

**M I N U T E S**  
**TAHOE DONNER ASSOCIATION**  
**REGULAR BOARD OF DIRECTORS MEETING**

**June 21, 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 Friday, June 21, 2019. President Koenes called the meeting to order at 9:07 a.m. The following Directors were in attendance, thus constituting a quorum of the authorized number of Directors of the Association:

**Directors Present:** Don Koenes, President  
Jeff Connors, Treasurer  
Jennifer Jennings, Director  
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, Director Information Technology  
Forrest Huisman, Director of Capital Projects  
Robin Bennett, Recording Secretary

**1. CALL TO ORDER**

**2. MEMBER & DIRECTOR COMMENTS**

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

Director comments were made regarding:

- TDNews delivered in plastic
- Event Tent
- Board Book availability
- Pizza on the Hill feedback and changes

- Flash votes
- NextDoor – response by the Board
- GM Objectives
- Town council meeting on STR regulations

Member comments were made regarding:

- None

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

**1. ACTION: CONSENT CALENDAR**  
(Board of Directors)

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

- May 30, 2019, Special Meeting Minutes
- June 1, 2019, Special Meeting Minutes
- Executive Session Report
  - o April 8, 2019
  - o April 27, 2019
  - o May 30, 2019
  - o June 1, 2019
  - o June 10, 2019
  - o June 11, 2019

The following items were removed from the consent calendar for discussion. The consent calendar was approved 5 – 0 on a Director Fajans motion and director Connors second.

- June 10 and 11 Executive Session Report
- Accept GPC recommendation of Mr. Sullivan as Chairman
- 5501 Report

The following amendments were made to the June 1, 2019 Special Meeting Minutes.

June 1 – first meeting

- Page 1, next to last line – “counsel” not council
- Number 3 – vote 4-0 with Director Knisley abstaining

June 1 – second meeting

- Number 5 – both votes, add (Connors and Jennings – no)
- Number 11 – vote 3-1, not 3-2 (Connors left the meeting)

Motion passed: 4 – 0. Knisley - Abstain

Director Fajans moved and Director Connors seconded to approve the June 10, 2019 executive session report. Motion passed: 5 – 0.

Director Connors moved to table the appointment of Mr. Sullivan to the next board meeting when there is a new board in place. Motion did not pass.

Director Knisely moved and Director Fajans seconded to approve the appointment of Mr. Sullivan as Chairman of the GPC. Motion passed: 3 – 1. Jennings - Abstain Connors - No

**4. COMMITTEE / TASK FORCE REPORTS**

(Committee/Task Force Chairs)

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

**5. ACTION: PRIVATE AMENITIES DAILY ACCESS FEES**

(Michael Fajans, Vice President & Secretary of the Board)

The Board of Directors discussed and considered changing the daily access fee for members and their accompanied guests.

Director Fajans moved and Director Connors seconded to approve restoring daily access fee for members and accompanied guests for this summer at the current rates.

Director Connors withdrew his second.

Director Fajans restated his motion and Director Jennings seconded to approve restoring daily access fee for members and accompanied guests for this summer at the current rates. Motion passed: 4 – 0 Koenes Abstain.

After further discussion, Director Connors moved and Director Knisely seconded to include approving unaccompanied guests effective immediately upon legal review. Motion passed: 3-2 Jennings and Fajans No.

**BREAK taken at 11:10 .am.**

The board meeting resumed at 11:20 a.m.

**6. ACTION: SEASONAL FIRE BAN RULE (45 Days concluded)**

(Annie Rosenfeld, Director of Risk Management and Real Property)

The Board of Directors reviewed the new Covenants Seasonal Fire Ban rule as proposed.

Director Connors moved and Director Fajans seconded to approve the Fire Ban rule as stated by Annie Rosenfeld. Motion passed: 5 – 0.

7. **DISCUSSION: MEMBER COMMENT ON THE PROPOSED AMENDMENTS AND NEW RULES FOR FIRE PREVENTION AND SAFETY, AND FOREST HEALTH COVENANTS RULES**

(Annie Rosenfeld, Director of Risk Management and Real Property)

The Board of Directors reviewed the member comments on the new rules for fire prevention and safety, and forest health covenants rules.

No action was taken.

8. **ACTION: CAPITAL EXPENDITURES OVER \$3 MILLION**

(Director Connors)

The Board of Directors discussed and considered member approval of capital expenditures over \$3 million.

Director Connors moved to approve all capital spending for a single project in excess of \$3 million requiring member approval. There was no second so the motion did not pass.

9. **Break was taken earlier.**

10. **ACTION: RESOLUTION 2008-2 COMMITTEE POLICY**

(Board of Directors)

The Board of Directors reviewed the comments and feedback from the committees on this policy.

After discussion Director Koenes volunteered to take the next step in preparing a checklist for the board to consider.

11. **DISCUSSION: GOLF TASK FORCE – INFORMATIONAL UPDATE**

(John McGregor, General Plan Committee)

The Board of Directors reviewed a presentation on the status of the golf course and future projects.

No action was taken.

12. **DISCUSSION: KEY PERFORMANCE INDICATOR REPORT**

(Robb Etnyre, General Manager)

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

**Action: Unaudited 2019 April and May/Financials**

(Mike Salmon, Director of Finance and Accounting)

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

Director Connors moved and Director Knisley seconded to approve the unaudited financial results for April and May 2019 as presented. Motion passed: 5 – 0.

**Discussion: Board Survey Report Presentation**

(Lindsay Hogan, Marketing Manager, Stephen Bohnet, Founder, Finn Group)

Stephen Bohnet provided detailed information on various topics in the board survey report.

**Discussion: Information Technology**

(Miah Cottrell, Director of Information Technology)

Due to timing the board deferred this item to the next meeting.

**13. EXECUTIVE SESSION (closed to members)**

The Board of Directors adjourned to lunch and executive session at 1:20 p.m.

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

**The Board reconvened in public session at 1:50 p.m.**

**14. ACTION: QUARTERLY TREASURER’S REPORT ON INVESTMENTS**

(Director Connors, Treasurer)

Director Connors presented the Board with the treasurer’s report on investments.

Director Connors moved and Director Fajans seconded to approve the treasurer’s report as presented. Motion passed: 5 – 0.

**15. DISCUSSION/ACTION: TAHOE DONNER GOVERNING DOCUMENT UPDATE PROJECT**

(Annie Rosenfeld, Director of Risk Management & Real Property)

An update was provided by Annie Rosenfeld.

Curt Sproul has provided a new engagement letter for the Board to review and sign. There was discussion on the engagement letter and further clarification needed from Curt Sproul.

16. **EXECUTIVE SESSION (closed to members)**

The Board of Directors adjourned to executive session at 2:05 p.m.

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

17. **REPORT OUT OF EXECUTIVE SESSION**

While in executive session an opinion was received from Mobo Law regarding the unaccompanied guests issue from item 5 earlier. The determination: it was a valid topic and motion.

Director Fajans reported out of Executive Session:

The board made a decision on an appeal of a covenants matter.  
The board decided to send the legal services contract proposal back for revision.  
The board authorized the president to sign a settlement of a personnel matter.  
The board voted to censure Director Knisley for inappropriate action on legal matters.  
Director Knisley left the meeting prior to the discussion and submitted her resignation from the board.

18. **THE MEETING WILL REMAIN OPEN TO FACILITATE THE COUNTING OF BALLOTS IN ACCORDANCE WITH ELECTION PROCEDURES**

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 June 21, 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

## **POTENTIAL FUTURE BOARD AGENDA ITEMS**

- Event Tent
- NextDoor
- Information Technology – strategic plan