

Clearwood Community Association

Minutes of the Special Board of Directors Meeting

November 28, 2018 - ****DRAFT****

- 1 **1. MEETING CONVENED**
- 2 a. At the Clearwood Office
- 3
- 4 **2. QUORUM**
- 5 a. The quorum for the meetings of the Board of Directors is four. Four
- 6 Directors were in attendance throughout the meeting, therefore the
- 7 quorum was met.
- 8 **3. IN ATTENDANCE**
- 9 a. Directors: Andrew Eubanks (President), Emily Martin (Secretary), John Moore
- 10 (Treasurer) and Tom Jones (Director)
- 11 i. Absent: Sooze Fitsik (Vice President)
- 12 b. Member(s) and/or Guests: Syndi Martin, Racheal Paige, Jason Lane, LaDonna
- 13 Hockaday, Brian Gerrish, Malinda Poirier, Aaron Lang
- 14
- 15 **4. REGULAR PRESIDING OFFICER AND SECRETARY**
- 16 a. President Andrew Eubanks and Secretary Emily Martin
- 17
- 18 **5. MEETING CALLED TO ORDER** at 7:00pm
- 19
- 20 **6. INTRODUCTIONS**
- 21 a. The Board, Staff, Members and Guests introduced themselves.
- 22
- 23 **7. APPROVE THE AGENDA**
- 24 a. A Motion was made by Secretary Martin and seconded by Director Jones to
- 25 approve the agenda. Motion passed unanimously.
- 26
- 27 **8. CONSENT AGENDA**
- 28 a. A Motion was made by Secretary Martin and seconded by President Eubanks
- 29 to remove the approval of the Regular Board Meeting Minutes out of the
- 30 Consent Agenda and placed in New Business for further discussion. Motion
- 31 passed unanimously.
- 32
- 33 **9. OPEN FORUM**
- 34 a. President Eubanks pointed out that questions should remain on topic and
- 35 regarding the Employee Handbook.
- 36 b. Member Martin mentioned that she was on the board when Past President
- 37 Drybread re-wrote the Employee Handbook and, prior to the board approving,
- 38 this was sent to the association attorney who had an HR specialist review and
- 39 they found there were changes that needed to be made. Member Martin
- 40 asked if the board has done the same for their proposed changes and sought
- 41 legal advice. President Eubanks stated the only changes that were made were
- 42 changes that were in a previous version of the Employee Handbook and are
- 43 being looked at in order to protect the association. President Eubanks stated
- 44 that he doubted the current version he received was the version that Member
- 45 Martin's board worked on due to added paragraphs that were contradictory to
- 46 paragraphs directly above them. Member Martin advised that an HR specialist
- 47 review the Employee Handbook before being voted on. President Eubanks
- 48 stated that the Employee Handbook is not actually a contract, but a guideline
- 49 so there is leeway. President Eubanks stated that these changes are more
- 50 administrative than board and the goal moving forward is to protect the

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51 association and its employee so that if there were to be another turnover in
52 board, it gives the employees protection and allows them to continue doing
53 their job while separating the board and staff. President Eubanks addressed
54 he is not opposed, after discussion, to sending the Employee Handbook to the
55 attorney and having him review and be voted on at the December meeting.

- 56 c. Member Paige asked if the board would be stating what the changes would be
57 in order to be able to ask questions. President Eubanks stated the proposed
58 changes would be discussed, but this was an operational decision. Member
59 Martin asked for clarification as she recalled when the Employee Handbook
60 was voted on by the previous board, it was voted on that any changes made
61 after that had to be unanimously voted on by the board to ensure different
62 Operation Managers did not come in and make changes, causing the
63 Employee Handbook to change with every new Operations Manager. President
64 Eubanks references the Employee Handbook, Employment at Will para 3,
65 "Nothing in this employee handbook is intended to, or creates an employment
66 agreement, express or implied. Nothing contained in this or any other
67 document provided to the employee is intended to be, nor should it be,
68 construed as a contract that employment or any benefit will be continued for
69 any period of time." President Eubanks stated that means that changes may
70 be made at any time, but agreed that the board approves those changes and
71 why they had gathered to discuss.

