



MINUTES

Board Affairs Committee

Monday, June 12, 2023, 1:30pm
WC Room 2 / Zoom

Committee: Carol Crothers (Chair), Barbara Blake, Bart Hillyer, Ed Knop, Pat Reynolds, Dick Sutherland, Gail Vanderhoof, Jodie Walker, Marge Garneau (ex-officio), Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor)

Absent: Bart Hillyer

Board Attendees: Kathi Bachelor, Jim Carden

Visitors: 2

1. Call to Order / Roll Call – Establish Quorum

Chair Crothers called the meeting to order at 1:29pm MST. Roll call by Nanci Moyo. Quorum established.

2. Approve Meeting Minutes: May 9, 2023

MOTION: Sutherland moved / Blake seconded to approve May 9 2023, Meeting Minutes as presented.

Passed: unanimous

3. Chair Comments: No comments

4. Business

a. CPM Part 3 Committees – BAC Charge

The consensus to Part 3 BAC Charge include:

- Remove H from redlined and E clean versions.
- Change G from redlined and D clean versions to "Forward all BAC proposed revisions of governing documents to staff for review. Staff will decide the need for legal counsel or go directly to the Board for review and appropriate action. When legal counsel reviews a proposed revision, it will be returned to Committee for final review before going to the Board for its review and appropriate action." Include G redlined and D clean versions in all Committee Charges with changing Committee name in the Charge.
- Remove E from redlined and C from clean versions.

Staff will write up the BAC Charge changes and send to BAC to review before the next meeting in July.

b. CPM Part 6 Clubs – Changes due to Part 3 Committee BAC Charge

BAC consensus is to accept all the changes in Part 6 in regards to the BAC.

Staff found one other mention of BAC in Part 6 and will send the redlined and clean copy with the other mention to the BAC for review.

- c. CPM Appendix – Section 3: 1.3.5.B.1.e.1) Removal
BAC consensus is to remove all of 1), and keep the Table labeled Maintenance Repair/Replace Reserve Fund Part “B”. Recommend to the Board at the next Regular Meeting.
- d. CPM Part 2 – Section 3 Meetings: 2.3.3.C Suggested Changes
BAC discussed changing the Agenda section for agenda items to be submitted for consideration from six (6) days to four (4) days for the Work Sessions. Staff is unable to accommodate this request due to time constraints. Further discussion led to changing the Work Session from the third Wednesday to the second Wednesday.

BAC consensus is to bring back to the BAC in July the change in the CPM to move the Work Sessions to the second Wednesday of the month. The change will be in Part 2 Board of Directors, Section 3 Meetings – 2.3.1.D.2.

- e. Bylaws – Attorney and Staff Report, and BAC Top 5 Suggestions
Chair Crothers reviewed input on Bylaws received so far and distributed input to the BAC as it was received. A potential list of the top 5 items was included in the Meeting Book.

CEO Somers reviewed Bylaw changes from the staff. BAC discussed the following in detail and asked for further details from staff:

- Article II: Membership Property and Members - Section 3 Definitions:
 - A.1:
 - Membership Class: seek legal counsel to find out if having two classes of membership is legal.
 - Trust and Partnership class: Seek legal counsel on if there needs to be clarity on how many people can be Members on the Title. Possibly charging an extra fee for more people then two people on the Title. It was suggested to grandfather in those who currently have more than two on a title and change for future. Staff will ask about how many properties this may affect and bring back to the BAC at next meeting.
 - Article II: Section 7 Initial Fees; Members in Good Standing: BAC discussed two members from the same household serving on the Board at the same time. This needs to be worded in a way to keep this from happening.
- Article V: Election of Directors – Section 2 Nominating Process:
 - Staff suggested to eliminate A and B.
 - BAC suggested thinking this through, possibly leaving B, to make sure there are enough qualified people to run for an election.
- Article VI: Powers, Duties and Responsibilities of the Board of Directors – Section 2 Limits of Authority and Indebtedness:
 - CEO Somers added changes to the wording(*italicized*): The Board of Directors is not authorized to enter into any contract *for new or initiative-type Capital projects* that ~~requires an annual payment that exceeds ten percent (10%) of the total annual budget, which includes Operations and Capital Budgets.~~ Any contract *for new or*

initiative-type Capital projects requiring an annual payment that exceeds ten percent (10%) of the annual total budget, which includes Operations and Capital Budgets, shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation. Contracts for unique projects may not be broken up so as to avoid the requirements of this section.

- BAC discussed to use revenue budget vs. operations and capital budgets. Possible language to use is "previous year's Audited Revenue Budget."
- BAC discussed to increase the percentage to 15 percent and to use examples that help members understand the need for change.
- CEO Somers will rewrite this paragraph to include an increase to 15% and use the wording "previous year's Audited Revenue Budget." This will come back to the BAC for further discussion at the next BAC meeting.

Chair Crothers suggested having surveys and forums in early fall to explain the proposed Bylaw changes and get feedback from the members.

BAC will continue working on the Bylaws suggested changes with top recommendations and bring back to the next meeting.

5. Member Comments: Comments and Zoom questions were asked and answered during the meeting.

6. Adjournment

MOTION: Blake moved / Walker seconded to adjourn meeting at 3:20pm.

Passed: unanimous

Next Meeting: Tuesday, July 11, 2023, West Center, Room 2/Zoom, 1:30 – 3:30pm