION KEY PERFORMANCE INDICATORS UPDATE** 3:28:50
(Robb Etnyre, General Manager and Senior Managers)

The Board of Directors were provided with reports on various Association key performance indicators by: General Manager, Robb Etnyre; Director of Capital Projects, Forrest Huisman; Director of Facilities and Risk and Real Property, Annie Rosenfeld and Deputy Director of Operations, Jesse Strzok,

VII. **WORKING LUNCH 1:40 P.M.** 4:22:10

The Board of Directors took a brief break for lunch at 1:40 p.m. The Board of Directors resumed the regular Board meeting at 1:57 p.m. with agenda item VII. 1. – Board and Association Communication.

1. **DISCUSSION: BOARD AND ASSOCIATION COMMUNICATION** 4:25:40
(Robb Etnyre, General Manager)

The Board of Directors discussed their current methods used to engage the membership and the methods in which the membership can provide feedback.

2. **DISCUSSION: 2018 BUDGET PROCESS** 5:04:48
(Robb Etnyre, General Manager)

The Board of Directors was provided with the 2018 Budget Board of Directors Planning Guidance report for review. The Board reviewed the Planning Guidance and by consensus agreed that it could be used in preparing the 2018 budget.

3. **DISCUSSION: SPECIAL EVENT TENT AT THE LODGE RESTAURANT & PUB** 5:41:48
(Mike Peters, Director of Food and Beverage)

The Board, members and staff held a lengthy discussion about the merits of the special event tent at the Lodge. Board member feedback to staff included requests for more financial data on the use of the tent and an evaluation of the integrity of the current tent.

BREAK 4:07 P.M.

6:34:00

The regular meeting reconvened at 4:16 p.m.

4. **DISCUSSION: TAHOE DONNER ASSOCIATION TRAILS UPDATE**
(Annie Rosenfeld, Director of Facilities and Risk and Real Property)

6:35:30

Annie Rosenfeld, Director of Facilities and Risk and Real Property, provided the Board of Directors and the membership with an Association trails update.

5. **DISCUSSION: COVENANTS RULES AND ENFORCEMENT PROCESSES**
(Annie Rosenfeld, Director of Facilities and Risk and Real Property)

7:08:08

The Board of Directors discussed Tahoe Donner Association's current covenants rules, procedures and enforcement processes. The issue of dogs off-leash was extensively discussed. The Board asked for a legal interpretation of the TD covenant regarding the control of dogs. The issue of enforcement of Tahoe Donner's noise/ activity restrictions was also discussed. Director Jennifer Jennings suggested hiring a staff person to investigate night and weekend noise and activity complaints. Director Darius Brooks asked whether Tahoe Donner should hire private security staff. Robb Etnyre, General Manager stated that he would look into it.

6. **DISCUSSION: COMPENSATION STUDY UPDATE**
(Jeff Bonzon, Board of Directors Treasurer)

7:51:55

Director Jeff Bonzon gave the Board of Directors an update on the current status of the Compensation Study. It is anticipated that the final draft of the study will be available for Board review at its next meeting.

7. **DISCUSSION: ASSOCIATION MASTER PLAN – PROJECT LIST**
DISCUSSION AND FINANCIAL PROJECTIONS
(Jeff Connors, Board of Directors President)

This item was not discussed at the July 29, 2017 regular board meeting, and has been re-scheduled to be discussed at the September 2, 2017 regular board meeting.

8. **ACTION: TRUCKEE COMMUNITY FOUNDATION, MOUNTAIN**
HOUSING COUNCIL
(Robb Etnyre, General Manager)

This item was not discussed at the July 29, 2017 regular board meeting, and has been re-scheduled to be discussed at the September 2, 2017 regular board meeting.

9. **ACTION: TROUT CREEK RECREATION CENTER REC POOL REPAIRS**
(Forrest Huisman, Director of Capital Projects)

This item was not discussed at the July 29, 2017 regular board meeting, and has been re-scheduled to be discussed at the September 2, 2017 regular board meeting.

10. **ACTION: CLEAN HARBORS ENVIRONMENTAL SERVICES** 8:01:44
(Forrest Huisman, Director of Capital Projects)

Director Darius Brooks moved and Director Jeff Bonzon seconded a motion to approve two invoices from Clean Harbors Environmental Services for two different hazard waste cleanup jobs. Motion passed: 5 – 0.

VIII. **ACTION: CONSENT CALENDAR** 8:03:40

The Board of Directors was provided with the following for consideration:

- Tahoe Donner Giving Fund Committee – resignation of Jennifer Jennings
- General Plan Committee – resignation of Michael Bledsoe
- Decision Paper – Board Authorized Signatures Update

Director Jeff Schwerdtfeger moved and Director Jeff Bonzon seconded to approve the Consent Calendar items as presented. Motion passed: 5 – 0.

BREAK 5:48 P.M. 8:04:37

The Board of Directors took a break and then adjourned to Executive Session at 6:00 p.m.

CLOSED SESSION

IX. **APPEAL HEARING**

The Board of Directors rescheduled both Appeal Hearings for September 2, 2017.

X. **EXEC. EXECUTIVE SESSION**

The Board adjourned to Executive Session at 6:00 p.m.

Director Jeff Schwerdtfeger moved and Director Jeff Bonzon seconded to approve adjournment of the Board Meeting into Executive Session at 6:00 p.m. Motion passed: 5 – 0.

XI. **ADJOURNMENT**

Director Jeff Connors moved and Director Jeff Schwerdtfeger seconded to approve adjournment of the Board Meeting at 6:35p.m. Motion passed: 4 – 0. (Director Darius 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 regular meeting held on July 29, 2017 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Jennifer Jennings, Board Secretary

XII.

POTENTIAL FUTURE BOARD MEETING AGENDA ITEMS

- Equestrian Center Phase III Project
- Town of Truckee Relationship with Tahoe Donner
- Ongoing 2018 Budget Process
- Special Event Tent
- Covenants Rules and Enforcement Processes
- Compensation Study Update