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Board of Directors Meeting Minutes
Tuesday, January 24, 2023, KCCA Clubhouse

Executive Session 5:30 PM

Regular Session 6:30 PM

1) **President:**

- a. **Call to order** by President Jim Minor at 5:31pm.

2) **Roll call of directors**

Present: Jim Minor, Bryan Daum, Bill Enyart, Melanie Sagebear, Pete Carey, and Mary Delamater

Absent: Faramarz Khozouiee

- 3) **Motion:** I move the Board go to Executive Session to discuss contract and employee matters. Moved by Melanie Sagebear, seconded by Mary Delamater. Yes Bill Enyart, Bryan Daum, Pete Carey, Jim Minor, Mary Delameter, Melanie Sagebear. Absent Faramarz Khozouiee.

- 4) Regular session resumed at 6:34pm.

5) **Secretary:**

- a. **Motion:** I move the Board to approve the agenda for 01/24/2023.

Moved by Melanie Sagebear Seconded by Bill Enyart.

Amended motion: Add executive session time to agenda. Moved by Melanie Sagebear, Seconded by Mary Delameter. Yes, Bill Enyart, Bryan Daum, Jim Minor, Pete Carey, Melanie Sagebear, Mary Delameter. Absent Faramarz Khozouiee.

- b. **Motion:** I move the Board to approve the minutes for 01/10/2023.

Moved by Melanie Sagebear, seconded by Bill Enyart. Yes Jim Minor, Pete Carey Mary Delameter, Bryan Daum, Melanie Sagebear. Absent Faramarz Khozouiee.

6) Financial Reports:

- a. **Motion:** I move the Board to approve the November financials as well as the November financials for distribution as presented. Motioned by Mary Delamater, seconded by Melanie Sagebear. Yes Bill Enyart, Bryan Daum, Pete Carey, Jim Minor, Mary Delameter, Melanie Sagebear. Absent Faramarz Khozouiee.
- b. **Motion:** I move the Board to approve the adjustment of the journal entries for posting for the 2021 audit as presented in the board packet. Moved by Mary Delamater, seconded by Bill Enyart. Yes Bill Enyart, Bryan Daum, Mary Delameter, Melanie Sagebear, Jim Minor. Absent Faramarz Khozouiee.

7) Board Actions:

a. Old Business

i. Petition requirements

Motion: I move that the board accept the proposed changes to KCCA Bylaws Article IV, Section 4, to change the number of member signatures needed to recall a Board member from 100 to 300. Moved by Melanie Sagebear, seconded by Bryan Daum.

Motion: I move to table this motion pending further information from the attorney re: how this change may affect the applicability of Oregon Statute that is currently superseded by Article IV, Section 4. Moved by Mary Delamater, seconded by Pete Carey. Motion to table, Yes Bill Enyart Pete Carey, Melanie Sagebear, Jim Minor, Mary Delameter, Bryan Daum. Absent Faramarz Khozouiee.

- ii. **Motion:** I move that the Board accept the proposed changes to KCCA Bylaws Article IV, Section 3, to clarify that meetings can be electronic, and that a new board assumes control at the first board meeting after an election of new directors. Moved by Melanie Sagebear, seconded by Bill Enyart. Yes Melanie Sagebear, Jim Minor, Bill Enyart, Bryan Daum, Pete Carey, Mary Delameter. Absent Faramarz Khozouiee.
- iii. Until then, we will be in-person only, as our own attempts at hybrid meetings have not worked.

- b. **New Business:** Jim Minor addressed the fact we will not be using the virtual meetings until we get the equipment and proper sound system in place. We are getting bids from companies to update our equipment to be able to do hybrid BOD meetings.
- c. Yes Elections has been engaged and the Board will get back to the community with the cost and verification of a 3 year contract, not a one year, as previously discussed and approved by the Board.
 - i. **Elections:**
Motion: I move to appoint Bill Enyart as chair of the Nominating Committee for 2023. Moved by Mary Delamater, seconded by Melanie Sagebear. Passed unanimously.

8) **Committee Reports:**

- a. **LARC:** no report
- b. **Clubs & Amenities:** no report
- c. **Finance/Budget:** charter is not quite ready – should be able to present for board approval at the next BOD meeting.
- d. **Greens:**
Motion: I make a motion to complete #7 tee reconstruction using our preferred vendor Milroy Golf, replace 350lf of Allan Block and recycle 500 & #39 feet of decaying, decomposing and rotten railroad ties removed for course repair. Cost: #7 tee - \$11,650; replace curb ties - \$21,500; dispose of rotting ties - \$5,000. Moved by Bill Enyart, seconded by Melanie Sagebear. Yes Bill Enyart, Bryan Daum, Jim Minor Pete Carey, Mary Delameter, Melanie Sagebear. Absent Faramarz Khozouiee.
- e. **Hello Neighbors:** no report
- f. **House:**
Motion: I move the Board to approve a bid of \$3,750 from Oregon Abatement to abate the black mold in the Clubhouse Banquet Room closet. Moved by Pete Carey, seconded by Bill Enyart. Yes Jim Minor, Mary Delameter, Bryan Daum, Pete Carey, Melanie Sagebear, Bill Enyart. Absent Faramarz Khozouiee.
- g. **Pool:** Met recently with a contractor to discuss plans for outdoor pool repairs.

9) **Board of Directors Comments:**

Mary Delamater addressed the question of whether there is money in the operating budget for the Administrator position the BOD authorized the BAC to begin work on. Short answer: only partially. Long answer: the operating budget was based on our knowledge of the contract with management company AMS that we entered into at the beginning of the term but which AMS terminated shortly thereafter. After the budget was finalized, we learned that no management company will take us on under those same terms, and that we'll have to engage an administrator as well as retain the company that currently does our financials. The budget assumes that this current company would be replaced by the new management company, and has no provision for an administrator. So, some of the cost of the Administrator is covered by the funds allocated for the new management company, but not all. Because of this, hiring an Administrator will lead to some cost overrun in our operating budget. How much depends on how long it takes us to engage an Administrator, and whether other operating budget expenses come in under budget to balance this out.

10) **Adjourn the Meeting:**

Motion: I move, we adjourn the meeting. Moved by Bill Enyart, seconded by Melanie Sagebear. Yes, Pete Carey, Bill Enyart, Jim Minor, Mary Delamater Bryan Daum, Melanie Sagebear. Absent Faramarz Khozouiee. The meeting adjourned at 7:40pm.