



STAFF REPORT

DATE: July 22, 2022

TITLE:

Board of Directors Governance

RECOMMENDATION:

By Motion:

Rescind resolution 2020-3 and approve Resolution 2022-1, Board of Directors Authority, Meetings of the Board, and Governance Guidelines

BACKGROUND:

At the June 26, 2022, organizational board meeting, one of the items the Board considered was establishing the 2022/2023 regular board schedule. The Board schedule is referenced in Resolution 2020-3 however, the annual Board schedule is established each year. Director Levine suggested that Resolution 2020-3 be changed to reflect a normally scheduled day and time. In addition, it was suggested by Director Levine that additional language be added to the resolution that provides when items of significant interest to the membership arise, special board meetings be scheduled with dates and times outside of the regular board meeting schedule. The Board concurred with Director Levine's recommendations and requested staff to set an action item for a new resolution at the next board meeting with these changes. Staff has updated Section II, B, 2 and Section II, E, 7 that address the two items raised at the June 26, 2022, organizational board meeting.

ANALYSIS:

Resolution 2020-3 addresses several items related to the Board's authority. Specifically, it addresses their authority, Meetings of the Board, and Governance. Section II, B, 2 addresses days and times of normally scheduled board meetings. Historically, the Board has determined the date and times of board meetings at the organizational meeting following the annual membership meeting where the results of the annual election are announced. To ensure staff, third party participants and consultants can participate on a regular basis, regularly scheduled board meetings should be held on a weekday. It is preferred to hold regular meetings during normal business hours. Therefore, it is recommended by staff that regular board meetings be held on the fourth Friday of each month beginning at 9:00 a.m. The meetings are to be held at the Northwoods Clubhouse in the Mezzanine room and via Zoom webinar. The language in Section II, B, 2 has been changed to reflect those dates. It also acknowledges that days and time of regularly scheduled meetings may be changed from time to time so as not to conflict with holidays and/or other significant events. The updated language is as follows:

Tahoe Donner's Board of Directors holds monthly Board of Director meetings to ensure the business of Tahoe Donner Association is managed appropriately. To ensure Board members, staff and third-party participants/consultants are able to participate on a regular basis, the Board of Director meetings will generally take place on the fourth Friday of each month at 9:00 a.m. and are held at the Northwoods Clubhouse Mezzanine, or via remote audio or video conferencing. The regular meeting dates in November and December are typically adjusted as to not interfere with observed holidays. All meeting dates and times are subject to change based on the business needs of Tahoe Donner Association.





While it is important to have well established days and times for board meetings to ensure the business of the Tahoe Donner Association is executed as efficiently as possible, it is also important to recognize the membership's personal schedules vary. For this reason, additional language was added to Section II, E, 7, that recognizes the need to have meetings outside of the normally scheduled days and times of board meetings when items of significant interest to property owners may come up. In these instances, the special meetings may occur on days other than Friday, after hours, or on a weekend. To encourage this, the following language has been added:

Items of significant interest to the membership that require greater conversation beyond discussion or action items in regular Board meetings may be scheduled for special meetings with dates and times outside of the regular Board meeting schedule. These special meeting dates and times shall be scheduled to ensure maximum in person, remote audio, or video conferencing for Board members, Committee members, Tahoe Donner Association property owners, staff and third-party participants.

ALTERNATIVE:

The Board may reject staff's recommendation and leave the language in Resolution 2020-3 unchanged. If this were to be the case, the Board would have to set regular meeting days and time for the 2022/2023 meeting calendar. The Board may also chose to amend some of the language in the updated resultion.

ATTACHMENTS:

Resolution

Prepared By: David Mickaelian, General Manager

Board Meeting Date: July 22, 2022

General Manager Approval to Place on the Agenda: _____

