

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

January 28, 2022
Teleconference
9:00 a.m.

A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held via teleconference on Friday, January 28, 2022. 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 (intermittently)
Jim Roth, Secretary
Steve Mahoney, Treasurer
Charles C. Wu, Director

Directors Absent: None

Staff Present: **David Mickaelian, General Manager**
Brian Yohn, Interim Director of Risk and Real Property
Annie Rosenfeld, Director of Administrative Services
Joe Reeder, Manager of Communications & Member Relations
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
Steve Turner, Director of Food & Beverage
Sheryl Walker, Manager of ASO
Patricia West, Recording Secretary
Blake Haverty, Recording Secretary

1. CALL TO ORDER

Employee Recognition

David Mickaelian recognized Brian Yohn, Assistant Director of Risk Management and Real Property.

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 creating a Past President Council.
- A member commented in support of the Board.
- A member commented on a petition submitted to the Board.
- A member commented on a smaller lodge option.
- A member commented on civility.
- A member commented on the emails being sent and the Board's transparency.
- A member commented on the Board and redevelopment of Downhill Ski Lodge.
- A member commented on legal fees.
- A member commented on membership and Board decisions and golf fees.
- A member commented on feeling very informed and issues with December storm.

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. CONSENT CALENDAR

All items listed under the Consent Calendar are considered to be routine and will be approved by one motion. There will be no separate discussion of these items unless a member of the Board requests a specific item to be removed from the Consent Calendar for separate action. Any item so removed will be taken up following the motion to approve the remainder of the Consent Calendar.

- December 1, 13, 17, 2021 Special Meeting Minutes
- December 17, 2021 Regular Meeting Minutes
- Executive Session Report
 - December 20, 2021
 - January 21, 2022
- 5501 Report
- Covenants Committee Member- New Application for Alternate Member
- Covenants Committee – Reappointment of Chairperson
- Giving Fund Committee – Charter
- Giving Fund Committee – Officer Appointments
- Elections Committee – New Application for Regular Member
- Elections Committee – Appointment of Chair and Vice Chair
- Elections Committee – Staff Report on Inspector of Elections and Accounting Firm

Director Mahoney moved to approve the Consent Calendar except for the removal of the December 1, 2021 minutes and remove the appointment of Elizabeth Creger as a new alternate member of the Covenants Committee. Director Roth seconded. Motion Passed: 4 – 0, Murrell Absent

After discussion, Director Koenes moved to amend the Dec 1 minutes to reflect a continuation. Director Roth seconded. Motion Passed: 4 – 0, Murrell Absent

After discussion, Director Mahoney moved to approve Elizabeth Creger as a new alternate member of the Covenants Committee and thank her for her service. Director Roth seconded. Motion Passed: 4 – 0, Murrell Absent.

4. COMMITTEE / TASK FORCE REPORTS

The Board of Directors reviewed the Committee/Task Force written minutes and reports as a routine monthly procedure. Director Mahoney asked for information about the Long-Range Planning Committee.

David Mickaelian responded that there was a first LRPC meeting on January 20th, 2022 and working with a consultant on governance training, which will be rolled out to other Committees. Director Koenes accepts this as an information item.

5. 2022 COMMITTEE ANNUAL TASK LIST

Nan Meeks, Giving Fund Committee Vice Chair presented the Giving Fund Committee's 2022 Goals.

Director Mahoney moved to accept the Giving Fund Goals for 2022, Director Wu seconded. Motion Passed: 4 – 0, Murrell Absent.

6. 2022 ELECTIONS COMMITTEE TIMELINE AND PROCEDURES

David Mickaelian, General Manager presented the 2022 Elections Timeline and Procedures.

Motion to accept proposed Timeline and Procedures by Director Roth, seconded by Director Mahoney. Motion Passed: 4 – 0, Murrell Absent.

The Board discussed whether to agendize the option of members having single use of Membership List and the use of common space for campaigns and will wait for a memo from Legal.

7. GENERAL MANAGER UPDATE

David Mickaelian, General Manager, along with Staff, provided an update on Amenity Access working group, Trails and Master Plan, Forestry and fire mitigation, eUnify and Member Portal and Post December Storm report.

The Board of Directors asked for the goals of the Amenity Access Review working group for the February 25th Board Meeting.

Director Koenes opened up the meeting for Member Comments:

- A member commented on ebikes and Trails & Open Space survey.
- A member commented on surveys and amenity cost and access.
- A member commented on allocated overhead.

The Board of Directors asked for current cost of generators.

8. BREAK

Break was taken at 11:25 a.m.

The Board of Directors reconvened at 11:35 a.m.

9. REVIEW 2022 PRICING FOR GOLF OPERATIONS

Miguel Sloane, Director of Operations, presented a Golf 2021 Overview and updated 2022 rates.

Director Koenes moved to approve the 2022 Golf Rates, Director Roth seconded. Motion Passed: 3 – 0, Wu and Murrell Absent.

Director Wu was not able to unmute for voting for 2022 Golf Rates. Motion for 2022 Rates updated. Motion Passed: 4 – 0, Murrell Absent.

10. LUNCH BREAK

Break was taken at 12:53 p.m.

The Board of Directors reconvened at 1:15 p.m.

11. FINANCIAL UPDATE

Todd Martyn-Jones, Director of Finance, Accounting and Business Support presented to the Board of Directors the unaudited financials for the month of December as well as Q-1 outlook. The Board of Directors discussed the report.

12. EXECUTIVE SESSION (closed to members)

The Board adjourned to executive session at 1:55 p.m. Motion passed 4 – 0.

13. ADJOURNMENT

There was a consensus of the Board to adjourn at 3:18 p.m.

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 January 28, 2022 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