

Clearwood Community Association

Minutes of the Board of Directors Special Meeting

April 29, 2019 - **APPROVED**

- 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, President (AL); Brian Gerrish, Vice President (BG); Emily
- 9 Martin, Secretary (EM); John Moore, Treasurer (JM); Malinda Poirier, Director
- 10 (MP); Lonny Bays, Director (LB)
- 11 b. Member(s) and/or Guests: Bob Coffey, Laura Drybread, Valerie Cawley, Bob
- 12 Owen, Linda Azzarella and Syndi Martin
- 13 **4. REGULAR PRESIDING OFFICER AND SECRETARY**
- 14 a. President Aaron Lang and Secretary Emily Martin
- 15 **5. MEETING CALLED TO ORDER at 6:33pm**
- 16 **6. INTRODUCTIONS**
- 17 a. The Board, Staff, Members and Guests introduced themselves.
- 18 **7. APPROVE THE AGENDA**
- 19 a. A Motion is made by AL and seconded by LB. Motion passed unanimously.
- 20 b. AL asks that audience wait until called on should they have any questions
- 21 to allow the board time to discuss amongst themselves, do not talk over
- 22 each other and do not interrupt the conversation.
- 23 **8. OLD BUSINESS**
- 24 a. Professional Property Management
- 25 i. EM stated we should outline what specifically we are going to discuss
- 26 regarding this topic.
- 27 ii. Member Drybread reads statement for board consideration; in
- 28 summary to suggest the board avoid hiring a consultant and rather
- 29 consider hiring a professional planning facilitator to assist the board
- 30 during this process.
- 31 iii. Member Martin stated consultants operate like headhunters and do
- 32 this for a living and they are experienced on this very subject.
- 33 iv. EM asked if the board can please set talking points before further
- 34 discussion takes place. Talking points established and re-opened to
- 35 the audience for additional comments.
- 36 v. Member Owen stated Member Cawley sent an email with a checklist
- 37 on what to look for in a PPM company.
- 38 b. Set Talking Points:
- 39 i. What is expected of directors with consideration of professionalism
- 40 and communication moving forward?
- 41 1. MP stated if the board is going to act in a professional manner,
- 42 once a plan is decided on and tasks are assigned, no director
- 43 should go outside that plan on their own. AL stated there's a
- 44 lot we don't know and gathering knowledge isn't a bad idea,
- 45 but we all need to be involved in those conversations. MP
- 46 stated we haven't decided on what direction we are going so
- 47 if we are acting on our own, we could be going in a different
- 48 direction.

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- 49 LB stated that the MRC did a lot of the work and the board
50 can use that information. MP stated that the CAI website lists
51 what we should be looking for. AL stated "I will act on behalf
52 of the whole board. I will not act on my own whim or individual
53 ideas. I will allow all directors to speak into action, we the
54 board take." EM, MP, JM, and LB all agreed with this
55 statement. BG did not agree.
- 56 ii. Comprehensive list of scope of duties, operational needs for an RFP
- 57 1. The board discussed needs they would like a PPM company to
58 take over to include administrative, financial, maintenance,
59 water system, committee tasks, board tasks, etc. MP suggests
60 we designate individuals to review and establish scope of work
61 for each area and work from there. EM also brought up tasks
62 the Board and committees have that a PPM could also take
63 over.
- 64 2. The following directors are assigned the following areas for
65 scope of work list:
- 66 a. LB-Maintenance, Water System and Violations
67 Committee
- 68 b. MP-Pool, Roads & Water Committee and Community
69 Property Committee
- 70 c. AL-Administrative and Accounting
- 71 d. JM-Patrol/Emergency Services and assist AL
- 72 e. EM-Board and Finance Committee
- 73 f. BG-Architectural Control Committee
- 74 g. Board agrees that these lists will be due by 5pm on
75 Monday, May 6th for discussion at the special meeting
76 on Wednesday, May 8th.
- 77 iii. How to move forward; hiring a consultant, assigning a task force
78 committee, giving to finance, etc.
- 79 1. A Motion is made by AL and seconded by LB to hire a
80 consultant to help guide us through these conversations.
81 Open for discussion. AL asked if anyone has any objections to
82 this. JM and BG stated they do.
- 83 2. JM stated we know what we need and have enough
84 information to handle this process and does not feel we need
85 to pay for a consultant to do what we can do ourselves.
- 86 3. MP agrees with hiring a consultant and understands cost
87 possibly associated with this. MP agrees we can put together
88 a scope of duties for the RFP, but a consultant can help us
89 with the process of implementing.
- 90 4. LB stated, for legality and advice, it would be cheaper to hire
91 a consultant than what we pay our lawyer. LB feels we can do
92 most of the work and don't need to hire someone full-time,
93 but don't rather someone to come in and tell us what we need
94 to do and how to do it.

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5. BG feels the board should be confident enough to handle this process on their own and knows what we need.
 6. EM stated the board feels they are not experienced enough to run this community on their own and feel the need to bring in professionals, yet there are some who think we are experienced enough to hire those professionals on their own which makes no sense. EM stated while we have the knowledge of what we need and can put together a scope of work, none of us have ever implemented PPM and shouldn't assume we can handle this huge project if we have no experience in this. If we are not professionals, we should be bringing in professionals to help us implement PPM.
 7. AL stated it would be good to have an external source come in and give us advice. AL does not feel we need someone permanently but look over what we have compiled and offer advice on items we may not have thought of. AL stated he is not concerned with the feeling out potential companies and thinks we all have that knowledge. AL wants to ensure we are covering everything.
 8. AL called for the question. JM and BG voted No. MP, LB, EM and AL voted Yes. Motion passed.
- iv. Timeline of completion
 1. MP to contact consultants to receive a resume/references and schedule a short conference call with the board.
 - v. Correspondence letter for membership
 1. MP and EM drafted letters to announce the decision to implement PPM to the membership. AL will help to draft an announcement to put out to the membership.
 - c. A Motion is made by AL and seconded by EM to add Executive Session for legal issues just presented in the meeting. Motion passed unanimously.

9. EXECUTIVE SESSION

- a. A Motion is made by AL and seconded by EM to enter Executive Session to discuss legal issues at 9:50pm. Motion passed unanimously.

10. ADJOURNMENT

- a. A Motion is made by AL and seconded by LB to adjourn at 10:35pm. Motion passed unanimously.

132 **Minutes Prepared by:**
133 Secretary Emily Martin