

# DRAFT

## Minutes

R-Ranch POA Board of Directors

### Working Session of the Board

Wednesday, 11/16/2022 5:30pm

Via Zoom Only

**This meeting is a continuation of the Working Session held on November 12th.**

Call to Order at 5:34pm by President Mark Osborne

Pledge of Allegiance was led by Mark O

Roll Call by Emilie Simmons

Mark Osborne, President

Mark Grenbemer, 1st Vice President (Joined at 6:23pm)

Robert Tennes, 2nd Vice President

Don Fukushima, 3rd Vice President

Curtis Hancock, Treasurer

Emilie Simmons, Secretary

*Jason (Jay) Adams, 4th Vice President is excused due to a family emergency.*

Heath Kauffman, General Manager is present

***6 Directors were present, quorum was established.***

14. Resolve deficit for 2022:

- a. Robert led a discussion about the motion that was made in the October 15th meeting that authorized the transfer of the Cell Tower Lease payout from the pre-pay account over to the Operations account to cover the deficit for 2022. When the motion was made, the Board had discussed the need to have a large special assessment to pay back that account to provide a cushion for unexpected expenses. Now that it doesn't appear that the special assessment will happen, what is the plan to repay those funds? It appears that we won't be able to pay that back. Robert would like to know whether or not we can do a special assessment to repay money borrowed during a previous year. There are only 2 reasons that the Board can levy special assessments. Emilie referenced the governing documents: CC&Rs 4.3a Regular assessment insufficient in amount. Capital Improvements. We will need to ask Legal if we need further clarification about when the special assessment can be levied. Emilie pulled up the minutes from the October 15th meeting, and Curtis was the one who put forth the motion to use the Cell Tower funds.

Curtis said he was fine with the motion as made. By general consensus, the Board agreed to move on to the next topic.

- b. Don presented information about handling in-house elections. Using Ballot Box is costly, and we may need to have more items going to the Owners for votes. Our governing documents allow us to handle elections in house. Don recommends forming an Election Committee to explore options and conduct in-house elections.

Mark Grenbemer joined the meeting at 6:23pm

- c. Since there is not enough time to pull together a special assessment vote for the Owners before year-end, it was suggested to just drop items c, d, and e (special assessment proposal, date of record for special assessment vote, action to adopt vote proposal). Hearing no objections, Mark Osborne proceeded to item 15.

15. Information Request Policy and Procedure. The Board has received guidance from our Human Resources attorney that we need to protect employee rights to confidentiality of their information. Additionally there have been concerns about maintaining the confidentiality of records that are obtained, and concerns that perhaps our governing documents may contain outdated policies that are no longer in alignment with current HR regulations. A recent request for an employee's resume and background raised concerns, so the HR attorney was consulted. Heath reminded the Board that it is his duty to hire and fire, and that he is responsible for protecting the rights of his employees. Discussion was held by the board, and with new laws coming out with the new year, the policy will likely need to be revised with input from Legal. The following is the policy and procedure as edited during discussion.

## **Information, Records, and Documents Requests**

### **Policy and Procedure**

**Purpose:** To ensure that the confidentiality of R-Ranch records is maintained, that employee rights are protected, and that there is a clear procedure to follow, it is necessary to develop these policies and procedures for Board Members to request information, records, and documents from R-Ranch. It is the intention for this policy and procedure to supplement and clarify section 14.1b of the By-Laws of R-Ranch Property Owners Association.

**Policy:**

The Board as a collective group has the absolute right to inspect all books, records, documents, and minutes of the Association, and request any and all information necessary for the function of the Board. This right may be exercised at any reasonable time, with approval

from a majority of the Board in any meeting of the Board, or by written consent by a majority of the Board including written email consent.

Individual Directors shall not request information, records, or documents from R-Ranch Property Owners Association, except as follows:

- A. An individual Director may request information, records, or documents that are necessary to fulfilling his/her role as an Officer of the Board in the role of President, Treasurer, or Secretary.
- B. An individual Director serving as liaison to a bonafide Committee of the R-Ranch may request information, records, or documents that are necessary for the work of that committee.
- C. An Individual Director may make a request for information as an Owner of R-Ranch, within the established guidelines for Member Inspection Rights (By-Laws 14.1(a) and (c)) .
- D. An individual Director wishing to access information in any other capacity will need to follow the established procedure for requesting information.

