

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

August 28, 2020
Teleconference
9:00 a.m.

A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held via teleconference on Friday, August 28, 2020. President Kones called the meeting to order at 9:06 a.m. The following Directors were in attendance, thus constituting a quorum of the authorized number of Directors of the Association:

Directors Present: Don Kones, President (via webinar)
Jim Roth, Vice President (via webinar)
Steve Mahoney, Treasurer (via webinar)
Courtney Murrell, Secretary (via webinar)

Directors Absent: Charles C. Wu, Director

Staff Present: **David Mickaelian, General Manager**
Annie Rosenfeld, Director of Risk and Real Property
Miguel Sloane, Director of Operations
Lindsay Hogan, Marketing Manager
Jon Mitchell, Director of Capital Projects
Brian Dunn, Interim Finance Director
Robin Bennett, Recording Secretary

Also Present:

- | | | |
|----|--|-------|
| 1. | <u>CALL TO ORDER</u> | 00:01 |
| 2. | <u>MEMBER & DIRECTOR COMMENTS</u> | 00:51 |

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

Member comments were made regarding:

- Discouraging Friday Board of Director meetings
- Suddenlink internet issues
- Friday Board of Director meetings, ski hill and capital spending

Director comments were made regarding:

- Director Koenes made a shout out to the staff at the Lodge
- Director Mahoney made a shout out to Suzanne Sullivan and the Giving Fund Committee for a successful campaign

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

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

12:50

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

- July 16, 2020 Meeting Minutes
- July 24, 2020 Meeting Minutes
- Executive Session Report
 - July 16, 2020
 - July 24, 2020
- 5501 June Report
- Quarterly Treasurer's Investment Report
- Reolution to change Tahoe Donner Association Salary Savings Plan John Hancock 401 (k), 475 B and F plan Trustees
- Update to 2009-4 Resolution Appointment of Assistant Secretary and signatory authorities
- 2020-2021 Employee Group Health Insurance Renewal

Director Mahoney moved to approve the consent calendar as presented seconded by Director Murrell. Motion Passed: 4 – 0 Director Wu absent

4. **COMMITTEE / TASK FORCE REPORTS**

14:08

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

5. COMMITTEE APPOINTMENTS

14:50

The Board of Directors reviewed the committee recommendation to appoint a new committee member for the Finance Committee replacing Steve Mahoney.

Director Murrell moved to approve the recommendation to appoint Jim Colbert as a member of the Finance Committee to serve in the recently vacated space for the remainder of the term ending December 2020, and appoint Terry Watson as the Vice Chair for the committee seconded by Director Mahoney. Motion Passed: 4-0 Director Wu absent

6. COMMITTEE MEETING PROCEEDINGS & RECORDING POLICY

21:17

(Board of Directors)

The Board of Directors reviewed and discussed the committee meeting policy prepared by staff.

Director Mahoney moved to accept the recommendation by staff to lead and collaborate with the association committee chairs in drafting policy on committee meeting proceedings to include a provision requiring recording of committee meetings seconded by Director Murrell. Motion Passed: 4 – 0 Director Wu Absent

Director Mahoney moved to accept the second recommendation by staff to agendize and prepare discussion on the topic to develop and implement an on-line member portal at an appropriate board meeting seconded by Director Murrell. Motion Passed: 4 – 0 Director Wu Absent

7. ELECTIONS

35:34

Bette Rohrback, Chair of the Elections Committee, provided a presentation to the Board.

After discussion, Director Mahoney moved to accept the motion stated below seconded by Director Murrell.

- I. Direct EC to make recommendations, per committee review of the 2020 election, including feedback from members and candidates, to make recommendations for updates to
 - o Elections Committee Charter
 - o Fair campaign Guidelines
 - o Elections Procedures
 - o Best practices regarding use of member lists
- II. In pursuit of the forgoing, authorize EC to secure advice and review by Association Legal Counsel, coordinating all communications with the General Manager

III. Direct the General Manager to work with Legal Counsel to review and update as appropriate the Directors Code of Conduct overall and specifically regarding Director behavior relative to participation in elections.

