

Kentwood Home Guardians

Meeting Minutes of the Board of Directors

December 9, 2020

This meeting was held digitally via zoom.us in accordance with current city, state & federal rules and guidance regarding COVID-19

Call to Order - 7:00pm

Aaron announced that the meeting is being recorded, but only for purposes of preparing and finalizing minutes.

Alyssa made an opening statement introducing the Board and letting attendees know that the Board follows an agenda and community comments are welcome during the community comment portion of the agenda.

February 3rd is our first scheduled “Listening Session” for members to have an all session commenting period.

1. Officer Reports

a) Secretary’s Report

- Tracy reported on the results of her audit of the Board’s minutes
- Review and approve November 4, 2020 Draft Minutes

- The draft minutes don't reflect approval by the Board of the Treasurer's Report and the Board agrees that the Report was unanimously approved
- Tracy moved that with the correction that the Treasurer's Report was unanimously approved, the minutes be approved as otherwise presented. Aaron seconded, motion passes 4-0.
- Aaron stated at the outset of this meeting is being recorded, but that recordings are discarded when minutes are approved. Tracy asked that a formal motion be brought to the Board outlining a policy for keeping recordings of meetings and who is responsible for deleting and otherwise managing the recordings. Deborah would like to see a provision in that policy that Board approval is final prior to destroying any recording.

b) Treasurer's Report

- Review and approve October & November 2020 P&L Reports and Balance Sheets
 - Deborah wants to defer consideration until next month because Audrey is still having issues generating the report in the requested format and needs clarification from our CPA to correct
 - Deborah asked about a write-off line item and Audrey responded it's due to the occasional member who sold their property and didn't pay past due assessments before they left
- Legal bill review

- Invoices of \$8900 as of end of October (budget is \$10K for year and we have 7 months left)
- \$13K last year against \$10K budget
- Deborah wants conversation on the next agenda about the state of our legal budget, including discussion of controls the Board might implement to manage costs
- Discussion was had as to whether all election mailing costs are reflected, whether the CPA has been paid and whether there are any unpaid legal bills

2. Committee Reports

a) Architectural Committee – update & report

– Plans Review

- No plans submitted in recent weeks
- One set submitted this week, but was incomplete, so ARC sent it back
- Stuart continues to walk the neighborhood and discovered eight potential projects; owners will be contacted
- 8001 Alverstone – solar panels authorized by the Committee

– Operating Rules & ARC Standards

- Committee met December 2nd
- ARC is asking for rules re Architectural processes

- Construction Agreement – attorney is recommending we adopt one and Aaron is in favor
- Committee wants to find resources to share with community about construction character and quality

– ARCC Update

- Committee has assigned Aaron to be interim ARCC
- Tracy asked if he can reasonably carry that heavy burden, as well as the responsibilities of President
- Alyssa volunteered the Outreach Committee to recruit another volunteer

b) Outreach Committee

– Report

- Margaret introduced herself and is making the report on behalf of the Committee
 - Margaret brought a very impressive slide deck for her presentation
 - She outlined a preliminary mission statement for the Committee
 - She also outlined the Committee’s proposed 2021 goals
 - The Committee is proposing Quarterly Member Listening Sessions to be moderated by the Committee

– Action Items Requested From The Board

- Committee is asking for authorization to submit a question to counsel regarding legally required mailings
 - It was agreed the Committee will research Davis Stirling and bring the specific question back next month and the Board will approve at that time
- Committee is asking for formal appointment of three members to the Committee
 - Tracy moved that the Board appoint Margaret, Alyssa and Tracy to the Outreach Committee. Deborah seconded, motion passes 4-0.
- Listening Sessions
 - Board likes the idea

c) DPR Restatement Committee

- No report, but Aaron explained the goals
- Still need to finalize who is driving the Operating Rules project
 - Deborah believes this is more like an “interim DPR restatement”
 - Tracy is concerned Operating Rules will be a distraction for the DPR Committee

3. Operation Manager’s Report

a) Kudos & Complaints Log

- Continuing to get negative comments with assessments about association

b) Collections/Assessment Update

- Audrey has processed almost \$40K in checks total
 - She tries to process checks first because members worry their checks haven't been received when they aren't cashed
 - Hundreds of checks still to be processed
 - Deborah is asking if processing can be complete by the next meeting – Audrey isn't sure
- Audrey reports there is around \$12K in our PayPal account waiting to be processed

c) Board Training Update

- The Board had its annual legal training this past Saturday with our attorney

d) Additional Insurance Needs

- Got one quote back on D&O calling for a \$7K premium on \$1M (paying \$1200-ish now)

- Audrey will continue to investigate

4. New Business

a) Annual Election – setting schedule and gather documents

- Aaron is going to create a calendar for all the Board-critical dates for the rest of the fiscal year

b) KHG Digital Access

- Aaron says everybody should have access to passwords, but not that they should use the passwords to access all assets
- Aaron moves to have one file with all the account information
- Deborah seconds
- Tracy expressed concern that we don't yet have a written policy or procedure governing access to assets
- Vote is 3-1 (Tracy is a no)

c) Creating a ZOOM account – own license, recording and archiving meetings

- Aaron moves that KHG set up a 1st level business zoom account
- Alyssa seconds, motion passes 4-0
- Aaron will ask Audrey to set up the account

d) Google Drive set-up – setting up property folders & access

- Aaron wants to set up KHG's files in the cloud with permissions set up according to Board and Committees
- Tracy advised that this has existed for over a year, complete with the permissions he is describing (was set up last year when ARC was set up in the cloud)

e) Proactive Agenda: draft and schedule Board agendas at least three months in advance to provide a "look ahead" and follow up for Board actions and activities

- Intent is to use Google Drive more and make a standing agenda item related to looking ahead a couple of months

f) Protocol for Board email communications with Office/Operations Manager

- Going forward the Board will make sure Audrey is included on all email communications (except Executive Session-protected items)

5. Unfinished Business

a) Update On Open Board Seat

- Two people approached us about joining the Board, but neither appear to be on title for their KHG properties; Audrey was asked to contact them to confirm their status

- b) Community Plan Update - Members have expressed an interest to form a committee

6. Community Comments

- Tommy Roys
 - Concerned that Aaron's idea of three-month agendas might prevent the Board from providing legal notice; he assured her it wouldn't
 - Community Plan Update – have we checked with our attorney on whether HOA rules can be overwritten by the city? Tracy advised that HOA's are not able to have rules contrary to city rules. We discussed this issue in the past in the context of short-term rentals and ADUs.
 - Tommy is unhappy the community is muted during business portion of the Board meeting
- Tom Koranda thinks community comments should be at the beginning of meetings
 - He also hopes the Outreach Committee can bring more people out for Board meetings

Adjourn Meeting - 9:31 pm



Tracy Thrower Conyers, Secretary

(minutes approved at January 28, 2021 Board meeting)