

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

November 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, November 23, 2019. President Wu called the meeting to order at 9:03 a.m. The following Directors were in attendance, thus constituting a quorum of the authorized number of Directors of the Association:

Directors Present: Charles C. Wu, President
Don Koenes, Vice President
Jeff Connors, Treasurer
Jim Roth, Secretary
Jennifer Jennings, Director

Directors Absent: none

Staff Present: Michael Salmon, Director of Finance and Accounting
Tom Knill, Director of Human Resources
Miguel Sloane, Director of Operations
Lindsay Hogan, Marketing Manager
Jon Mitchell, Director of Capital Projects
Annie Rosenfeld, Director of Risk and Real Property
Robin Bennett, Recording Secretary

1. CALL TO ORDER

2. MEMBER & DIRECTOR COMMENTS

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

Director comments were made regarding:

- Opening statement from Charles C. Wu about Robb Etnyre, General Manager leaving Tahoe Donner.

- Director Connors: read an email he received from a homeowner in regard to Tahoe Donner finances.
- Director Koenes: made a comment about the email that Director Connors read correcting two statements that were made, we do need to fund for the replacement of structures and we are not obligated nor should we fund it to the depreciated cost but rather we should fund it to the future replacement cost. Director Koenes also quoted a Davis Sterling Act in regard to designated reserve funds. Tahoe Donner is appropriately handing those costs.
- Director Roth: wanted to publicly thank Robb Etnyre for his time as General Manager at Tahoe Donner. Director Roth would like to urge the Board to have greater transparency and stated that “we owe it to our members”.
- Director Koenes: requested that we have a standing item on the agenda during the recruitment process.

Member comments were made regarding:

- Member comment: regarding General Manager and expressed his heart felt thanks to Robb Etnyre and the years of service he has given Tahoe Donner. He gave details about the positive changes that Robb Etnyre has made to Tahoe Donner.
- Member comment: was made regarding climate change and the use of clothes lines in Tahoe Donner.
- Member comment: regarding the new trail sign at ski slope, he would like an indication on the map where dogs need to be on a leash.
- Member comment: regarding a hot air balloon that landed in the meadow at Northwoods and the outcome of his report to the police.
- Member comment: regarding Robb Etnyre’s departure from Tahoe Donner. She has reviewed his contract in detail and wants answers from the Board of Directors as to why they terminated Robb Etnyre.
- Member comment: regarding Resolution 2018-2 he has reached out to the Board of Directors and received a response from only one director.
- Member comment: regarding transparency and being honest and truthful to the membership.

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
(Board of Directors)

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

- September 21, 2019 Meeting Minutes
- October 17, 2019 Meeting Minutes
- October 19, 2019 Meeting Minutes
- Executive Session Report
 - October 17, 2019
 - October 19, 2019
 - November 1, 2019
 - November 8, 2019
 - November 14, 2019

- Tahoe Donner Line Dance Club – New Club
- Tahoe Donner Women’s 9 Holes Golf Club – Revised Bylaws
- Tahoe Donner Hiking Club – Revised Bylaws
- Trout Creek Fitness Equipment – Reserve Replacement Fund
- Treasurer’s Investment Report – 3rd Quarter
- 5501 Report – August/September

Director Roth would like to remove the executive session reports since the Board of Directors has not approved the report out.

Director Connors would like a slight modification on 5501 report minutes for the October and September meetings. Michael Salmon stated the error and confirmed that it will be corrected.

After brief discussion, Director Koenes moved to approve the consent calendar with the modifications to the 5501 report seconded by Director Wu. Motion Passed: 5- 0

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: 2020 COMMITTEE PROJECTS**

(Charles C. Wu, Board President)

The Board of Directors discussed committee projects for 2020. They also discussed the recruiter selection and an advisory task force specific to the search for the new General Manager. Director Wu stated the board wants this to be an open recruitment process.

Director Wu moved to start an advisory task force seconded by Director Koenes. Motion passed: 5 – 0

6. **DISCUSSION: QUARTERLY FINANCIAL UPDATE**

(Annie Rosenfeld, Miguel Sloane, and Michael Salmon)

Michael Salmon, Director of Accounting and Finance gave the board and membership an update on the third quarter financials.