Motion Passed: 4 – 0 Director Wu Absent

8. **BREAK**

Break was taken earlier at: 9:45 a.m.

The Board of Directors reconvened at: 9:55 a.m.

9. **GENERAL MANAGER UPDATE**

1:32:46

(David Mickaelian, General Manager and Staff)

The Board of Directors received an update on the Golf Course Security, Strategic Plan process, Winter amenities, trail project and the compliance line.

10. **DISCUSSION/ACTION: LODGE AT DOWNHILL SKI TASK FORCE**

2:47:05

(Jim Beckmeyer, Lodge at Downhill Ski Task Force Chair and Jon Mitchell, Director of Capital Projects)

The Board of Directors reviewed and discussed the proposed structure for the Lodge project and discussed approving an adhoc committee.

After discussion, Director Mahoney moved to approve the recommendation by staff to formally adopt the Downhill Ski Lodge Task Force charter as an official ad hoc board committee reporting to the board and assisting management with the new downhill ski lodge project planning through conceptual design, and populate the Ad Hoc Committee with the current members assuming current members wish to stay on the committee and replace Steve Mahoney with a new finance committee liaison, with an option to add additional members to address subject matter expertise needs at the discretion of the board seconded by Director Roth. Motion Passed: 4 – 0 Director Wu Absent

There was a break taken at 12:10 p.m.

The Board reconvened at 12:20 p.m.

11. **DISCUSSION: FINANCIAL FORECAST**

3:15:08

(Brian Dunn, Interim Director of Finance and Accounting)

The Board of Directors received a financial update.

12. **DISCUSSION: BUDGET OBJECTIVES WORKSHOP** 3:29:44
(Brian Dunn, Interim Director of Finance and Accounting)

Brian Dunn provided the Board with the process for the budget workshops. There was consensus by the Board to move the October 22 budget workshop to October 15 or 16.

13. **ACTION: 2020/2021 WINTER SEASON PASS, PROGRAMS AND GROUP RATES** 3:47:23
(Miguel Sloane, Director of Operations)

Miguel Sloane briefed the Board on pass pricing.

After discussion, Director Mahoney moved to accept the recommendation by staff to Adopt Tahoe Donner Association 2020/2021 winter season pass pricing for fall sale (9/15/2020 to 11/30/2020) seconded by Director Murrell. Motion Passed: 4 – 0 Director Wu Absent

14. **ACTION: 2020-2 OVERVIEW OF BOARD GOVERNANCE, AUTHORITY AND MEETINGS AND POLICY AND PROCEDURES ON THE CONDUCT OF BOARD MEETINGS REVISIONS** 4:07:48

David Mickaelian, General Manager reviewed the key changes to the Board Governance document.

Director Mahoney moved to accept the staff recommendation and rescind the 2020-2 document and adopt the 2020-3 document seconded by Director Murrell. Motion Passed: 3 – 1 Director Roth Abstain Director Wu Absent

15. **ACTION: AUTHORIZATION TO RECORD LIENS ON PROPERTIES WITH DELINQUENT ASSESSMENTS** 4:25:13
(Annie Rosenfeld, Director of Risk Management and Real Property)

Annie Rosenfeld, briefly mentioned the three properties that have failed to bring their assessment accounts current.

Director Mahoney moved to authorize the recording of liens on the three properties seconded by Director Roth. Motion Passed: 4 – 0 Director Wu Absent

16. **SEPTEMBER MEETINGS** 4:30:14

There was a brief discussion on the upcoming meetings for September to include a special meeting to discuss the Lodge at Downhill.

17. **REQUESTS OF GM AND ITEMS FOR FUTURE MEETINGS** 4:41:42

There was a brief discussion on future agenda items and requests from the Board for the General Manager. There was one request to receive an update on Aspenware.

18. **EXECUTIVE SESSION (closed to members)** Not Recorded

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

19. **ADJOURNMENT** Not Recorded

There was board consensus to adjourn the meeting at 5:30 p.m.

Submitted by:

Courtney Murrell, Board of Directors Secretary

SECRETARY’S CERTIFICATE

I, Courtney Murrell, 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 August 28, 2020 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Courtney Murrell, Board of Directors Secretary