

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

March 23, 2019
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, March 23, 2019. President Jennings called the meeting to order at 9:00 a.m. The following Directors were in attendance, thus constituting a quorum of the authorized number of Directors of the Association:

Directors Present: Jennifer Jennings, President
Don Koenes, Vice President
Jeff Connors, Treasurer
Michael Fajans, Secretary
Suzy Knisley, Director

Directors Absent: none

Staff Present: Robb Etnyre, General Manager
Tom Knill, Director of Human Resources
Michael Salmon, Director of Financing and Accounting
Annie Rosenfeld, Director of Risk and Real Property
Miguel Sloane, Director of Operations
Miah Cottrell, Computer Network Manager
Forrest Huisman, Director of Capital Projects
Felicia Bateman, Recording Secretary

1. **CALL TO ORDER** 0:03:56
2. **MEMBER & DIRECTOR COMMENTS** 0:04:38

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

Director comments were made regarding:

- Director Jennings read a member letter regarding being diverted during storms for not having ID's. Asked staff to include information in a TD News article.

No member comments were made.

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: CONSENT CALENDAR** 0:06:59
(Board of Directors)

Items listed under the Consent Calendar are considered to be routine and were acted on as follows:

- Executive Session Report for February 23, 2019
- Architectural Standards Committee – new member Mitch Clarin
- Election Procedures (with 2 Revisions)
- Covenants Committee – resignation of Chairperson Zapponi and recommendation of appointment Co-Chairpersons Al Noyes and Len Leclerc
- Covenants Committee – change from alternate to full member status for Don Ermak; change Fred Zapponi from full to alternate member status

Director Jennings moved and Director Knisley seconded to approve the Consent Calendar items as presented. Motion passed: 5 – 0.

The following items were removed from the Consent Calendar:

- February 23, 2019 Regular Meeting Minutes
- Banking Signature Card update – Mutual of Omaha Bank

4. **COMMITTEE / TASK FORCE REPORTS** 0:18:00
(Committee/Task Force Chairs)

The Board of Directors reviewed the Committee / Task Force written minutes and reports as a routine monthly procedure.

5. **ACTION: TOWN OF TRUCKEE TSSA-1 FUND** 0:18:25
(Becky Bucar, Town of Truckee)

The Town of Truckee engineering staff presented information on the Truckee Special Service Area (TSSA) -1 Funds and planned 2019 projects. The Board of Directors provided guidance to TDA staff to communicate board feedback on the use of these funds by the Town of Truckee.

6. **ACTION: TRUCKEE RIVER WATERSHED COUNCIL – PROSSER CREEK BASIN ASSESSMENT** 0:55:15
(Truckee River Watershed Council Staff)

The Board of Directors considered a request from the Truckee River Watershed Council to participate in the Prosser Creek Basin Assessment.

Director Fajans moved and Director Koenes seconded to approve letter of approval for assessment funding and to allow access to Tahoe Donner property by Truckee River Watershed staff and consultants. Motion passed: 5 – 0.

7. **ACTION: COMMITTEE CHARTERS AND CHAIRS** 1:12:38
(Board of Directors)

The Board of Directors reviewed and discussed options for updating the Committee Charters for clarity and consistency. Input from Committees was subsequently solicited for consideration and future action.

The Board also discussed the Board’s policy (Resolution 2008-2) that the position of committee chair is limited to one year unless no other committee member is willing to assume the duties of chair. Service as committee chair of more than one year requires Board approval. The Board has not approved the multi-year service of some committee chairs. The Board discussed this matter and considered taking action directing committees to choose new chairs or submit returning chairs for board approval.

Director Jennings moved and Director Connors seconded to approve the presented document to go before each committee for review, providing feedback to the Board and that chairs who have been chairs longer than one year, need to come back before the Board for approval, excluding the ASC. Motion passed: 5 – 0.

8. **ACTION: PROPOSED FIRE SAFETY RULE CHANGE 45-DAY NOTIFICATION** 1:47:10
(Annie Rosenfeld, Director of Risk Management and Real Property)

The Board of Directors discussed and considered approving going out to 45-day notice on changes to the Fire Safety rule to require defensible space minimum standards to be maintained at all times.