10. NEW BUSINESS

a. Employee Handbook

- 74
75 i. President Eubanks stated the intent is not to punish or harm anyone or
76 take anyone's rights away. It is to protect the association and some of
77 the changes will be very evident and some will not.
- 78 ii. President Eubanks stated changes begin on page 11 of the Employee
79 Handbook under Compensation. President Eubanks stated that nothing
80 was changed in regard to annual reviews. The only change being made
81 was adding the section that's been in previous handbooks. President
82 Eubanks quoted the addition, "Promotion opportunities are rather
83 limited at Clearwood. Employees need to have an understanding that
84 any increase in wage may be dependent on a membership vote to
85 cover the association's cost to pay said increase. If there is room for
86 an increase in the existing budget know that it is subject to board
87 approval."
- 88 iii. Secretary Martin asked for clarification on the differences between the
89 original handbook and the proposed draft with changes. Secretary
90 Martin stated the under Confidential Information there was a
91 paragraph missing from the draft and wanted to ensure items removed
92 entirely were also noted. President Eubanks stated that paragraph was
93 not needed and was already covered further up in that section.
- 94 iv. President Eubanks moved on to the Association Sponsored Affairs –
95 Attendance on Duty section as it pertains to employees attending
96 committee meetings or board meeting on the clock. President Eubanks
97 stated the only change was written as "Employees may participate in
98 approved CA sponsored affairs with the approval of the Board of
99 Directors, during their regularly scheduled work hours, and with the
100 least interruption to operations and maintenance work schedules and
101 with a minimum expense to the CCA." The only addition being, "with

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102 the approval of the Board of Directors.” President Eubanks stated this
103 is to ensure we are protecting the community’s assets. President
104 Eubanks went on to an additional change of “Employees may
105 participate in approved community interest groups outside of
106 Clearwood to which the Association desires representation and at the
107 request of the Board of Directors. The only addition being, “and at the
108 request of the Board of Directors.” President Eubanks stated if we are
109 paying the staff to attend, this is being done so with the community’s
110 money and we are accountable for that and should ensure this is being
111 handled appropriately. President Eubanks stated he understood that
112 some committees such as Violations may require a staff member
113 present, but we want to make sure this benefits the membership.
114 Member Martin mentioned that staff, acting at members, should be
115 allowed to clock out during the work day in order to attend committee
116 meetings that meet during the day and make up their time elsewhere.
117 President Eubanks disagreed, and stated staff are expected to
118 accomplish their job that the membership pays them to do. Member
119 Martin disagreed with that statement and feels staff should be allowed
120 to clock out and attend community events or meetings as long as they
121 are making up that time.

- 122 v. President Eubanks moved on to the Access to Personnel Files section.
123 President Eubanks stated this was one of those examples where the
124 main change was that employees should not have access to their own
125 personnel files and we are currently without an HR rep. The old version
126 stated personnel files are maintained by the HR Specialist, but there
127 was a paragraph that stated the Office Manager is responsible for the
128 personal files and this contradicts each other and does not make much
129 sense. President Eubanks stated the proposed change as, “Employee
130 files are maintained by the Human Resources Specialist or Board of
131 Directors in lieu of a Human Resource Specialist and are considered
132 confidential. In order to preserve confidentiality, Board access will be
133 limited to those members who have signed a confidentiality
134 agreement.” President Eubanks stated this would mean personnel files
135 would be locked up and anyone who wanted access to those files
136 would have to sign a confidentiality agreement before viewing.
137 Member Martin stated this is why this needs to go to an HR Specialist
138 to review before changing. She stated you cannot hold a volunteer to a
139 confidentiality agreement and is not legal. Member Martin stated
140 confidentiality agreements are only as good as the people upholding
141 them. Legally, there is nothing one could do about disclosing
142 confidential information. Member Poirier asked why employees can’t
143 handle their own personnel files. President Eubanks stated that creates
144 an opportunity where items such as write ups or evaluations could go
145 missing if they are not favorable and a new Operations Manager would
146 not be aware of this. Member Poirier asked if you could just separate
147 personal information and items such as evaluations. President Eubanks
148 stated he would be fine with this type of language in the handbook as
149 long as we maintain the original documents, evaluations, reviews, etc.
150 and that is why the board is discussing. Member Poirier suggested the
151 board note everything being discussed to provide to the attorney and
152 wait to approve until December’s board meeting. President Eubanks

