

Clearwood Community Association

Minutes of the Board of Directors Special Meeting

April 10, 2019 - **DRAFT**

- 1 **1. MEETING CONVENED**
- 2 a. At the Clearwood Office
- 3 **2. QUORUM**
- 4 a. The quorum for the meetings of the Board of Directors is four. Six
- 5 Directors were in attendance throughout the meeting; therefore, the
- 6 quorum was met.
- 7 **3. IN ATTENDANCE**
- 8 a. Directors: Aaron Lang, Vice President (AL); Emily Martin, Secretary (EM); John
- 9 Moore, Treasurer (JM); Brian Gerrish, Director (BG); Malinda Poirier, Director
- 10 (MP); Lonny Bays, Director (LB)
- 11 b. Staff: Racheal Paige
- 12 c. Member(s) and/or Guests: Mary Stokes, Sandy Stokes, Pete Florschuetz,
- 13 Sharon Slack, Linda Azzarella, Shannon Bryant
- 14 **4. REGULAR PRESIDING OFFICER AND SECRETARY**
- 15 a. Vice President Aaron Lang and Secretary Emily Martin
- 16 **5. MEETING CALLED TO ORDER**
- 17 a. At 7pm
- 18 **6. INTRODUCTIONS**
- 19 a. The Board, Staff, Members and Guests introduced themselves.
- 20 **7. APPROVE THE AGENDA**
- 21 a. AL to move the 2020 Budget to the last item on the agenda and move
- 22 Executive Session prior to New Business.
- 23 b. A Motion is made by AL and seconded by JM to approve the agenda as
- 24 amended. Motion passed unanimously.
- 25 **8. EXECUTIVE SESSION**
- 26 a. A Motion is made by AL and seconded by EM to enter Executive Session to
- 27 discuss personnel issues at 7:01pm. Motion passed unanimously
- 28 b. A Motion is made by AL and seconded by JM to exit Executive Session at
- 29 7:08pm. Motion passed unanimously.
- 30 **9. RECONVENE IN OPEN MEETING**
- 31 **10. NEW BUSINESS**
- 32 a. Employee Handbook Review
- 33 i. AL stated we need to review the employee handbook in its entirety
- 34 but wanted to point out specific sections including Harassment and
- 35 Complaint Procedure (pg.5), Conflict of Interest and Confidentiality
- 36 (pg.8), Separation of Employment (pg.15) and Management Rights
- 37 (pg.29). AL reads section regarding harassment and the complaint
- 38 process that we have to follow, specifically the timeline for response
- 39 to the person bringing the complaint forward with a written response
- 40 within 15 days.
- 41 b. Human Resources
- 42 i. MP asked who our HR Specialist is currently. AL stated this was a
- 43 contracted service with our pervious bookkeeper and the employee
- 44 handbook needs to be amended to remove that title and appoint
- 45 someone different to the role of HR Specialist and would like to bring
- 46 this to the April 20th board meeting. JM stated there are some
- 47 volunteers that would be willing to step up and help us in that area.
- 48 AL brought up concerns regarding legality of that arrangement.

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49 JM stated this is a highly qualified volunteer that we would not have
50 to pay. EM stated that is not something we should take lightly. AL
51 notified the board that he told staff, at this time, he will be the point
52 of contact for HR issues, but any staff can speak with any board
53 director about any issues. Member Azzarella stated there's no reason
54 why a highly experienced member of the community with 30yrs
55 experience and has volunteered in the past cannot be paid to handle
56 HR Services and that's something to be considered with a clear job
57 description outlined. EM agreed adding with a volunteer there's no
58 accountability for bad advice and should the board take the bad
59 advice of a volunteer regarding HR, the legality falls on the board
60 not the volunteer. LB and AL discussed legality further with a paid
61 staff member versus outside source and contracting out may be the
62 best option to protect the association. MP inquired if this was brought
63 to Allie for consideration. JM stated it was, but it was not a service
64 that would meet our needs. Member Paige confirmed Allie does have
65 an HR Specialist on staff.

- 66 ii. A Motion is made by AL and seconded by JM to discuss with Allie and
67 Summit their contract terms and scope of work for HR Services.
68 Motion passed unanimously.