Director Fajans moved and Director Connors seconded to approve the proposed fire safety rule change with amendments for 45-day notification as presented. Motion passed: 5 – 0.

9. **BREAK AT 11:05 A.M.** 2:08:06

The Board meeting resumed at 11:16 a.m.

10. **ACTION: PROPOSED SEASONAL OUTDOOR WOODBURNING FIRE BAN – 45-DAY NOTIFICATION** 2:20:02
(Annie Rosenfeld, Director of Risk Management and Real Property)

The Board of Directors discussed and considered approving going out to 45-day notice on a new Seasonal Outdoor Woodburning Fire Ban rule.

Director Jennings moved and Director Knisley seconded to approve the proposed seasonal outdoor woodburning fire ban with amendments for 45-day notification. Motion passed: 5 – 0.

11. **ACTION: COMPLAINT RESPONSE REQUIREMENT FOR ALL MEMBERS** 2:45:44
(Jeff Connors, Board Treasurer)
- The Board of Directors discussed directing staff to draft new rules for a 45-minute response time for nuisance and noxious activity complaints to apply to all Tahoe Donner owners.
- Director Koenes moved and Director Connors seconded to approve the response time for nuisance and noxious activity complaints to 90 minutes, which would apply to all members. Motion passed: 5 – 0.
12. **ACTION: FAIR CAMPAIGN GUIDELINES** 2:59:57
(Bette Rohrback, Elections Committee Chairman)
- The Board of Directors reviewed and considered approving proposed changes to the Fair Campaign Guidelines.
- Director Fajans moved and Director Koenes seconded to approve the Fair Campaign Guidelines with the word “official” taken out under number 7 paragraph 2. Motion passed: 5 – 0.
13. **ACTION: 2019 ELECTION MARKETING PLAN** 2:12:39
(Bette Rohrback, Election Committee Chairman)
- The Board of Directors reviewed and considered approving proposed 2019 Election Marketing Plan.
- Director Jennings moved and Director Koenes seconded to approve the 2019 Election Marketing Plan as presented. Motion passed: 5 – 0.
14. **DISCUSSION: SHORT-TERM RENTAL UPDATE** 2:23:50
(Annie Rosenfeld, Director of Risk Management and Real Property)
- Staff briefed the Board of Directors on the status of the Short-Term Rental program.
15. **LUNCH WITH THE MEMBERSHIP 12:25 P.M.** 2:27:29
- All members were invited for lunch provided by Pizza on the Hill. The Board Meeting resumed promptly 1:00 p.m. to Agenda item 19 – Amendments to the Human Resources Committee Charter.
16. **ACTION: SHORT-TERM RENTAL OCCUPANCY RULE** 4:03:10
(Annie Rosenfeld, Director of Risk Management and Real Property)
- Following a staff presentation, the Board of Directors discussed further defining “bedrooms” in connection with the STR occupancy rule. The Board of Directors considered providing direction to staff.
- Director Fajans moved and Director Knisley seconded to approve the current definition of a “bedroom” as presented. Motion passed: 5 – 0.

