

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

July 23, 2021
Teleconference
9:00 a.m.

A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held at the Northwoods Clubhouse and via teleconference on Friday, July 23, 2021. President Koenes 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
Courtney Murrell, Vice President
Jim Roth, Secretary
Steve Mahoney, Treasurer
Charles C. Wu, Director (via webinar)

Directors Absent: None

Staff Present: **David Mickaelian, General Manager**
Brian Yohn, Interim Director of Risk and Real Property
Lindsay Hogan, Director of Communications & Member Relations
Jon Mitchell, Director of Capital Projects
Jesse Strzok, Assistant Director of Operations
Miah Cottrell, Director of IT
Todd Martyn-Jones, Director of Finance, Accounting and Business Support
Steve Turner, Director of Food & Beverage
Robin Bennett, Recording Secretary

1. CALL TO ORDER

50th Anniversary Recognition

President Koenes recognized the Tahoe Donner Giving Fund Committee.

President Koenes provided the flow and process of today's meeting.

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 a vote regarding the downhill ski project.
- A member commented on the May board meeting recording.
- A member commented on the code of conduct for the members.

Director comments were made regarding:

- Director Mahoney commented on the Tahoe Donner Giving Fund Campaign.
- Director Roth commented on the recordings for the meetings.
- Director Koenes commented on Zoom recordings.
- Director Koenes commented on Nextdoor comments in regard to the chat function being disabled and the reasons why.

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:

- June 25, 2021 Regular Meeting Minutes
Executive Session Report
 - June 21, 2021
 - June 25, 2021
 - July 13, 2021
- 5501 Report
- Financial Report
- Replacement Reserve Acceleration of Golf Maintenance Equipment – Rough Mower and Deep Tine Aerator
- Replacement Vehicle for Forestry Department
- Giving Fund – New Committee Members

Director Mahoney moved to adopt the consent calendar 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. GENERAL MANAGER UPDATE

David Mickaelian, General Manager along with staff provided the Board of Directors with an an update on the Lodge at Downhill Ski, 2021 Workplan, Communication Plan, and Winter Rates.

6. PROPOSED CHANGES TO OFF-ROAD VEHICLE RULE MEMBER COMMENT

The Board of Directors heard member comments on the proposed off-road vehicle rule change.

**7. Break was taken at 10:50 a.m.
The Board of Directors reconvened at 11:01 a.m.**

8. 2021-5 COMMITTEE POLICY

David Mickaelian, General Manager, provided the board with a presentation. The Board of Directors reviewed and discussed the proposed 2021-5 Committee Policy.

After discussion, Director Mahoney moved to approve the 2021-5 Committee Policy as presented by staff which rescinds 2008-2 and 2018-7 seconded by Director Murrell.

Director Roth moved to amend the motion above by making two changes one on page 3 in regard to serving on the committee for a period of one year and page 5 in regard to eligibility and adding the word “particular”: seconded by Director Koenes.

Motion Passed: 5 - 0

1. On page 3 change- serving for a period of one year, to committee chair will serve until the first Committee meeting of the following calendar year
2. Page 5 eligibility section add particular in front of committee

9. COMMITTEE CHARTERS

The Board of Directors reviewed and discussed the proposed committee charters for Long Range Planning Committee (formerly GPC) and Trails and Open Space.

After discussion, Director Roth moved to approve the proposed Long-Range Planning Committee Charter with three amendments 1. page 2 change association to “members” quality of life, 2. add bullet under guiding principles Governing Documents: Conform to the Association’s Governing Documents including the Covenants & Restrictions and the Bylaws, and 3. changing the number of committee members from seven to nine seconded by Director Mahoney. Motion Passed: 5 – 0

After discussion, Director Roth moved to approve the Trails and Open Space Committee Charter with the addition to the guiding principles section adding a bullet for Governing Documents: Conform to the Association’s Governing Documents including the Covenants & Restrictions and the Bylaws seconded by Director Mahoney. Motion Passed: 4 – 0 (Wu Absent)

**10. BREAK/LUNCH WAS TAKEN AT 12:29 p.m.
The Board of Directors reconvened at 12:58 p.m.**

11. APPROVE TRANSFER OF FUNDS

Todd Martyn-Jones, Director of Finance, Accounting and Business Support briefed the board on the funds transfer presentation.

After discussion, Director Mahoney moved to approve the transfer of \$2,986,822.38 from the Replacement Reserve Fund to the Operating Fund and transfer \$222,717.93 from the Development Fund to the Operating Fund and transfer \$70,904.91 from the Operating Fund to the New Machinery and Equipment Fund with a net cash increase to the Operating Fund - \$3,138,635.40 seconded by Director Murrell. Motion Passed: 4 – 0 (Wu absent)

12. COST OF SERVICES STUDY

David Mickaelian, General Manager, briefly mentioned the cost of services study and introduced Russ Branson, Consultant.

Russ Branson provided the board with a presentation on the cost of services study.

13. EXECUTIVE SESSION (closed to members)

Director Roth moved to adjourn to executive session at 2:30 p.m. seconded by Director Mahoney. Motion Passed: 5 - 0

20. ADJOURNMENT

There was board consensus to adjourn executive session at 4:00 p.m.

Submitted by:

Jim Roth, 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 July 23, 2021 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