

MINUTES
TAHOE DONNER ASSOCIATION
BOARD OF DIRECTORS SPECIAL MEETING

January 9, 2019
Northwoods Clubhouse
1:00 p.m.

A special, scheduled, meeting of the Board of Directors of Tahoe Donner Association was held at the Northwoods Clubhouse 11509 Northwoods Blvd., Truckee, California on Friday, January 9, 2019. Director Connors called the meeting to order at 1:05 p.m. The following Directors were in attendance at that time, thus constituting a quorum of the authorized number of Directors of the Association:

Directors Present: Jennifer Jennings, President
Jeff Connors, Treasurer
Don Koenes, Secretary
Michael Fajans, Director (via conference call)
Suzan Knisley, Director ([seated as a director upon election at the conclusion of item 3; joined the meeting via conference call during item 5 discussion](#))

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Directors Absent: none

Staff Present: Robb Etnyre, General Manager
Michael Salmon, Director of Finance and Accounting
Christina Schwartz, Director of Marketing and Member Relations
Tom Knill, Director of Human Resources
Annie Rosenfeld, Director of Risk and Real Property
Miguel Sloane, Director of Operations
Miah Cottrell, Computer Network Manager
Megan Rodman, Executive Assistant and Recording Secretary

1. **CALL TO ORDER/QUORUM** 0:12:42

2. **MEMBER & DIRECTOR COMMENTS** 0:13:20

Director Jennings invited brief member and director comments on items that are not on the agenda.

No member comments were made at this time.

Director Fajans commented on snow emergency safety. Director Jennings commented on the proposed roundabout at the foot of Northwoods. Consensus of the Board to place snow emergency safety on the next regular meeting 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).

3. **ACTION: FILLING BOARD DIRECTOR VACANCY** 0:16:56
(Board of Directors)

The Board discussed whether to fill the vacant Director position, and if so, what process should be used to do so. The term for this position would expire in June 2019.

Director Jennings moved and Director Koenes seconded to approve Suzan Knisley to fill the Director vacancy position until June 2019. Motion passed: 4 – 0.

4. **ACTION: FINANCE COMMITTEE CHARTER** 0:26:14
(Board of Directors)

The Board of Directors discussed making amendments to the Finance Committee charter. Consensus of the Board to table action to allow time for input from the Finance Committee.

5. **ACTION: MEMBER ENGAGEMENT COMMITTEE CHARTER** 0:56:56
(Richard Mackler, Chair of the Member Engagement Committee)

The Board of Directors discussed and considered approving amendments to the Member Engagement Committee charter.

Director Knisley joined the meeting via conference call.

Director Connors moved and Director Jennings seconded to approve changing the Member Engagement Committee membership to five regular members and two alternates. Motion passed: 5 – 0.

Director Jennings moved and Director Connors seconded to approve Suzan Knisley as an additional Board liaison to the Member Engagement Committee. Motion passed: 5 – 0. Director Knisley accepted.

6. **ACTION: 2019 ARCHITECTURAL STANDARDS FEE AND FINES SCHEDULE 45-DAY NOTICE** 1:44:56
(Rod Whitten, Chair of the Architectural Standards Committee)

The Board of Directors discussed and considered taking action on the proposed 2019 Architectural Standards Fee and Fines Schedule 45-day notice to the membership.

Director Jennings moved and Director Koenes seconded to approve option 2 of the decision paper to proceed with 45-day member notification for changes to the Architectural Standards Fee for 2019 as presented. Motion passed: 5 – 0.

7. **EXECUTIVE SESSION (closed to members)** 2:05:08

The Board of Directors adjourned to Executive Session at 2:56 p.m.

Director Connors moved and Director Koenes seconded to approve the board meeting moving into Executive Session at 2:56 p.m. Motion passed: 5 – 0.

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8. **ADJOURNMENT** Not Recorded

Director Fajans moved and Director Koenes seconded to approve adjournment of the regular board meeting at 3:50 p.m. Motion passed: 5 – 0.

Submitted by:

Don Koenes, Board of Directors Secretary

SECRETARY'S CERTIFICATE

I, Don Koenes, 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 special meeting held on January 9, 2019 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Don Koenes, Board of Directors Secretary