17. **ACTION: ARCHITECTURAL STANDARDS FEE SCHEDULE CHANGES** 4:20:40
 (Annie Rosenfeld, Director of Risk Management and Real Property)
- The Board of Directors considered approving changes to the Architectural Standards Fee Schedule as proposed in the 45-day notice or with modifications.
- Director Jennings moved and Director Koenes seconded to approve the changes to the Architectural Standards Fee Schedule as presented. Motion passed: 5 – 0.
18. **ACTION: 2018 AUDIT REPORT** 4:24:50
 (Mike Salmon, Director of Finance and Accounting)
- The Board of Directors were presented with the Tahoe Donner Association 2018 Audit Report from Gilbert Associates, Inc. for their review and consideration for approval.
- Director Connors moved and Director Fajans seconded to approve the 2018 Audit Report from Gilbert Associates as presented. Motion passed: 5 – 0.
19. **ACTION: CONCLUSION OF STR/AMENITY ACCESS TASK FORCE** 4:34:40
 (Laura Lindgren, Chair of Task Force)
- The Board of Directors were briefed by the Chair of the Task Force on the work of the STR/Amenity Task Force. The Board of Directors was asked to dissolve the Task Force and consider next steps to address the issues.
- Director Fajans moved and Director Koenes seconded to approve concluding the STR/Amenity Access Task Force as presented. Motion passed: 5 – 0.
20. **ACTION: QUARTERLY TREASURER’S REPORT** 5:03:00
 (Jeff Connors, Board Treasurer)
- The Board of Directors heard and considered approving the presented Quarterly Treasurer’s report.
- Director Fajans moved and Director Knisley seconded to approve the Quarterly Treasurer’s Report as presented. Motion passed: 5 – 0.
21. **ACTION: CREATION OF AN INVESTMENT SUBCOMMITTEE WITHIN THE FINANCE COMMITTEE** 5:11:50
 (Jeff Connors, Board Treasurer)
- The Board of Directors considered creating an investment subcommittee within the Finance Committee.
- Director Koenes moved and Director Fajans seconded to approve allowing the Finance Committee to complete their 2019 task as presented in January, and to work with the Board Treasurer to give two quarterly investment reviews during the year. Motion passed: 4 – 1. (Director Connors voted no).

22. **DISCUSSION: AMENDMENTS TO THE HUMAN RESOURCES COMMITTEE CHARTER** 5:37:45
(Directors Jennings and Koenes)

The Board of Directors discussed proposed amendments to the Human Resources Committee charter.

23. **BREAK AT 2:38 P.M.** 5:40:46

The Board meeting resumed at 2:43 p.m.

24. **DISCUSSION: KEY PERFORMANCE INDICATOR REPORT** 5:46:00
(Robb Etnyre, General Manager)

The Board of Directors was given an update on Association operations.

Discussion: Quarterly Turnover Report
(Robb Etnyre, General Manager)

The Board of Directors were provided with a quarterly turnover report.

Discussion: Quarterly Fraud Report
(Robb Etnyre, General Manager)

The Board of Directors were provided with a quarterly fraud report.

Discussion: Trout Creek Expansion Project Report
(Forrest Huisman, Director of Capital Projects)

The Board of Directors were provided with an update on the Trout Creek expansion project.

Action: Compensation Study
(Tom Knill, Human Resources Director)

The Board of Directors considered taking action on initiating a compensation study of all exempt positions.

Director Jennings moved and Director Koenes seconded to approve the RFP with modifications as discussed. Motion passed: 5 – 0.

Action: Unaudited 2019 February Financials
(Mike Salmon, Director of Finance and Accounting)

The Board of Directors were provided with and considered approving the unaudited financial results for February 2019.

Director Connors moved and Director Knisley seconded to approve the unaudited 2019 February financials as presented. Motion passed: 5 – 0.

Action: 5501 Committee Report

(Mike Salmon, Director of Finance and Accounting)

The Board of Directors were provided with and considered approving the January 2019 5501 Committee Report.

Director Connors moved and Director Fajans seconded to approve the January 2019 5501 Committee Report. Motion passed: 5 – 0.

25. EXECUTIVE SESSION (closed to members) 6:45:43

The Board of Directors adjourned to Executive Session at 3:42 p.m.

Director Jennings moved and Director Knisley seconded to approve the board meeting moving into Executive Session. Motion passed: 5 – 0.

26. ADJOURNMENT Not Recorded

Director Fajans moved and Director Jennings seconded to approve adjournment of the regular board meeting at _____ p.m. Motion passed: __ – __.

Submitted by:

Michael Fajans, Board of Directors Secretary

SECRETARY’S CERTIFICATE

I, Michael Fajans, 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 March 23, 2019 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Michael Fajans, Board of Directors Secretary

27. POTENTIAL FUTURE BOARD AGENDA ITEMS

- Human Resources Committee Charter
- 2008-2 Committee Policy Review
- February 23, 2019 Regular Meeting Minutes
- Banking Signature Card update – Mutual of Omaha Bank