

ACTION ON February 24, 2018

VERIFIED Megan Rodman

E.A. - TDA ASSOC.

MINUTES

**TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING**

**January 27, 2018
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, January 27, 2018. President Connors called the meeting to order at 9:01 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
 Miguel Sloane, Director of Operations
 Annie Rosenfeld, Director of Risk Management & Real Property
 Christina Schwartz, Director of Marketing & Member Relations
 Tom Knill, Director of Human Resources
 Mike Peters, Director of Food and Beverage
 Miah Cottrell, Computer Network Manager
 Megan Rodman, Executive Assistant
 Michael Salmon, Director of Financing and Accounting

- I. **CALL TO ORDER** 0:01:15
- II. C. **ACTION: APPROVAL OF MINUTES** 0:01:54
 (Jennifer Jennings, Board of Directors Secretary)

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

- December 16, 2017 Regular Meeting Minutes

Director Darius Brooks moved and Director Jeff Schwerdtfeger seconded to approve the December 16, 2017 meeting minutes as amended. Motion passed: 5 – 0.

III. A. DISCUSSION: EXECUTIVE SESSION REPORT 0:05:24
(Jennifer Jennings, Board of Directors Secretary)

Director Jennings reported that, in the December 16, 2017 Executive Session, the Board of Directors discussed claims against Tahoe Donner Association. The Board also reviewed personnel matters and an action was taken.

IV. MEMBER & DIRECTOR COMMENTS 0:06:11

Board President Connors, invited brief member and director comments on items that are not on the agenda.

Member comments:

- Request for the removal of Jeff Connors as President of the Board of Directors
- Concern about changes to the Board agenda regarding member comments
- Concern about proposed roundabout at Northwoods Blvd. and Donner Pass Road
- Objects to committee reports being at the end of the Board agenda
- Concern about the Board Code of Conduct not being signed
- Need to provide members with information about Town of Truckee' s new green waste program
- Support for the Association Management
- Concerns about the Board' s decision-making process
- Praise for fireworks on New Year' s at the Downhill Ski Area and questions about agenda

Members may submit additional comments by email to the Board of Directors at board@tahoedonner.com. (Members are recognized to comment on agenda items as they occur).

Director comments:

- Concern about changes to member comments
- Response to member comments regarding agenda and minutes
- Recognition of Tahoe Donner 2018 Olympic athletes

Introduction of Emergency Agenda Item by Director Brooks

Director Brooks introduced an emergency agenda item and moved that the Board change its officers and remove Director Connors as President. Director Jennings questioned whether the matter qualified as an emergency action item. Director Brooks stated that he believed that the action was within his right as a Board member. Director Bonzon seconded the motion. Motion failed: 3 – 2. (Directors Brooks and Bonzon voted yes; Directors Connors, Jennings and Schwerdtfeger voted no).

- V. C. **DISCUSSION/ACTION: APPROVAL OF SNOWBIRD CHAIR REPLACEMENT** 0:54:17
 (Forrest Huisman, Director of Capital Projects)
- The Board of Directors reviewed and considered a staff recommendation to approve engineering costs associated with the replacement of the Snowbird chairlift and learning center improvements at the Downhill Ski Area.
- Director Schwerdtfeger moved and Director Jennings seconded to approve Option 1 of the decision paper as presented and to have a Special Board Meeting on Thursday, February 8, 2018 at 4:00 p.m. to further discuss the proposed Snowbird Chair Replacement. Motion passed: 4 – 1. (Directors Connors, Jennings, Schwerdtfeger and Bonzon voted yes; Director Brooks voted no).
- VI. D. **DISCUSSION/ACTION: REVIEW OF 2018 ELECTION PROCEDURES, INSPECTOR OF ELECTION & ACCOUNTANCY FIRM** 1:51:53
 (Bette Rohrback, Elections Committee Chair)
- The Board of Directors reviewed and considered approving the 2018 Board of Directors Election Procedures, the Inspector of Election retainer agreement and the Accountancy Firm agreement.
- Director Jennings moved and Director Schwerdtfeger seconded to approve the 2018 Board of Directors Election Procedures, the Inspector of Election retainer agreement, the Accountancy Firm agreement and establish April 30, 2018 as the Record date as presented. Motion passed: 5 – 0.
- VII. E. **DISCUSSION/ACTION: REVISIONS TO THE ELECTION COMMITTEE CHARTER** 1:59:37
 (Jeff Connors, Board of Directors President)
- The Board of Directors reviewed and considered the proposed changes to the Elections Committee Charter.
- Director Brooks moved and Director Bonzon seconded that the Elections Committee Charter remain as is and that the Board discuss at the next regular board meeting the formation of a new Task Force to focus on increasing voter turnout. Motion passed: 5 – 0.
- VIII. **BREAK 11:21 A.M.** 2:20:20
- The Board of Directors reconvened at 11:29 a.m.
- IX. F. **DISCUSSION/ACTION: REVIEW OF THE PROPOSED TAHOE DONNER BOARD OF DIRECTORS ELECTION FAIR CAMPAIGN GUIDELINES** 2:28:25
 (Elections Committee)