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153 suggested adjustments be made now and once the attorney reviews, if
154 changes are needed at that time, they can be made then. President
155 Eubanks stated the goal is to get some, if not all, on the books as soon
156 as possible to protect the community. Member Paige stated that
157 personnel files contain a lot of information including medical
158 information and there are HIPPA laws that protect this information as
159 well as the Fair Credit Reporting Act that protects social security and
160 bank information. Member Paige stated concern with a board member
161 who may only sit on the board for three months having access to this
162 kind of information. Member Martin suggested, and Member Paige
163 agreed that only the Operations Manager have this access. Secretary
164 Martin stated that if the Operations Manager is the only one really held
165 accountable for the confidentiality of personnel information, instead of
166 the entire board having access, only the Operations Manager and HR
167 Specialist have this access. In addition, Secretary Martin stated the
168 board safe can house copies of write ups and evaluations in case there
169 is a turn over, this information is available for the new board
170 members. President Eubanks had no concerns with this suggestion.
171 Treasurer Moore agreed, but added the Vice President/acting
172 Operations Manager should also have access and sees no issue with
173 those two people signing confidentiality agreements. Secretary Martin
174 stated that our bylaws only state the Vice President is acting President,
175 not acting Operations Managers. This may be implied, but still does
176 not hold that person accountable and access should be limited to the
177 President as Operations Manager. Director Jones had no objection.
178 vi. President Eubanks moved onto the Social Media Acceptable Use
179 section. President Eubanks stated the only sentence that was added
180 was "Employees may not represent the community on social media
181 and all community social media should be overseen by the Board of
182 Directors' Secretary." President Eubanks stated that the role of the
183 Secretary is to make announcements and posts on behalf of the
184 community and board and the staff should not be representing the
185 community without directive of the board and/or Secretary.
186 vii. President Eubanks moved onto the Training section. President Eubanks
187 stated historically, the handbook has had this section included, but for
188 some reason was removed with the newest version. President Eubanks
189 stated the law is current in regard to this and is applicable. President
190 Eubanks referenced what is included as, "The CCA shall bear the
191 expense and or reasonable costs of a training program or a course
192 directly related to the employee's present position when it is of mutual
193 benefit to both the employee and the employer. All required
194 certifications and continuing education credits required to maintain
195 required certifications shall be at the employer's expense." President
196 Eubanks goes on to state what has been added back into the
197 handbook as, "The direct cost of such training are subject to recovery
198 by the Association when an employee voluntarily leaves employment
199 with the Association at any time within one full year following the
200 completion of the training to accept other employment in which the
201 training was a qualifying factor. This is discretionary in nature and will
202 be enforced based on the Board of Directors recommendation."
203 President Eubanks stated a past employer paid for his welding

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204 certification training in which he is not allowed to weld for employment
205 for 10 years. Even though this was discretionary, that employer could
206 come after him if they chose to. President Eubanks used the example
207 of sending someone for Water Management Training and that
208 employee comes in after completing the training and receiving
209 certification and quits their job. If that employee was to use that
210 certification to secure employment elsewhere where that certification
211 is the sole qualifying requirement the community could go after that
212 person to recoup those costs. Member Martin stated this was
213 previously removed because if you require someone to complete
214 specific certifications or training for their job title, you cannot hold this
215 person to this clause as that makes them in indentured servant.
216 Member Martin stated it should state this clause does not include
217 required training. President Eubanks stated there is no language added
218 that states this is the case. This is discretionary and states this would
219 be mutually beneficial.

- 220 viii. President Eubanks moved onto Miscellaneous Benefits section, under
221 Personal Protective Equipment. President Eubanks stated the section
222 re-written, "The Clearwood Community Association will provide
223 employees with all required personal protective equipment needed to
224 perform their jobs, to include gloves, eye protection, hearing
225 protection, safety vests, hard hats, etc. President Eubanks stated the
226 community has been paying to provide the employees with boots and
227 winter jackets and this was removed. President Eubanks stated this is
228 not typically provided and what is provided is that required by OSHA.
229 President Eubanks stated this is a cost that could go towards wages,
230 benefits, equipment repairs, etc. and this is a reoccurring cost, not a
231 one-time cost. President Eubanks summarized concerns from
232 Maintenance Manager, Albert, regarding this change. Albert had stated
233 this will lead to employees coming to work in sub-standard gear.
234 Albert stated this will put the community in danger and the biggest
235 companies do not provide these types of equipment since their
236 employees only receive minimum wage. Treasurer Moore stated this
237 was looked at years ago and, at the time, they were paying staff
238 minimum wage and why this was done. Because wages have
239 increased, Treasurer Moore feels this should not be included. President
240 Eubanks clarified that because the staff is making over minimum
241 wage, this is a reasonable request to have staff purchase their own
242 boots and winter jackets. Member Poirier asked if this was a promise
243 and how long this has been done. President Eubanks stated this has
244 been done for some time, but is a misallocation of member funds.
245 Member Martin addressed the concern regarding staff showing up in
246 sub-standard gear, stating it is the Manager's responsibility to ensure
247 their team is dressed appropriately and if they aren't, they should be
248 sent home. Member Poirier asked if there was a standard dress attire
249 required of the maintenance staff. President Eubanks stated as far as
250 he was aware, there is no standard at this time, so this is something
251 he would have to get with Albert on and as a Manager, he should be
252 enforcing these standards. Member Poirier asked if this was budgeted
253 for and how much. Secretary Martin quotes what is written in the
254 handbook, "Full time employees will be provided with one pair of steel

