

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

March 26, 2021
Teleconference
9:00 a.m.

A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held via teleconference on Friday, March 26, 2021. President Kones called the meeting to order at 9:00 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)
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
Miah Cottrell, Director of IT
Erika Stohl, Director of Human Resources
Todd Martyn-Jones, Director of Finance, Accounting and Business Support
Steve Turner, Director of Food & Beverage
Robin Bennett, Recording Secretary

1. CALL TO ORDER

Employee Recognition

David Mickaelian, General Manager, recognized employees for their years of service with Tahoe Donner. Lew Orlady 15 years of service, Roy Espinoza and Miguel Sloane for 25 years of service with Tahoe Donner.

50th Anniversary

President Koenes recognized employee Sophie Sanetra of Downhill Ski and spoke on this year being the 50th anniversary of Tahoe Donner.

2. MEMBER & DIRECTOR COMMENTS

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 fire insurance and the proposed new regulations.
- A member commented on the pricing process in Tahoe Donner.

Director comments were made regarding:

- Director Wu commented on pricing during the budget process.
- Director Koenes commented on the member letters received. He also stated that the board should be setting a pricing policy with parameters.

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).

President Koenes, presented a slide presentation on the process and flow for the meeting.

3. ACTION: CONSENT CALENDAR (Board of Directors)

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

- February 26, 2021 Regular Meeting Minutes
- March 12, 2021 Special Meeting Minutes

Executive Session Report

- February 26, 2021
 - March 12, 2021
-
- 5501 Report

- 2022 Reserve Replacement purchase of one Downhill and one Cross Country groomer
- Forestry crew truck replacement, 2021 Replacement Reserve item

Director Roth removed the 2022 Reserve Replacement purchase of two groomer's from consent.

Director Mahoney moved to approve the consent calendar as amended seconded by Director Wu. Motion Passed: 5 – 0

After discussion, Director Wu approved management's recommendation of the purchase of one groomer for Downhill Ski and one groomer for Cross Country 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. GIVING FUND

The Board of Directors received a scholarship update from Suzanne Sullivan, Giving fund Committee Chair.

Director Murrell disclosed that her son is a senior at Truckee High School and is eligible for the Giving Fund Scholarships. She then asked Suzanne Sullivan to clarify and confirm that the board is not privy to nor is part of the scholarship selection process.

After discussion, Director Mahoney moved to accept the request by the Giving Fund authorizing up to \$235,000 for scholarship awards seconded by Director Wu. Motion Passed: 5 - 0

6. GENERAL MANAGER UPDATE

David Mickaelian, General Manager along with staff provided the Board of Directors with an update on COVID Summer Operations, Lodge at Downhill Ski, Donner Pass Rd parking and a member portal.

7. FINANCE AND GENERAL PLAN COMMITTEE CHARTERS

The Board of Directors reviewed the committee charters for the two committees.

Director Wu moved to have the committee chair meet with management and have one charter presented as an advisory charter presented to the board seconded by Director Roth. Motion Passed: 3 – 2 Director Koenes and Director Mahoney No

**8. BREAK was taken at 11:15 a.m.
The Board of Directors reconvened at 11:25 a.m.**

9. BOARD OF DIRECTORS CODE OF CONDUCT

The Board of Directors received a brief presentation on the proposed Board of Directors Code of Conduct.

After discussion, Director Murell moved to approve the recommendation by staff on the Board of Directors Code of Conduct as presented with the sentence added to the first paragraph of Section G: "Directors are expected to abide by the Campaign Guidelines" seconded by Director Mahoney. Motion Passed: 5 – 0

**10. BREAK WAS TAKEN AT 1:00 p.m.
THE BOARD OF DIRECTORS RECONVENED AT 1:15 p.m.**

The Board reconvened to item 12 Pizza on the Hill Code Compliance.

11. 2021 WORKPLAN

David Mickaelian, General Manager presented the workplan for 2021 to the Board of Directors.

After discussion, Director Mahoney moved to accept the 2021 workplan with an amendment to the last page Financial: Develop a refined financial and business performance reporting system in order to improve our capital allocation, member service and pricing decision making.

Other: This work plan may be amended by adding or deleting tasks so long as it is approved by the Tahoe Donner Association Board of Directors.
Seconded by Director Wu.

After further discussion, Director Mahoney amended his motion above by adding: to permit Jim, Charles and David to sort out what additional work stream they would like clarity and provide the workplan at a future meeting seconded by Director Roth.
Motion Passed: 5 -0

12. PIZZA ON THE HILL CODE COMPLIANCE

The Board of Directors received a presentation from staff on the compliance issues for POTH.

After discussion, Director Murrell moved to approve the use of Replacement Reserve Fund (RRF) scheduled for 2022, 2023 and 2024 for kitchen, bar and dining room improvements at the Tahoe Donner Association Northwoods Clubhouse in an amount not to exceed \$87,226 and give the General Manager authority to enter into construction contracts in order to complete the refurbishment of Pizza on the Hill prior to reopening for Memorial Day in 2021 seconded by Director Roth. Motion Passed: 5 - 0

13. FINANCIAL UPDATE

Todd Martyn-Jones, Director of Finance, Accounting and Business Support, provided the Board of Directors with a financial update.

Break was taken at 2:39 p.m.

The Board reconvened to the appeal hearing at 2:46 p.m.

14. QUARTERLY TREASURER'S INVESTMENT REPORT

The Board of Directors received a presentation on the Quarterly Treasurer's Investment Report by Steve Mahoney, Treasurer.

15. FINE SCHEDULE

This item was not discussed due to time constraints and will be discussed at a future meeting.

16. APPEAL HEARING

Annie Rosenfeld, Director of Risk Management and Real Property provided the board with the appeal procedures and the background on the appeal. She also stated Mr. Stewart was in the meeting. The appellant Mr. Stewart provided background information to the board.

After discussion, Director Koenes moved to approve the recommended action by staff to deny the appeal and uphold the decision of the Architectural Standards Committee seconded by Director Wu. Motion Passed: 3 – 0 Director Wu Abstain, Director Roth No

17. EXECUTIVE SESSION (closed to members)

There was consensus by the board to adjourn to executive session at 3:33 p.m.

18. ADJOURNMENT

There was board consensus to continue executive session to March 30, 2021.

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 March 26, 2021 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