The Board of Directors reviewed and considered the revised Tahoe Donner Board of Directors Election Fair Campaign Guidelines. No action was taken. The Committee will draft a revised version and present it to the Board for review and possible approval at the next regular Board meeting on February 24, 2018.

- X. G. **DISCUSSION/ACTION: BOARD OF DIRECTORS'S CODE OF CONDUCT** 3:06:03
(Jeff Connors, Board of Directors President)

The Board of Directors discussed adopting a Code of Conduct. No action was taken. A mark-up of a revised Code of Conduct will be sent to Tahoe Donner legal counsel for review and will be presented to the Board for review and possible approval at the next regular board meeting on February 24, 2018.

- XI. **WORKING LUNCH WITH THE MEMBERSHIP 1:00 P.M.** 3:56:09

The Board of Directors took a brief break for lunch at 1:00 p.m. The Board of Directors resumed the regular Board meeting at 1:27 p.m. with agenda item XII – Human Resources Committee Appointments.

- XII. H. **DISCUSSION/ACTION: HUMAN RESOURCES COMMITTEE** 3:56:20
APPOINTMENTS
(Jeff Connors, Board of Directors President)

The Board of Directors considered making two Board Director appointments to the Human Resources Committee.

Director Connors moved and Director Schwerdtfeger seconded to approve Director Jennings and Director Bonzon as the two members of the Human Resources Committee. Motion passed: 5 – 0.

- XIII. I. **DISCUSSION/ACTION: LEGAL SERVICES REQUEST FOR PROPOSAL** 3:57:51
(RFP)
(Jennifer Jennings, Board of Directors Secretary)

The Board of Directors considered a modification to the legal services RFP approved by the Board of Directors in November. Director Jennings moved and Director Schwerdtfeger seconded to approve the amended Request for Proposal (RFP) as presented. Motion passed: 5 – 0.

The Board of Directors discussed the appointment of two Board Directors to conduct the RFP, the preliminary evaluation of, the candidate law firms and prepare the recommendations for the Board of Directors' consideration. Director Connors moved and Director Bonzon seconded to approve Director Connors and Director Jennings as the Directors to conduct the Request for Proposal process. Motion passed: 5 – 0.

- XIV. J. **DISCUSSION/ACTION: BOARD RESOLUTION ON REVIEW AND** 4:03:29
APPROVAL OF COMMERCIAL CONTRACTS
AUTHORIZING USE OF TAHOE DONNER LAND

AND/OR AMENITIES

(Jennifer Jennings, Board of Directors Secretary)

The Board of Directors discussed a resolution to require that the Board of Directors review and approve contracts that authorize commercial use of Tahoe Donner land and amenities. The Board of Directors agreed by consensus to revisit this matter at the next regular board meeting on February 24, 2018.

