

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

December 18, 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, December 18, 2020. President Kones called the meeting to order at 9:02 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 (via webinar)
Jim Roth, Vice President (via webinar)
Steve Mahoney, Treasurer (via webinar)
Courtney Murrell, Secretary (via webinar)
Charles C. Wu, Director (via webinar)

Directors Absent: None

Staff Present: **David Mickaelian, General Manager**
Annie Rosenfeld, Director of Risk and Real Property
Lindsay Hogan, Marketing Manager
Jon Mitchell, Director of Capital Projects
Miguel Sloane, Director of Operations
Erika Stohl, Director of Human Resources
Tom O'Neil, Controller
Robin Bennett, Recording Secretary

1. CALL TO ORDER

2. MEMBER & DIRECTOR COMMENTS

Board President Koenes stated that the Board received a new Election Rule document this morning and the discussion for the Election Rules item will be removed for today to allow the Board time to review the new document.

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

Member comments were made regarding:

- A member commented on member outreach on the lodge and strategic plan and gave kudos to the staff.
- A member commented on residents living in residential units on Neighborhood Commercial property and asked if they had to confirm to Tahoe Donner Association CC&R's.

Director comments were made regarding:

- Director Mahoney commented on the statement Director Koenes made in regard to the Election Rules.
- Director Wu commented on member letters being posted on the website.

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)

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

- November 20, 2020 Regular Meeting Minutes
- December 3, 2020 Special Meeting Minutes
- Executive Session Report
 - November 20, 2020
- 5501 Report
- New Club – Mountain Bike
- Finance/General Plan Committee – Postpone Appointments through May 2021

Director Wu removed the Mountain Bike Club.

Director Mahoney moved to approve the consent calendar with the removal of the Mountain Bike Club seconded by Director Murrell. Motion Passed: 5 – 0

After discussion, Director Wu moved to approve the new Mountain Bike Club seconded by Director Murrell. Motion Passed: 5 – 0

4. **COMMITTEE / TASK FORCE REPORTS**

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

5. **RESOLUTION TO RECOGNIZE BILL HOUDYSHELL ON THE OCCASION OF HIS RETIREMENT**

Annie Rosenfeld, Director of Risk Management and Real Property provided the Board with a presentation in regard to the retirement of Bill Houdyschell, Forester.

The Board of Directors recognized Bill Houdyschell by ratifying a resolution for his years of service and named the Forestry Facility after Bill.

After recognition, Director Roth moved to adopt the resolution and naming the Forestry Facility after Bill Houdyschell seconded by Director Murrell. Motion Passed: 5 – 0

6. **GIVING FUND COMMITTEE**

Suzanne Sullivan, Giving Fund Committee Chair, provided the Board of Directors with an update on the grants that have been awarded to non-profits. Suzanne mentioned that the *Giving is Living* program is in process and the funds will be used for next year's scholarships and grants.

7. **GENERAL MANAGER UPDATE**

David Mickaelian, General Manager along with staff provided the Board of Directors with an update on a recap of summer programs, the Lodge at Downhill Ski, Capital Projects, Strategic Plan, COVID-19, and TSSA.

David Mickaelian, General Manager updated the Board on the emergency ordinance prepared by the Town of Truckee in regard to STR and hotel visitors. He encouraged everyone to review the ordinance on the Town of Truckee website.

8. **BREAK was taken at 11:09 a.m.**
The Board of Directors reconvened at 11:15 a.m.

9. FINANCIAL UPDATE

Tom O’Neil, Controller provided a financial update to the the Board of Directors.

The Board moved to item 11 Committee Appointments

10. 2015-5 INVESTMENT POLICY

Director Mahoney provided background information on the Investment Policy and clarifications.

After discussion, Director Wu moved to approve the Investment Policy with an amendment from 7 years to 5 years seconded by Director Mahoney.

Motion Passed: 5 – 0

11. COMMITTEE APPOINTMENTS/REAPPOINTMENTS

The Board of Directors reviewed the decision papers with reappointments and new appointment applications for the following committees.

Architectural Standards Apointments

Director Mahoney moved to approve the reappointments and appointment of Graham Reid seconded by Director Roth.

Motion Passed: 5 – 0

Covenants Committee Appointments

Director Roth moved to approve the reappointments and moved Michael Paparian to a regular member from alternate seconded by Director Koenes. Motion Passed: 5 – 0

Elections Committee

Director Mahoney moved to approve the reappointments and new appointment of Charlene Simmons seconded by Director Murrell. Motion Passed: 5 – 0

Giving Fund Committee

Suzanne Sullivan, Giving Fund Committee Chair requested an extension for expiring memberships to the January meeting.

Director Mahoney moved to approve the extension second by Director Roth Motion Passed: 5 - 0

BREAK was taken at 12:06 p.m.

The Board of Directors reconvened at 12:22 p.m. to item 14.

12. 1997-5 RESOLUTION PROCEDURES FOR MEMBER APPEALS FROM COVENANTS AND ARCHITECTURAL STANDARDS COMMITTEE DECISIONS

There was Board consensus to direct staff to prepare a proposed updated version of the resolution for Board approval at the January meeting.

13. BREAK was not taken

14. 2021 ELECTIONS FAIR CAMPAIGN GUIDELINES

Dave Feingold, legal counsel provided background information to the Board on the Fair Campaign Guidelines.

After discussion, consensus of the Board was to provide three documents with a road map at the January 8 special meeting. Election Rules, Fair Campaign Guidelines and the Elections Committee Charter. The Board will review and discuss the Board Code of Conduct as time allows at the special meeting.

The Board of Directors moved to item 10.

15. 2021 ELECTION RULES 45-DAY NOTICE

This item was removed at the beginning of the meeting.

16. EXECUTIVE SESSION (closed to members)

Director Mahoney moved to adjourn to executive session seconded by Director Murrell at 1:37 p.m.

16. ADJOURNMENT

There was board consensus to adjourn the meeting at 3:28 p.m.

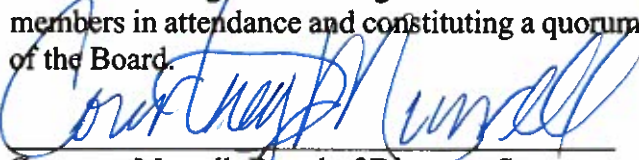
Submitted by:



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 December 18, 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