

**MINUTES OF THE WOODMOOR IMPROVEMENT ASSOCIATION
BOARD OF DIRECTORS MEETING**

February 15, 2007

1. Hans Post Uiterweer, WIA President called the meeting to order at 7:00 p.m.
2. WIA Board Members present:

Hans Post Uiterweer	President
Bill Walters	Vice-President
Elizabeth Miller	Architectural Control
Amy Smith	Forestry
Terry Holmes	Treasurer
Steven Malfatti	Covenant Enforcement
George McFadden	Secretary
Gary Marner	Common Areas
3. Absent

Brian Osterholt	Public Safety
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4. Staff in attendance:

Camilla Mottl	WIA Executive Director
Kevin Nielsen	WPS Chief
5. Visitors present:

Chris Pollard	Community News
Mary Shakeshaft	
6. Approval of minutes: The Board made the following motions to change the draft January minutes.
 - a. Process for Submitting Agenda Items: Walters requested that the 2nd sentence of this section be stricken as it was not related the motion passed regarding approval of agenda items. **Walters moved to strike the sentence: “Holmes requested that anyone putting a new item on the agenda should email supporting documents to all other Directors a week in advance to allow for sufficient review and eliminate excessive discussion time.” McFadden seconded and the motion carried 4-2 with Walters, McFadden, Marner, and Malfatti voting for, and Holmes and Smith voting against.**
 - b. Miscellaneous Construction Fees: McFadden asked that the sentence: “McFadden was supposed to work with Miller and create new fee list and present to Board, but this never occurred” be stricken as it was not related to the discussion on whether or not the BOD had properly followed the by-laws in approving the new fee structure (i.e., that fees would not be collected for certain Misc. projects). **McFadden made a motion to strike this sentence, which was seconded by Walters and the motion carried 4-2 with McFadden, Smith, Walters, and Marner voting for, and Holmes and Miller voting against.**

- c. Procedure for Pursuing Legal Opinions: McFadden requested changes in this section to correct inaccuracies, specifically that there was never any opinion presented by the WIA attorney, that he had referenced the by-laws in presenting his discussion, and that it was Post who “believed” implied authority existed. **McFadden moved to modify the text thus: In the 2nd paragraph, 1st sentence replaced with “McFadden used the by-laws to indicate the invoice for the OSSI legal opinion was not officially approved because the Bylaws do not allow for unilateral action by a Board Member, and that Post did not have the authority to seek such opinion.”; and to remove the text “, according to the WIA attorney,” from the 2nd sentence. Walters seconded and the motion carried with 5-2 with McFadden, Smith, Walters, Malfatti, and Marner voting for and Holmes and Miller voting against.**

Walters then made a motion to accept the minutes as corrected, McFadden seconded and the motion carried 4-2 with Walters, McFadden, Smith, and Marner voting for, and Holmes and Miller voting against.

The Board then approved the minutes of the organizational meeting as presented.

Welcome of Visitors: Post welcomed the visitors. There was one, Mary Shakeshaft who addressed the board, asking to use the name Woodmoor for a web page and email based newsletter. The board informed her that it would be ok as long as neither the lettering design nor the tree symbol was used. Walters suggested that information be placed on the site stating that the newsletter was not affiliated with the Woodmoor Improvement Association.

7. Approval of Agenda: Walters made a request that future agendas include a permanent item for staff reports to facilitate reporting requirements in our policies and procedures. The board agreed that this would start at the March meeting. **Malfatti moved to approve the agenda, Miller seconded and the motion passed unanimously.**
8. January Financial Report: Holmes gave his Treasurers report. He stated that the upgrade to QuickBooks had occurred earlier that day and discussed the balance and profit and loss statements. Walters asked what had happened to the money from the sale of the Intrepid as well as the surplus from 2006. Chief Nielsen responded that the proceeds from the Intrepid sale had gone into the unrestricted fund. Holmes stated that the surplus from 2006 had been placed there as well and that the fund balance stood at \$63,437. Walters suggested that we look at our Reserve Study and update it if necessary.