XV. K. DISCUSSION/ACTION: COMMITTEE MANAGEMENT
(Committee Chairs)

4:26:44

1. Discussion: Committee Task Reports/2018 Committee Goals –

- **Architectural Standards Committee** – The Board of Directors was provided with the committee’s September 27, October 25, November 15, and December 6, 2017 meeting minutes.
- **Covenants Committee** – The Board of Directors was provided with the committee’s November 9, 2017 meeting minutes. A verbal report was also given.
- **Elections Committee** – The Board of Directors was provided with the committee’s January 9, 2018 meeting minutes.
- **Finance Committee** – The Board of Directors was provided with the committee’s December 14, 2017 and January 11, 2018 meeting minutes.
- **General Plan Committee (GPC)** – The Board of Directors was provided with the committee’s January 8, 2018 meeting minutes. A verbal report was also given.
- **Tahoe Donner Giving Fund Committee** – The Board of Directors was provided with the committee’s January 9, 2018 meeting minutes. A verbal report was also given.

Director Schwerdtfeger moved and Director Connors seconded to approve Covenants, General Plan and Tahoe Donner Giving Fund 2018 Committee Goals as presented. Motion passed: 5 – 0. The Architectural Standards, Elections and Finance Committee’s 2018 Goals were not approved at this time.

2. Discussion/Action: Task Force Reports

- **ASO/ASC Task Force** – A verbal report was given.
- **Equestrian Blue-Ribbon Panel Task Force** – The Board of Directors was provided with the task force’s January 10, 2018 report. A verbal report was also given.
- **Short-Term Rental/Amenity Access Task Force** – The Board of Directors was provided with the task force’s January 10, 2018 report. A verbal report was also given.

Director Schwerdtfeger moved and Director Connors seconded to approve ASO/ASC Task Force charter as presented. Motion passed: 5 – 0.

XVI. L. DISCUSSION: GOVERNING DOCUMENTS UPDATE 5:20:23
(Robb Etnyre, General Manager)

The General Manager stated that he did not have a timeline on the project. The General Manager will be assigning a staff lead to aggregate feedback on the proposed amendments and will be contacting legal counsel for assistance.

XVII. M. DISCUSSION/ACTION: ASSOCIATION KEY PERFORMANCE INDICATORS UPDATE 5:29:39
(Tahoe Donner Association Senior Management)

- Miguel Sloane, Director of Operations
 - Provided the Board of Directors with a copy of the post-summer survey results.
- Robb Etnyre, General Manager
 - The Board of Directors will be provided with the key performance indicators from the previous month, including an update on the current covenants rules enforcement and member communication.
- Michael Salmon, Director of Finance & Accounting
 - The Board of Directors reviewed the 2017 unaudited November financials.

Director Bonzon moved and Director Schwerdtfeger seconded to approve 2017 unaudited November financials as presented. Motion passed: 5 – 0.

- Christina Schwartz, Director of Marketing & Member Relations
 - Provided an update on the sponsorship of Mark Engel.
 - Responded to questions about editing and time stamping of Board meeting videos.
 - Responded to requests to publicize the Town of Truckee issues in the Tahoe Donner News.
 - Responded to questions about FlashVote; will be discussed further at the February 24, 2018 regular board meeting.

XVIII. EXECUTIVE SESSION (closed to members) 6:00:08

The Board of Directors adjourned to Executive Session at 3:31 p.m.

Director Jennings moved and Director Connors seconded to approve the board meeting moving into Executive Session to discuss litigation and personnel matters. Motion passed: 5 – 0.

XIX. ADJOURNMENT

Director Schwerdtfeger moved and Director Jennings seconded to approve adjournment of the regular board meeting at 5:10 p.m. Motion passed: 5 – 0.

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 January 27, 2018 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.


Jennifer Jennings, Board of Directors Secretary

POTENTIAL FUTURE BOARD MEETING AGENDA ITEMS

- Proposed roundabout at Northwoods Blvd. and Donner Pass Road
- Board of Directors Election Fair Campaign Guidelines
- 2018 Committee Goals – Architectural Standards, Elections and Finance Committee's
- FlashVote Update
- Board of Directors Code of Conduct
- Voter Turnout Task Force
- Board Resolution on Review and Approval of Commercial Contracts Authorizing Use of Tahoe Donner Land and/or Amenities