**Procedure:**

Any time that an Individual Director is wishing to review information, records, or documents that are not part of his/her duties as the President, Treasurer, or Secretary of the Board, or committee liaison, he or she will need to abide by the following procedure:

1. Prepare a written request that lists the specific information to be requested, and that includes the purpose for the request. This applies to requests to inspect the records of R-Ranch POA onsite as well.
2. Submit a written request to the Secretary to be included on the agenda of an upcoming Board meeting, according to the Procedure for Setting the Agenda, or request the addition to the agenda at the beginning of the meeting during the time set aside for "Review and Set the Agenda".
3. Present the request to the Board, and make a motion for the Board to approve the request. If the request is time-sensitive and cannot wait for the next Board meeting, the Director may present his/her request to the entire Board via email, and ask for their written approval.
4. If a majority of the Board vote in favor of the request, the Director may ask the General Manager to provide the requested information by emailing the approved written request.
5. The General Manager will provide, or cause to be provided, all duly requested information within 10 business days. The information may be provided by phone call,

email, in person, or by postal service, at the General Manager's discretion. If for any reason the requested information cannot be provided within the time-frame, the General Manager will inform the Directors of the delay or unavailability within the allotted 10 business days.

6. The Director will acknowledge in writing that he or she has received the requested information.
7. The written request for information will be filed with the records of the ranch, to ensure that all copies of information, records, and documents are accounted for.
8. The Director will maintain all received information, records, and documents in a manner that protects the integrity and confidentiality of said information, records, and documents. The Director shall not share received documents with others, unless sharing the information was part of the Board approved request.
9. All information, records, and documents remain the intellectual property of R-Ranch Property Owners Association, and will be returned to R-Ranch (or destroyed) no later than the end of the Director's term on the Board.

This Policy and Procedure only applies to requests from Individual Directors to the General Manager. The General Manager does not have to wait for information to be requested, and can distribute information, reports, and documents at will to members of the Board if he/she believes it will be beneficial for the Board Members to have. Additionally, the General Manager is free to contact any Director, at any reasonable time, to request information from them.

**Emilie made the motion to adopt the Information Request Policies and Procedures as edited during the meeting. Mark G seconded the motion. Motion passed with 5 votes in favor (Mark G, Emilie, Curtis, Robert, Mark O) and one opposed (Don).**

Don requested the full name of the new employee. He was informed that her name is Molly.

16. Don had prepared a presentation of the R-Ranch governing documents related to collections. Emilie announced that she had some specific case-by-case information about delinquent accounts that she was given in a recent trip to Headquarters. Emilie suggested that due to the confidential nature of some of what she had to share, that the topic should be addressed first in executive session. **Mark O made the motion to move the topic of Collections to an executive session. Emilie seconded the motion. Motion carried unanimously.**

17. Announcements

- a. Special Owners Meeting to Discuss Rebuild Options: 11/19/22 at 10am in the TV Room

**18. Curtis made a motion for an agenda addition for the immediate good of the order. Mark O seconded the motion. Motion passed unanimously.**

Curtis made the motion to censure Director Fukushima. Emilie seconded the motion. Discussion was held.

Mark Osborne stated the following specific behaviors to Censure:

- Belittling of fellow board members in written communications
- Threatening current and past board members with litigation
- Threatening and belittling employees
- Failure to follow procedure for contacting legal counsel
- Unfounded accusatory emails to fellow board members and employees
- Unprofessional Vulgar language in emails to fellow board members.

**Mark O called for a vote to censure. Motion was made by Curtis and seconded by Emilie, and passed with 4 votes in favor (Mark G, Curtis, Emilie, Mark O) and one vote abstain (Robert).**

Don left the meeting at 7:54pm.

Heath asked a question on behalf of the owners: What does it mean that Don was censured?

Censure is just a public statement that the Board does not condone the behaviors.

The next meeting date and time will be determined later.

19. There being no further business before the Board, Mark Osborne adjourned the meeting at 7:58pm.