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255 toed work boots to be worn exclusively on the job, cost not to exceed
256 more than \$200 every two years or when wear is such that they are
257 no longer suitable as protective footwear." Treasurer Moore referred to
258 the budget for Safety Gear and Clothing and for 2018 and 2019,
259 \$1200 was budgeted for. President Eubanks points out that this is not
260 mutually beneficial to the membership and the wording is vague,
261 stating "employees" which opens it up to all staff, including office staff.
262 Director Jones stated this cost was budgeted for and President
263 Eubanks clarified that safety gear was budgeted for, but does not state
264 boots and winter jackets.

- 265 ix. President Eubanks reviewed changes that were discussed. Member
266 Paige asked if the board was getting rid of the wage charts. President
267 Eubanks stated this had not been decided at this time and Secretary
268 Martin stated this was something the Finance Committee was looking
269 into.
- 270 x. A Motion was made by President Eubanks and seconded by Treasurer
271 Moore to accept the handbook to include the changes regarding the
272 personnel files. Motion moved to discussion. Secretary Martin stated
273 she had no issues with the majority of the proposed changes,
274 however, she feels there are changes that need to be approved by the
275 attorney or HR specialist prior to accepting. President Eubanks agreed
276 that this should go to the attorney as well. Secretary Martin stated this
277 is not something we should be implementing until the attorney reviews
278 and risk legalities. President Eubanks stated the employee handbook is
279 not a legally binding contract because this is an At Will Employment
280 state. Secretary Martin stated regardless, this should go to someone
281 who has the expertise to review and this would protect the board from
282 any changes that are implemented. President Eubanks suggested the
283 motion be more along the lines of approving the handbook pending the
284 attorney's review and approval. Secretary Martin stated this serves no
285 purpose since this wouldn't go into effect until the attorney approved
286 anyways so should wait until the attorney reviews and, if he finds no
287 issue with the proposed changes, this could be added to the consent
288 agenda and can be voted on without further discussion at the
289 December meeting. President Eubanks made a motion to table this
290 item until the attorney's review and approval.

291 b. Approve Regular Board Meeting Minutes – November 17, 2018

- 292 i. Secretary Martin stated she spoke with Member Baker regarding the
293 funding for Patrol to purchase a new radar gun and additional
294 clarification was needed on where the funds would be coming from as
295 the minutes did not reflect that. The minutes reflect funding will come
296 out of Operations, but additional clarification is needed that funds will
297 come from the Sheriff Stipend funding. Member Martin stated the \$15
298 increase was voted on by the membership and was only intended to
299 cover Sheriff patrols. This should come out of reserves, but not the
300 Sheriff stipend. Secretary Martin asked for clarification and thought
301 this discussion was resolved at the last meeting because there is
302 additional funding that is not for patrols and could be used for this
303 equipment purchase. Member Martin stated the resolution was not
304 worded properly and created a loophole in where money can be used,
305 but that was not the intention. Treasurer Moore stated that resolution

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306 was drafted to prevent money being pulled from the Sheriff stipend
307 and being used towards Operations. Treasure Moore stated there is
308 money left over and the way it is written, there is \$5 that is set aside
309 strictly for the Sheriff and \$10 set aside to be used for Operations used
310 for the Sheriff. President Eubanks stated the wording allows for this
311 and Finance has made this recommendation then that's what we need
312 to follow. Member Martin stated Finance did not make that
313 recommendation, this recommendation is not in the minutes and
314 asked the board to read the minutes. President Eubanks and Secretary
315 Martin pulled previous minutes from the Finance meeting where a
316 motion was made to use funds from the Sheriff stipend for the
317 purchase of a new radar gun.
318 ii. A Motion was made by President Eubanks and seconded by Secretary
319 Martin to approve the minutes with the clarification on funding being
320 used from the Sheriff stipend for the new radar gun. Motion passed
321 unanimously.
322

11. Executive Session

- 323
- 324 a. A Motion was made by President Eubanks and seconded by Director Jones to
325 enter Executive Session to discuss legal issues at 8:06pm. Motion passed
326 unanimously.
327 b. A Motion was made by President Eubanks and seconded by Treasurer Moore
328 to exit Executive Session at 9:34pm. Motion passed unanimously.
329

12. Adjournment

- 330
- 331 a. A Motion was made by President Eubanks and seconded by Secretary Martin
332 to adjourn at 9:35pm. Motion passed unanimously.
333

Minutes prepared by:

334 Secretary Emily Martin
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