

**MINUTES OF THE WOODMOOR IMPROVEMENT ASSOCIATION
BOARD OF DIRECTORS MEETING
November 24, 2008**

1. The meeting was called to order at 7:02 PM.

Attendance to meeting:

WIA Board Members present: George McFadden, Bill Brendemuhl, Jim Wilson, Bill Walters, Anne Stevens-Gountanis, Gary Marner, Mari Rollins, Steve Steffey

WIA Board Members absent: Amy Smith

Staff in attendance: Kevin Nielsen, Camilla Mottl

2. Approval of Minutes

- McFadden stated that necessary changes to the September and October Meeting Minutes have not been made and deferred approval of same to the December Board Meeting.

3. Approval of Agenda

- Walters requested that a report from the Personnel Committee be added as Item 11.
- McFadden cancelled Item 14.

The amended agenda was approved.

4. Discussion on Barn Closure/Reason/Remediation: Attached

5. Owner Comments

Larry Goad and Marian Taylor addressed the Board.

Reports

6. Financial Report

- Walters presented the October Financial Statement.
- Motion: Walters moved to authorize the transfer of \$71,576 less interest earned and reinvested from 1/1/2008 to 12/31/2008 into the Replacement Reserve Account to meet the 2008 funding requirements as budgeted. Brendemuhl seconded the motion. The motion carried.

7. Public Safety Report

Nielsen stated that:

- Few crimes were reported in September and October. There was one bicycle theft, one criminal mischief and a few reports of graffiti painting on the street signs, utility boxes, and the stone Woodmoor sign. EPSO was given a description of a possible suspect vehicle related to the graffiti. There were also numerous reports of thefts of political signs.
- WPS does not check for ice conditions on the ponds but will be watching these areas very closely as they start to freeze. As in the past, parking will likely be an issue at Toboggan Hill. The officers will do what they can to monitor the situation and if it becomes hazardous from crowds or other circumstances, the hill will be closed.
- All users of the common areas need to be reminded that sledding and skating is done at their own risk.
- All WPS officers successfully completed firearms training for the year.
- Many areas of the roads with reported problems have been repaired. Some of the road sign issues have been fixed. Areas such as broken shoulders and the trimming of trees on roads and intersections still need to be addressed by the County.

8. Common Area Report

Marner had no report.

9. Executive Director Report

Mottl stated that the staff was settling into the temporary offices and that one mass e-mail and updated notices regarding the move have been placed on the Home Page of the website including a map to the offices. Unfortunately, the co-ordination of the telephone system and the computers were complicated by a late delivery of the telephones but all of our equipment is now functioning.

10. Election/Nomination Process Committee Report

Wilson, Chair of the Committee, reported that the committee (Members: Jim Taylor, Kevin Weese, Ronny Goldberg and Wilson) met as scheduled. Visitors to the meeting included Hilary Brendemuhl, Larry Goad and Ken Shorter.

- The Committee discussed and agreed that the nominating and election process would be done with strict adherence to the WIA By-Laws.
- Any resident has the right to be nominated from the floor.
 - The nominator must previously verify that their nominee has met WIA By-Law criteria.
- All candidates will be presented to the Board of Directors by December 1, 2008.
- There will be a Candidate Night held prior to the Annual Meeting in order to give the residents an opportunity to meet the candidates and ask questions.

11. Personnel Committee

Walters stated that the Committee (Chair Bill Walters, Bill Brendemuhl, Gary Marner, Steve Steffey and Anne Stevens-Gountanis) had met twice and were in the process of formulating an Employee Handbook. On the recommendation of Mountain States Employers Council (MSEC), the committee members have agreed that the current manual be divided into two sections; one as the Employee Handbook and the other as an Administrative Procedural Manual.

Mottl wanted to know when the Committee met and why all the members were not notified in advance of the meeting so that interested parties could attend. McFadden stated that all committee meetings should be open to all residents.

Old Business

12. Past Due Collections Policy

Walters stated that he has been unable to find a procedure relating to collections. McFadden tasked Mottl with drafting a collection policy for the Boards consideration.

13. Motion

McFadden moved that any legal signatory of the WIA BOD not currently a member of the board of directors due to resignation, removal, or failure to win re-election be barred from signing any WIA checks. For the purpose of re-election, a director is considered to be no longer a member of the BOD immediately upon public release of the election results in which that director was not among the winning vote getters. Marner seconded the motion. All were in favor. The motion carried.