7. **ACTION: OVERVIEW OF BOARD GOVERNANCE, AUTHORITY AND MEETINGS AND POLICY AND PROCEDURES ON THE CONDUCT OF BOARD MEETINGS POLICY 2017-2**

(Charles C. Wu, Board President)

The Board of Directors reviewed the current policy and discussed the idea of adding member notification on items over \$1 million with a 30 day notice.

After discussion, Director Wu moved to amend the language under the agenda preparation section of policy 2017 – 2 and adding language for emergency purposes seconded by Director Connors. Motion Passed: 3 – 2

Director Koenes moved to have legal review the policy 2017 -2 seconded by Director Wu. Director Koenes withdrew his motion.

8. **BREAK** taken at 10:42 a.m.

The Board meeting resumed at 11:00 a.m.

9. **ACTION: 2017-01 BOARD AMENITY ACCESS AND DISCOUNT POLICY**

(Jim Roth, Board Director)

The Board of Directors reviewed the current policy and discussed the peak period language in the policy for 50% off food and beverage discounts. There was a lengthy discussion on removing the black out period on weekends for Director discounts.

Director Wu moved to remove the second sentence on peak period pricing on item 2 and 3 seconded by Director Roth. Motion Passed: 5 – 0

10. **ACTION: PAYMENT PLAN OPTIONS**

(Jeff Connors, Board Director)

Director Connors provided his understanding of the payment plan process and the options for the membership. Michael Salmon, Director of Finance and Accounting explained the accounting process for members that come in requesting a payment plan.

After discussion Director Connors moved to direct management to explore payment options to give members the option of alternative payments no second, motion died.

11. **ACTION: RECREATION FEE PRICING**

(Charles C. Wu, Board President)

Director Wu provided background information on proposing a 1-2 person option on recreation fee pricing. After discussion, Director Wu would like to table the item and ask management to prepare an analysis.

12. **ACTION: ASPENWARE INFORMATION TECHNOLOGY SOFTWARE**

(Miah Cottrell, Director of Information Technology)

Miah Cottrell, Director of Information Technology briefed the board on the Aspenware Software. After discussion, Director Roth moved to approve the decision paper and purchase of Aspenware Software no second, motion died.

13. **LUNCH**

Taken at 12:10 p.m. the Board of Directors will return to item 14.

The Board reconvened at 12:45 p.m.

14. ACTION: ARCHITECTURAL STANDARDS DRAFT ACCESSORY DWELLING UNIT RULES

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

Annie Rosenfeld, Director of Risk Management and Real Property gave an update on the Town of Truckee's update to the ADU ordinance. The Board of Directors reviewed the decision paper and draft rules prepared by staff. After discussion, Director Jennings moved to approve option 1 of the decision paper provided by staff. After further discussion, Director Jennings withdrew her motion.

Director Jennings moved to approve the draft rules of 45 day notice with option 2 in the decision paper seconded by Director Wu. Motion Passed: 4 – 1 Director Roth No.

15. ACTION: 401K RETIREMENT PLAN

(Tom Knill, Director of Human Resources)

Tom Knill, Director of Human Resources gave the board an overview of the 401K plan options. After discussion, Director Wu moved to approve the split seconded by Director Roth. Motion Passed: 5 – 0

16. EXECUTIVE SESSION (closed to members)

Director Koenes moved to approve adjourning to executive session Director Roth seconded. Motion passed: 5 – 0

The Board of Directors adjourned to executive session at 3:00 p.m.

17. ADJOURNMENT

There was board consensus to adjourn the meeting at 5:45 p.m.

Submitted by:

Jim Roth, Board of Directors Secretary

SECRETARY'S CERTIFICATE

I, Jim Roth, 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 November 23, 2019 as approved by the Board members in attendance and constituting a quorum at a duly convened subsequent meeting of the Board.

Jim Roth, Board of Directors Secretary

POTENTIAL FUTURE BOARD AGENDA ITEMS

- Recruitment process as a standing item until filled
- Director Koenes to prepare a charter for a recruitment task force for review/approval