

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

November 19, 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, November 19, 2021. President Koenes 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 Koenes, President
(Via Webinar) Courtney Murrell, Vice President
Jim Roth, Secretary
Steve Mahoney, Treasurer

Directors Absent: Charles Wu, Director

Staff Present: **David Mickaelian, General Manager**
Brian Yohn, Interim Director of Risk and Real Property
Jon Mitchell, Director of Capital Projects
Miguel Sloane, Director of Operations
Todd Martyn-Jones, Director of Finance, Accounting and Business Support
John Groom, Director of Land Management
Mike Edmonds, Human Resources Manager
Sheryl Walker, ASO Manager
Blake Haverty, Recording Secretary/ HR Coordinator

1. CALL TO ORDER

General Manager, David Mickaelian, recognized employees Juan Gonzalez and Andrea Palmer for their 10 years and Ali Kovach for 20 years of service here at Tahoe Donner. President Koenes recognized employee Miguel Sloane for the 50th Anniversary Recognition and his service here at Tahoe Donner.

2. MEMBER COMMENTS

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

Member comments:

- A member commented on listening and other’s opinions on NextDoor
- A member commented on the appreciation of staff, in-person meetings, and opinions
- A member commented on employee housing

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

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

- October 15, 2021 Special Meeting Minutes
- October 22, 2021 Special Meeting Minutes
- Executive Session Report
October 15, 2021
October 22, 2021
- 5501 Report
- Financial Report
- Amended Long-Range Planning Committee Charter
- Golf Cart Reserve Replacement Purchase – Item included as a 2021 RRF budgeted expenditure
- Approve updated bylaws for Tahoe Donner Women’s Golf Club

After discussion, Director Mahoney moved to approve the consent calendar as presented seconded by Director Roth.

Motion Passed: 4 – 0 (Wu Absent)

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 update on Capital Projects, eUnify, and Member Survey.

Don opened up the discussion for comments from members:

- A member commented on the amount of surveys sent to members
- A member commented on the choices provided on the survey

6. MEMBER COMMUNICATIONS

Don Koenes (Board president) invited the Board, General Manager, and staff to discuss member communications, integrity of Tahoe Donner, and next steps.

Don opened up the discussion for comments from members:

- A member commented on fake news, acknowledging opinions, and how to communicate
- A member commented on the comments made about a specific group and profitability of the Ski Lodge
- A member commented on biases and self interests
- A member commented on communication
- A member commented on a member vote for the Ski Lodge
- A member commented on rapid response
- A member commented on treating others with respect
- A member commented on a member vote

Steve Mahoney, Treasurer, proposed a 2-part motion to the Board. Director Mahoney moved to approve the motion with live edits listed below, seconded by Director Roth. Motion Passed: 4-0 (Wu Absent)

1. To assure the members of Tahoe Donner Association that the Board acts ethically, responsibly and in the best interests of the Association taken as a whole, the Board authorizes and directs the President to prepare a letter to the membership that addresses the widely distributed, spurious allegations of fraudulent behavior and violation of fiduciary responsibility by this Board. The letter is to be distributed to all owners of record (and any affiliated members) as soon as possible by the most effective means.
2. While recognizing each member's free speech rights, the Board hereby authorizes the President to direct the General Manager, whenever they deem it in the best interests of Tahoe Donner Association, and by whatever means they feel are appropriate in the circumstances, to respond promptly and appropriately to any (i) materially false or misleading statements, (ii) untrue allegations, or (iii) groundless personal attacks that call into question the integrity of the Corporation, this Board, the staff, or member volunteers. TDA's legal counsel shall be consulted as appropriate.

7. Break was taken at 11:47 a.m.

The Board of Directors reconvened at 11:56 a.m.

8. ACTION: GIVING FUND COMMITTEE CHARTER

The Board reviewed the Giving Fund Committee Charter presented by Suzanne Sullivan. The Board suggested staff and volunteer Benjamin Levine to help revise Giving Fund Committee Charter to the newly adopted 2021-5 policy and propose the new Committee Charter at a later Board Meeting.

9. 2022 COMMITTEE APPOINTMENT PROCESS

David Mickaelian, General Manager, briefed the Board on the Committee openings coming up in 2022 and next steps.

Don opened up the discussion for member comments:

- A member commented on the term length of committee members
- A member commented on the policy explaining terms limits in regards to the previous comment

10. DISCUSSION: AMENITY ACCESS POLICY AND RECREATION FEE SCHEDULE

Miguel Sloane, Director of Operations, discussed the Amenity Access Policy and Recreation Fee Schedule for direction/clarity from the Board.

Don opened the discussion for member comments:

- A member commented that there should not be a difference between members and guests
- A member commented on conducting a survey
- A member commented on public pricing on amenities

**11. Lunch was taken at 12:36 p.m.
The Board of Directors reconvened at 1:03 p.m.**

12. DISCUSSION: LODGE AT DOWNHILL SKI AD HOC COMMITTEE CHARTER "TASK FORCE" REPLACEMENT PROJECT TASK FORCE

Jon Mitchell, Director of Capital Projects presented to the Board and sought guidance about the status on the future of the Ad Hoc Committee

- A member commented on keeping membership involved and task force continuing after submittal date

13. DISCUSSION: COVENANTS ENFORCEMENT PROCEDURES

Brian Yohn, Iterim Director of Risk & Facility, presented to the Board and sought guidance on the proposed revisions to the Covenants Enforcement Procedures.

- A member commented on the concerns and issues with the procedures

14. EXECUTIVE SESSION (closed to members)

The Board adjourned to executive session at 2:45 p.m.

15. ADJOURNMENT

There was consensus of the board to adjourn at 4:15 p.m.

16. Submitted by:

Jim Roth, Board of Directors Secretary

SECRETARY'S CERTIFICATE

I, Jim Roth, 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 November 19, 2021 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Jim Roth, Board of Directors Secretary