

Minutes 7/25/22

R-Ranch POA Board of Directors

Working Session

Monday, 7/25/2022 7:00pm

Via Zoom Only

1. Call to Order at 7:11pm Mark Osborne
2. Review Zoom Meeting Policies: Mark Osborne
 - a. State your name each time you speak if your video is off
 - b. State your name each time you make a motion
 - c. Votes will be taken by asking each Board Member one at a time

3. Roll Call:

Mark Osborne, President
Mark Grenbemer, 1st Vice President
Robert Tennes, 2nd Vice President
Don Fukushima, 3rd Vice President
Jason (Jay) Adams, 4th Vice President
Curtis Hancock, Treasurer
Emilie Simmons, Secretary

Heath Kauffman, General Manager

All Directors are present, quorum is established.

4. Review and set Agenda: Don Fukushima makes a motion to add agenda item Report on QuickBooks Restoration. Robert seconds. Hearing no objections, item is added as #11, changing all numbers of the remainder of the agenda by 1.
5. Executive Meeting Reports from 7/3/22, 7/14/22, and 7/19/22: Mark Grenbemer

For the most part, Board work should be open to owners. The Board meets in closed Executive Session for only 4 topics, due to confidentiality of those topics. Contract negotiations, Personnel issues, Litigation, and Owner Disciplinary issues.

Since July 2nd, 2022, the Board has held 4 Executive sessions. This report will cover the first 3.

On July 3rd, all members of the Board were present. Topics discussed included Contract Negotiations and Owner Disciplinary Issues.

On July 14th, all members of the Board were present, as well as Legal Counsel, Clifford Stevens. Several legal matters were discussed. At the end of the meeting, Jay Adams and Mark

Grenbemer signed off, and the other 5 Directors met with Legal to form an Executive Committee.

On July 19th, all members of the Board were present to discuss Contract Negotiations, Personnel Issues, and Owner Disciplinary Issues.

6. Review and approve July 2nd, and 19th Meeting Minutes: Corrections were requested. **Robert makes the motion to approve the July 2nd and July 19th Open Session minutes, with corrections. Mark G seconds the motion. Motion carries with 6 in favor.**

7. Report on QuickBooks Restoration:

General Manager Heath provided an update of the progress being made to restore the bookkeeping program of R-Ranch. Started out with 26,000 errors. The Quickbooks team has worked with Tanya to get that down to 760 errors. Errors date back to 2006. The program is balancing now, but isn't quite correct. Must get everything synced. Tanya is on the phone daily with Quickbooks working on a resolution. Today she was on the phone for 3 ½ hours. Discussion was held. Don requested more information. Heath replied that there is no other information available. Quickbooks is working on the problem. We have to be patient and wait for them to complete their work.

8. Parliamentary Procedures: By-law section 14.3 states that the Board shall adopt a system of parliamentary procedures. Secretary Emilie Simmons was unable to find minutes showing that parliamentary procedures were adopted, so perhaps that should be done today.
 - a. Discussion was held.
 - b. Action to adopt Parliamentary Procedures. **Mark O. made the motion "to adopt Robert's Rules for Small Boards, from the 12th edition." Don seconded the motion. All were in favor. Motion passed unanimously.**
9. Policy Development: Proposed Email Policy.
 - a. Discussion about Proposed Email Policy.

R Ranch Board of Director's E Mail Policy

The use of electronic mail (email) to conduct business has become established as a customary practice following the formation of the R Ranch. With that in mind, the R Ranch Board of Directors (BOD) has established the following guidelines for email use. The primary use of email is for information sharing purposes and only in extenuating circumstances should it be used to conduct BOD business.

Email is primarily used to:

- 1) provide information about BOD meetings (planning);
- 2) request that items be placed on an agenda;
- 3) distribute information for meetings; and
- 4) share information between meetings.

Email is not used to discuss or make decisions on items/issues that should or would usually be addressed at a meeting of the BOD. To address substantive issues between regularly scheduled meetings, the BOD President may call a special or emergency meeting to be attended by teleconference, video conference or in person.

The following are some accepted practices and etiquette considerations when using e mail and will be followed by BOD members:

- 1) messages should be professional, courteous, and respectful always;
- 2) any emails a board member sends to another BOD member or receives by nature of his/her/their position on the BOD should not be forwarded, blind copied, or hard copy produced for a non-BOD member unless a confidentiality statement has been secured for that individual(s) or if approved by the BOD President.*
- 3) remember, e-mails are a permanent record.

* The primary exception will be BOD chartered committees and trustees for which a separate email policy will be developed to guide the use of e mail in these instances.

- b. Action on Email Policy. **Emilie motioned to adopt the Email Policy as presented. (5) votes in favor: Mark G, Curtis, Emilie, Jay, Mark O. (1) vote opposed: Don. (1) vote abstained: Robert.**

10. New Committee Formation: Don presented a proposal for the formation of a Financial Committee.

- a. Discussion was held. Owner comments were allowed. Owner opinion was widely varied. Owner opinion included but was not limited to: Get a CPA on retainer, we need people with experience, involve the owners, develop a financial tool, and get the budget and books together before forming a budget committee. Possibilities brought up included adopting Don's financial committee proposal, adopting Emilie's proposal for 2 financial committees (one to analyze finances and make recommendations, the other to actually develop the budget), and the third idea was to let Heath develop the budget how he sees fit since it is in his job description. Heated and accusatory discussion continued.

Mark O. made the motion to table the topics of new committee formation and the audit topic until the following board meeting. Curtis seconded. Motion carried unanimously.

- b. Budget Committee:

11. Grant Use of Ranch for the purpose of generating sales leads

- a. Discussion. The biggest selling point of the ranch is when potential buyers can actually come and experience it for themselves. Since the beginning of the ranch, potential owners have been invited to come to the ranch for a weekend to go on a tour and experience the ranch activities and amenities. The question has been

raised, is it within our by-laws to continue doing that? What about having sales events like the Open House? The Advisory Committee was asked to research the governing documents and check for whether or not these tour activities are allowable. Their response was it isn't specified one way or the other in the governing documents. According to CC&R 5.7a Use of the Ranch: " However, the board has the right to lease or grant use of the Properties as long as it does not interfere with recreational use." To ensure that Heath is operating within the governing documents, a motion granting use of the ranch for the purpose of generating sales leads needs to be made. Since Heath is in charge of sales as General Manager, he needs to be able to use this sales tool at his discretion. Some Directors expressed that if it has always been done this way, there is no need to make a formal motion. Other directors felt that it is more helpful to have clear policies.

- b. Action on Granting Use: **Emilie made the motion "to grant use of the R-Ranch properties for the purpose of generating sales leads, at the General Manager's discretion." Mark G seconded the motion. Motion carried with (5) votes in favor: Curtis, Mark G, Emilie, Jay, and Mark O. (1) vote opposed: Don. (1) vote abstained: Robert.**
12. Audit or Review (Tabled until next meeting by unanimous vote of the board.)
- a. Discussion:
 - b. Action
13. Owner Comment Time (3 minutes per owner): Most owners that desired to speak did so when invited to speak during the finance committee discussion.
14. Set next Working Session Date and Time: Monday, August 8th, at 6:00pm via Zoom.
15. Meeting was adjourned at 9:46pm. Mark G motioned to adjourn, Emilie seconded. Hearing no objection, meeting was adjourned.

Approved by unanimous vote of the Board on August 8th, 2022
Respectfully submitted by Emilie Simmons, Secretary

Emilie Simmons