14. Motion

McFadden moved that any action required or permitted by the WIA By-laws that is taken via email and without a meeting shall require that each and every member of the WIA BOD reply to such email request, copying all board members, and either votes for such action or votes against such action or abstain from voting, AND Waives the right to demand that a meeting be held. The action requested is taken only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted AND all dissenting or abstaining directors have waived their right to demand that a meeting be held. Steffey seconded the motion. The motion carried.

A re-evaluation of Agenda Items based on time and necessity was performed. No changes in the agenda were made.

New Business

15. Motion

Walters moved that the Board meetings for December and January be changed to the second Monday of each month. Wilson seconded the motion. Rollins moved to amend the motion to state that the December meeting be changed to Tuesday, December 16. Walters seconded the amendment.

McFadden called the amendment. All were in favor of the amendment.

McFadden called the motion that the December Board Meeting be held on Tuesday, December 16, 2008 and that the January Board Meeting be held on Monday, January 12, 2009. All were in favor. The motion carried.

Walters moved that a Special Meeting to address Board reorganization following the Annual Election be called for Monday, February 2, 2009. Stevens-Gountanis seconded the motion.

McFadden moved to amend the date to Thursday, January 29, 2009. Stevens-Gountanis seconded the motion. All were in favor. The motion carried.

16. Motion

Walters moved that up to \$2500 be approved for a job analysis to be conducted by MSEC for the purpose of measuring productivity and creation of current job descriptions. Stevens-Gountanis seconded the motion.

Walters went on to state that MSEC suggested this be done. They will meet with each employee, certain Board members and a few residents. They will provide forms for the employees to complete in job function data collection and draft updated job descriptions. The charge is \$80 / hr and it is estimated to take 25-30 hours. This will be coordinated with the efforts of the personnel committee. Discussion ensued. Wilson asked who the "certain" Board members and "residents" will be. Walters stated that MSEC would make that decision. It was agreed that the entire Board would be notified so that those interested in attending would be able to do so.

McFadden called the motion. The motion carried.

17. Motion

Marner moved that under Administrative Policies and Procedures, 2. Working Conditions and Compensation, d. Days of Operation, ii. Other Office Closures change to read as follows: The WIA Administrative Office may be closed at other times. Weather closures and late starts will be determined by the Executive Director and Chief of WPS. If the Executive Director and WPS Chief determine that the office is closed, employees are entitled to 8 hours of paid time. If it is determined the office is open, employees can take vacation time if they elect to stay home. The Executive Director will inform the BOD's via email or phone if the office is closed. Closures for other circumstances will be done with the approval of the President of the Board or an Officer of the Board. Steffey seconded the motion. Discussion ensued. Mottl stated that she did not feel qualified to make this call since she does not live in the area.

Brendemuhl moved to amend the motion by deleting the last sentence. Wilson seconded the amendment. The amended motion stating: "The WIA Administrative Office may be closed at other times. Weather closures and late starts will be determined by the Executive Director and Chief of WPS. If the Executive Director and WPS Chief determine that the office is closed, employees are entitled to 8 hours of paid time. If it is determined the office is open, employees can take vacation time if they elect to stay home. The Executive Director will inform the BOD's via email or phone if the office is closed." All were in favor. The motion carried.

18. Newsletter

It was agreed that all articles for the next newsletter will be sent to Mottl no later than December 15.

19. Confirm Next Budget Meeting Date

McFadden confirmed that the next Budget Meeting will be held on Tuesday, December 2 at 7:00pm at Fire Station #1.

20. Attendees to December Hearings

It was agreed that, due to the holidays, the next Hearings will be held on Wednesday, January 14, 2009.

21. December Board Meeting Agenda Items

McFadden stated that all items deferred at a Board Meeting would automatically be carried over. He instructed Mottl that, in the future, this was not a necessary agenda item.

The Board adjourned to Executive Session at 9:05 p.m. to discuss the acceptance of Employee Evaluations, the approval of the Chief of WPS Evaluation, the approval of the Executive Director Evaluation, a resident letter discussion and the Elorie Award.

The Board returned to regular session at 10:10 p.m.

The meeting adjourned at 10:20 p.m.

RESPECTFULLY SUBMITTED:

Date

James Wilson, Secretary

Date

Camilla Mottl, E.D.