69 c. Staffing Levels

- 70 i. AL addressed changes in office in that the Board dismissed Rebecca
71 Kyser from employment for business reasons and cannot go into
72 further detail and as it stands, we only have one employee in the
73 office as Elaine also resigned. AL stated we need to find someone to
74 help support our office and in looking at temp agencies, there are
75 concerns over the contract terms. AL stated, as it stands, we need
76 to discuss hiring part time (90 day) help and one on call employee.
77 Member Stokes offered to assist on a volunteer basis with her
78 experience in data entry for consideration. EM mentioned concerns
79 with any volunteer having access to sensitive member information
80 in our system to include banking information and was not
81 comfortable with a volunteer assisting with this task.

- 82 ii. A Motion is made by LB and seconded by JM motion to allow AL the
83 authority to hire one par-time (20hr per week) employee. AL
84 abstained. Motion passed unanimously.

- 85 iii. Bookkeeper/Allie/The Business Shoppe. AL stated he reached out to
86 Allie and are currently contracted with her until the end of April. The
87 Finance Committee asked to give AL permission to give Allie until the
88 end of May and then month to month thereafter. AL would also like
89 to begin discussion with Tim with Summit Business Team on this as
90 well. AL stated, after conversations with Allie, that he feels Allie did
91 not previously have the support she needed from the board as well
92 as clear direction on expectations. AL added that Allie will be out on
93 Friday to train Racheal, go over everything and answer any
94 questions.

95 Allie had also provided an accounting handbook that never made it
96 to the board or Racheal so this should help with understanding the

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97 system and procedures. BG asked what prohibited this from working
98 previously? AL stated he cannot speculate, but it's obvious that there
99 was a lack in implementing during this period. AL stated we should
100 not have prematurely attempted to change QuickBooks back to the
101 desktop version and we are in the process of getting a refund on the
102 desktop version and will continue to use the system Allie built in
103 QuickBooks online.

d. Key Bank Credit Card

104
105 i. JM stated we removed Rebecca and Elaine from the Key Bank
106 Accounts, cancelled the Key Bank Credit Cards and are being issued
107 a new Rewards Credit Card. AL approved JM to be the temporary
108 holder of the CCA Credit Card as you cannot remove someone
109 without someone else going on the account and it was necessary to
110 remove previous employees. JM explained that the card will remain
111 in the safe and if any manager needs to use the card, they must sign
112 it out and when returned, they need to turn in receipts of their
113 purchase. Racheal confirmed there are Key Bank, Home Depot,
114 Staples and Shell Credit Cards.

115 ii. A Motion is made by LB and seconded by AL to make JM the holder
116 of ALL CCA issued Credit Cards. JM abstained. Motion passed.

e. 2020 Budget

i. 2017 IRS Income Tax.

117
118
119 1. JM stated we had signed with McSwain to do our taxes and
120 they were due April 15th, but the annual audit was not
121 complete until December because of the possible theft which
122 caused us to pay penalties and interest in the amount of
123 \$1,200 on top of the \$4,730 in taxes owed. McSwain hasn't
124 started the 2018 audit and JM asked about a continuance to
125 Sept 15th. JM is proposing to pay in advance to ensure we are
126 not paying penalties and interest again.

127 2. A Motion is made by AL and seconded by MP to issue a check
128 to the Internal Revenue Service in the amount of \$4,370 as
129 listed as the balance due on form 7004, IRS for 2018. Motion
130 passed unanimously.

131 ii. A Motion is made by AL and seconded by EM to reorganize our GL
132 codes. A Motion is made by AL to table this until the April 20th
133 meeting.

134 iii. AL stated his thought is to send the 2020 Budget back to Finance
135 since we now have 2018 actuals and have Allie provide an updated
136 format to match ours from 2017. EM stated she had concerns with
137 the budget numbers regarding the theft and fact that this went
138 unnoticed for so long and the possibility that those numbers are
139 inflated.

140 iv. A Motion is made by AL and seconded by EM to send the 2020 Budget
141 back to Finance for review on April 22nd in comparison with the 2018
142 actuals. Open for discussion. Board and audience discussed options
143 and ability to approve the draft budget now and make minor changes
144 later.

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- 145 v. EM excused herself from the meeting.
- 146 vi. AL rescinded Motion currently on the table.
- 147 vii. A Motion is made by AL and seconded by JM to accept the 2020 draft
- 148 budget as proposed and recommended by the Finance Committee.
- 149 Motion passed unanimously.

11. ADJOURNMENT

- 151 a. A Motion is made by AL and seconded by MP to adjourn at 8:23pm. Motion
- 152 passed unanimously.

153 **Minutes Prepared by:**

154 Secretary Emily Martin

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