Old Business

9. Election and Organizational Meeting Results: Post discussed the results of the election and organizational meeting.

10. Owner of Record Recommendation: Holmes discussed the results of the Nominating Committee (NC) meeting regarding changes to the “owner of record”. It is the wish of the NC to allow legal spouses, which are not currently listed on title deeds, to be able to run for office. The NC suggested that based upon recommendations from the WIA lawyer, the best approach was to use limited Power of Attorney. The NC will continue to work the issue and will present a suggestion for a Power of Attorney to the board for approval at a later date.
11. Ratification of 2006 Employee Bonus Email Vote:
- a. **On Wednesday, January 24, 2007, McFadden moved to provide a pool of money, not to exceed \$100 per person resulting in a total pool for Admin of \$400 and for WPS \$700, to be allocated at the direction of the specific supervisor, in light of the fact that all employee salaries exceeded the Government published cost of living increases. The motion was seconded by Walters. The motion failed 2-5 with McFadden and Walters voting for, and Woodman, Miller, Hutchinson, Holmes, and Osterholt voting against. McMullen and Post abstained.**
 - b. **On Thursday, January 25, 2007, Hutchinson made a motion to reward bonuses in the amount of \$3,070 to admin employees and \$5,015 to WPS employees. The motion was seconded by Holmes. The motion carried 5-2 with Hutchinson, Holmes, Osterholt, Woodman, and Miller voting for, McFadden and Walters against. McMullen and Post abstained.**
12. Employee Evaluation Process: McFadden reviewed the new Employee Evaluation process for the new board members and then requested that a Personnel Evaluation Committee be formally formed to investigate the process approved in January, to generate a written report to the board before the March meeting. This Personnel Evaluation Committee is to be disbanded after the task is complete and will consist of McFadden, Walters, Miller, and Malfatti, with participation by Mottl and Nielsen. **McFadden moved to create the committee as indicated above, Walters seconded and the motion passed unanimously.**
13. Electronic File Storage and Access Proposal: McFadden presented some ideas for reducing cost of printing digital photographs and for reduction of file storage needs. McFadden stated that he had held discussions with Matt Beseau (Covenant Administrator) and that the biggest hurdle was being able to load and find digital photos quickly. McFadden stated that a simple database or web application would work well and asked if there was interest in pursuing this, or initiating a homeowner contest to develop such a system. There was little interest in this proposal as many board members stated that they preferred printed copies of photos.

14. Date of Monthly Board Meetings: By general agreement, future BOD meetings will be held on the 4th Monday of each month. The date of the next BOD meeting will be March 26th at 7 P.M. in the barn.

New Business

15. Strategic Plan and Goal Implementation: Post went over the strategic plan. General consensus was that the board was on track with achieving the goals it set forth.
16. Forestry Update: Chief Nielsen informed the board that WPS now had keys to the Dogwood Gate. Smith updated the board on Firewise progress. There is an event planned for May 5th, 2007.
17. Annual Meeting AAR: Post asked if any director had any comments regarding the annual meeting. The general consensus was that it was good, effective, and short.
18. Restructuring Legal Fees: McFadden stated that he wished to close an action item from a previous meeting (Nov 2006) regarding investigation of cost savings by restructuring the way the WIA pays legal fees. Currently the WIA pays *a la carte* on a per hour basis. McFadden asked if we could get bids on legal services which included a certain number of *gratis* consultations. McFadden made a motion but Post stated no motion was necessary and Mottl was directed to obtain a few quotes for legal services for presentation at the March BOD meeting.
19. Commercial Vehicle Definition: McFadden and Malfatti discussed an issue related to how “commercial type” vehicles are defined in our covenants. Malfatti provided a wealth of information on various types of “commercial type” pickup trucks. The current definition only allows pickups of less than ¾ ton (aka 2500 or 250) to be kept on an owner’s lot outside of a garage. McFadden stated that many people drive 1 ton (aka 3500 or 350) pickups as personal vehicles which are visually identical to the ½ ton and ¾ ton pickups. There was agreement that this issue was long term and that it would be discussed in later sessions.
20. Covenant Violation Fee Schedule: Malfatti discussed the current rules regarding covenant violation fees escalation (for repeated offenses) and stated that there may need to be modification made. Malfatti stated that he would send out some suggestions before the next board meeting.
21. Attendance to March Hearings. Mottl confirmed that a quorum of board members would be attending the March Covenant hearings.
22. March Agenda Items. Post asked if there were any agenda items that board members wished to add to the March agenda at that time. Agenda items currently scheduled include:

- The Great American Cleanup
 - Flea Market
 - Fire Department Presentation
 - Copper Knoll Investments presentation
 - Personnel Evaluation Committee Report
23. Addition to ACC: Miller requested the board to appoint a new member Per Suhr to the ACC. **Miller moved to appoint Per Suhr to the ACC which was seconded by Malfatti and the motion passed unanimously.**
24. Staff Reports: The board had a short discussion about what was expected in the staff reports at future meetings. The staff Executive Director and Chief of WPS should be prepared to provide the board with a summary and general info since the previous meeting.
25. Adjournment: **McFadden moved to adjourn the meeting, which was seconded by Malfatti. The motion passed unanimously.**
26. The meeting was adjourned at 9:30 p.m.

RESPECTFULLY SUBMITTED:

Date

George McFadden, Secretary