

2024-January-06 Board of Directors Meeting

Convened at 11:00am, quorum established, all board members are in attendance – President - Harford Field, Treasurer – James Duda, Secretary – Barbara Hall, Directors - Shirley Hensley and Nick Tripi.

Meeting Agenda: two topics: 1) working cooperatively together in our new roles: and 2) review and chart a course for information and communication platforms and protocols going forward.

President - Harford Field

Will read from a prepared document regarding working together on a board in an HOA.

We are a small group managing Owner Assets that are nearly 50 years old. We are fortunate to have resources to fall back on to help guide us, including State Condo Law, Case Law around the condo laws, there are authorized legal publications of the condo act, that will include footnotes on case law. We have Georgia Nonprofit Corporations Act and Community Association Institute (CAI) for Best Practices (Certified Entity) – this is a National Association that support and manage properties and develop methodology for Reserve Studies. There is a Best Practices that most all States recognize. As board members, we have a Fiduciary responsibility to follow our Declarations and By-Laws to conduct ourselves through common sense and have the best interest of the community, the owners put their trust in us to conduct ourselves in a civil manner regarding Disharoon Ridge Unit Owners Condo Association, Inc.

Fiduciary – adjective - involving trust, especially regarding the relationship between a trustee and a beneficiary.

December 2022 – 100% turnover of the Board – it was a difficult time. There was a level of mistrust with contractors, increased dues, misplaced records, and vague job descriptions.

October 2023 – The focus in 2023 was owner meeting tasks, allocation of percentages, conducting reserve studies, and address maintenance issues. James restructured the financial department – regarding banking, collecting/depositing dues with payment options, paying invoices. Third quarter there was a change in board members. The board was small, we worked well together, if there was a disagreement, we allowed others to speak, discussed the merits and made decisions. Guidelines and Robert’s Rules of Order were followed with small groups. If the group made a unanimous decision, there was no need to follow all the formalities or hold a formal vote – just record the agreement and move forward. If one or more disagree, then a formal vote is in order. This is authorized and defined in Robert’s Rules of Order.

Shirley had a question regarding decisions to have a motion –The President asked to hold all discussions to the end and would be happy to present supporting information.

December 2024 - Our current 5-member board has different levels of experience and exposure, we all come from different backgrounds with different thought processes. We have limited experience in Management Association and its assets as a fiduciary for the owners. Our President has a great deal of experience, education and training in condo law and will act as an anchor to help us work through the process of developing protocol, communications, administration, proper training and understanding our responsibilities.

Job Descriptions and Responsibilities: Board members can be held liable if they do not perform their Fiduciary duties.

Broadly, the law describes 3 aspects of these duties.

1. The duty of care and enforcing associations, covenants, conditions, and restrictions.
2. The duty to use sound business judgment.
3. The duty of good faith which could be translated to fiduciary responsibility, good faith.

The President is citing a specializing law firms’ assessments.

Job Descriptions: Full version can be heard in the audio file or double click this Icon:

- **PRESIDENT:** The parliamentary term used is chairman for presiding at board meetings. Our by-laws indicate the President is effectively the CEO directing meetings and the execution of required fiduciary duties when the board is not in session in addition to board meetings (also indicated in Robert’s Rules of Order). The President is the leader that must ensure effective, cooperative execution of the fiduciary responsibilities of the DRUOA board of directors. The president is arbitrator and referee when there are disagreements and should work towards consensus on issues when possible.
- **SECRETARY:** the second officer position named in our by-laws which describe duties as 1) custodian of the minutes records, keeping and publishing minutes of each meeting; 2) other records and activities required by law or necessary to accurately reflect the activities of the Association. There are countless responsibilities tied to this position, from

lining up meetings to helping board members stay accountable for their tasks. The board secretary is a vital puzzle piece for any nonprofit organization, and without a skilled and organized individual in this position, your team may struggle to maintain efficiency (c., Boardable). The eight key duties are to record & distribute board meeting minutes, maintain accurate Association records including committee reports, schedule regular board meetings, oversee membership lists, ensure contact information is up to date, hold board members accountable in fulfilling their duties, track board members terms (if needed), and orient new board members. Barbara joined the board only recently and is still learning the ropes and I try to help. Shirley over time has taken on some of these responsibilities but does so at the direction of the Secretary.

- **TREASURER:** In as much as the treasurer is husbanding our funds collected to manage the financial obligations of the Association, it is self-evident this is a critical position of responsibility admirably carried out by James. In the distant past, a realtor was hired as a fiduciary manager of the Association and skipped town with over \$40,000 of collected dues. Until recently, all non-recurring maintenance was done by special assessment out of fear of a repeat occurrence of theft but now the original theft is a distant memory. Then with the recent failure of a high-rise condo in south Florida, most of the country's associations have developed a Reserves Plan, often required by state authority or strongly encouraged by financial institutions as we have and usually off of a formal study as we did in 2023. Building a large reserve amount against future disbursement in major maintenance processes significantly increases the work and responsibility of the Treasurer though clearly set out in our By-Laws Article 5.2(c). The many duties required include record-keeping of financials, internal funds control, budgeting, auditing, investing of excess funds, insurance, taxes, reserves, dues & assessments, and associated reports.
- Non-officer board members function to provide wider input of thought, additional manpower to execute efforts directed by the board and to vote when necessary under the guidance of all governing documents.

All communications are released by the Board President, Treasurer or the Secretary – messages can be drafted by any board member, then sent to the President to approve and the Treasurer or the Secretary will forward the message to the community. All messages must come from one source.

Regarding the Disharoon Ridge Unit Owners Association, Inc website and E-mail:

Following up research by Duda and Hall to look at upgrading our owner communication platforms and protocols, a lengthy discussion was held about to best use information dissemination via email and/or our web site. Hensley submitted that the AOL account was provided by her to the Association free of charge but readily agreed that switching to a Google Docs and email account platform provided a more robust platform for use by the board in sharing documents and for communication of information such as calendars and work orders with the ownership. This was unanimously agreed to by all members and Barbara Hall will manage the transition with Duda's help and make a managed transition to end no later than December 2024.

The website was developed, paid for and managed by Shirley Hensley several years before and has grown organically since. Hensley bought the URL, designed the site and the various pages and has maintained the look & feel as well as posting all DRUOA information approved by the board and/or the President. Effectively, Shirley owns the copyright to the design and benefits the Association by posting DRUOA information for use by the Owners. There was general agreement that the Association depending upon one person to maintain the website was not practical and Hensley agreed to train Hall in how to maintain the website so we have two people able to manage the site. Also, since it would be in the best interest of the Association to fully own the URL, site layout as well as the data to fully manage it the Association should likely own the URL and all copyrights to the web site. It was agreed that the option to acquire the rights from Hensley would be discussed over the coming months to determine if DRUOA should acquire all rights from Shirley Hensley in order to maintain continuous management and usage for years to come.