

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

January 8, 2021
Via Teleconference
9:00 a.m.

A special, scheduled, meeting of the Board of Directors of Tahoe Donner Association was held via teleconference on Friday, January 8, 2021. President Koenes called the meeting to order at 9:01 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
Jim Roth, Vice President
Steve Mahoney, Treasurer
Courtney Murrell, Secretary
Charles C. Wu, Director

Directors Absent: None

Staff Present: David Mickaelian, General Manager
Miguel Sloane, Director of Operations
Lindsay Hogan, Director of Marketing
Jon Mitchell, Director of Capital Projects
Erika Stohl, Director of Human Resources
Robin Bennett, Executive Assistant and Recording Secretary

Also Present: Dave Feingold, Legal Counsel

1. **CALL TO ORDER**

2. **MEMBER & DIRECTOR COMMENTS**

Board President Koenes called for member and director comments.

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).

Member comments were made regarding:

- A member commented on Director involvement during the Election and freedom of speech.

Director Comments were made regarding:

- Director Roth commented on personal attacks and asked that we keep those attacks out of the decision-making process.
- Director Mahoney thanked Benjamin Levine and Laura Lindgren for their hard work on the effort put into the Election documents.
- Director Koenes commented on the 50th anniversary for Tahoe Donner and recognized employee Asher Kates from Snow Play.

Director Koenes provided the Board and membership with the flow of the meeting.

3. ELECTIONS

(David Mickaelian, General Manager, Bette Rohrback, Elections Committee Chair and staff)

David Mickaelian, General Manager, provided the Board with a presentation on the proposed Election Rules and Fair Campaign Guidelines.

Each Board Director provided their feedback on the Election Rules. There was Board consensus to include the two changes from Benjamin Levine and Laura Lindgren on the Election Rules from January 4.

Recitals C. fair and impartial

4.3 Complaints

4. BREAK

Taken at 10:55 a.m.

The Board reconvened at 11:07 a.m.

5. Elections

The Board of Directors continued with the discussion of the Elections item and what, if anything should be removed from the Fair Campaign Guidelines to the Election Rules.

The Board of Directors reviewed and discussed the proposed Elections Committee Charter.

There was brief discussion on increasing the size of the committee from 3 to 5 regular members. There was Board consensus that the Elections Committee shall be up to 5 members with a minimum of 3 and the quorum no less than 2 or 50%.

There was Board consensus to change the word neutral to fair and impartial.

After discussion, the Board provided direction to legal and staff on the suggested changes to the Election Rules. The Board will review the revised document after the break.

Break was taken at 12:55 p.m.
The Board reconvened at 1:30 p.m.

The Board of Directors reconvened and reviewed the revised Election Rules.

After review, Director Mahoney moved to approve the revised Election Rules for 45-day notice and delegating staff to prepare the cover and notice to membership seconded by Charles Wu. Motion passed: 5 – 0

The Board of Directors reviewed the revised Elections Committee Charter.

After review, Director Roth moved to approve the Elections Committee Charter as amended seconded by Director Mahoney. Motion passed: 5 - 0

There was discussion on the Fair Campaign Guidelines and consensus by the Board for the committee to work with Benjamin Levine and Laura Lindgren to propose a document for consensus by the Board at the February meeting.

6. ADJOURNMENT

At 3:01 p.m. Director Mahoney moved to adjourn the meeting seconded by Director Murrell. Motion Passed: 5 – 0

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 special meeting held on January 8, 2021 as approved by the Board members in attendance and constituting a quorum at a duly convened subsequent meeting of the Board.

Courtney Murrell, Board of Directors Secretary