



**Board of Directors Meeting Minutes
Saturday, February 19, 2022**

09:05 Call to Order by President

- Quorum verification – (Board members attending): Johnstone, Cyphers, Leonard, McCutchen, Taylor, Isenhart, Adler, Sommers, Christensen, McDaniel and Sayler.
 - Directors Adler and Taylor left the meeting at 11:33
- Director(s) not in attendance: Grimes (as an approved absence).
- Members in Attendance: P. Sorensen, E. Murphy, B. Tolle, B. Clevenger, L. MacLeod, C. Ray, T. Johnstone, C. Paddock, K. Battaglini, C. Loomis, C. Isenhart, D. Parks, K. Broome, K. Broome, S. Leonard, J. Stonum, C. Sees, J. Fearn, K. Zedalis, K. Davis and C. Faughnan.
- Staff in Attendance: Flanagan, Darling
- No request for Executive Session made.
- Approval of Agenda - Director Isenhart motioned to approve the Agenda; Director Christensen seconded the motion. Discussion. All voted in favor. Motion passed.

Director Sayler requested time to read a letter prior to approval of the Minutes. Letter overviewed Minutes with chronological review from October to date pertaining to review and approval or non-approval of Minutes. Board discussion on letter content.

Director Cyphers motioned to remove Secretary Taylor from the position of Secretary. Board discussion with member input. President Johnstone called for a second motion. Director McCutchen seconded the motion. Further Board discussion including member input. President Johnstone called for the vote. Directors Christensen, Cyphers, Isenhart, Sommers and McCutchen voted in favor. Directors Leonard, Sayler, Adler and Taylor voted against. Director McDaniel abstained. Motion passed.

Director Isenhart agreed to take notes for the remainder of the meeting.

- October 18, 2021 Meeting Minutes. First motion by Director McCutchen. Board discussion on amending Minutes. No second motion. Director Isenhart will amend October 18, 2021 Minutes and circulate to the Board for their review and electronic vote.
- November 20, 2021 Meeting Minutes. Board discussion including needing to add back into the minutes the discussion that happened regarding Bylaws on confidentiality and the Code of Ethics/Code of Conduct. November Minutes to be amended and circulated to the Board for their review and electronic vote. No motion made.
- Approval of amended December 11, 2021 Meeting Minutes. Board discussion. Director McCutchen motioned to approve the December 2021 minutes; Second motion by Director McDaniel. No further discussion. All voted in favor. Motion passed.
- Status of January Minutes. Board discussion - January minutes haven't been produced and January Minutes will need to be written.

09:55 Board Discussion

- Code of Conduct / Board Actions / Motion Protocol / Responsibility and Expectations



Director Cyphers presented on the Bylaws in reference to confidentiality. Board discussion ; Director Leonard admitted to breaching confidentiality by disclosing confidential information by posting it on social media. Director Isenhart reviewed the Bylaws under Article 5 Board, Section 5.2 Qualifications, (g)

Any director who discloses confidential information acquired by virtue of his or her position on the Board shall not be qualified to serve on the Board. Information will be deemed "confidential" if a majority of the Board of Directors determines, in its sole discretion, that it is confidential prior to the disclosure. The Board may also adopt rules, regulations, policies, and/or procedures further addressing confidentiality.

After review, Director Isenhart stated by posting confidential information on social media, Director Leonard was in violation of the Bylaws and had disqualified himself as a Director. Mr, Leonard acknowledged the disqualification and at 10:19, he left the meeting thus vacating the position.

Director Cyphers noted, protocol for the membership who want to discuss this situation may petition for a special meeting which is provided in the Bylaws and is considered due process. Further discussion including Q&A held with the membership in attendance.

10:40 Member Communication

- C. Sees – stated she has maintained the www.BigElkMeadows.com domain in order to protect the site and community name and requested the Board take ownership of the site, along with future payments to which the Board agreed.
- Director Isenhart reminded the Board there are a few Directors who still need to sign the Policy of Big Elk Meadows Association Regarding Director Conflicts of Interest, Code of Ethics and Code of Conduct.
- VFD of Big Elk Presentation by Fire Chief Isenhart. Presentation on fire bans and definitions of “open fire” with request BEMA create written standards for the community. Task has been turned over to the Governance Committee. VFD of Big Elk is also looking for help with grant writing which will be included in a Membership Communication to contact Fire Chief Isenhart for details.

Director Cyphers motioned Director Isenhart be voted on as acting Secretary until the Annual Meeting in May. Director Christensen seconded the motion. Board discussion. Director Isenhart stated she did not want the job and requested it be made known in the Minutes she *did not* vote to remove Director Taylor for the purpose of taking on the responsibility of Secretary of the Board. However, she would take on the role to support the Board and Community until the Annual Meeting. Directors Cyphers, McCutchen, Isenhart, Adler, Sommers, Christensen and McDaniel in favor. Directors Taylor and Saylor abstained. Motion passed.

- E. Murphy inquired as to staff hours. President Johnstone and Treasurer McCutchen overviewed.
- J. Stonum inquired on maintenance of heavy equipment owned by the Meadows and why a new truck vs used was purchased. Long Term Planning Committee Chairman C. Loomis overviewed his research, purpose for purchasing a new plow truck and findings on maintenance of equipment. Additional input from Directors and Operations Administrator.
- K. Battaglini suggested real time capture of minutes. K. Zedalis agreed and asked why Office Administrator V. Darling was not taking minutes as she is being paid to perform administrative functions. Further Board discussion on the taking of minutes and by whom.
- K. Zedalis recommended a forensic accounting of BEMA books creating transparency.
- K. Broome expressed disappointment on how things were going and hoped for improvement.

11:02 Master Calendar – Board review of master calendar with upcoming tasks to be performed and by who. Reminder to Committee Chairs that budgets are due at the March Board Meeting.

11:05 Communications Committee Report - the report is posted on the BEMA Website and made a part of these minutes

Director Sommers presented the Communications Committee report on behalf of the Committee.

Members having difficulty accessing the BEMA website should contact the office. Director Cyphers requested estimated

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cost of new computers for inclusion to the capital budget for next fiscal year with figures provided at the next Board meeting.

11:09 Social Activities Club - No information to report at this time.

11:10 Operations Committee Report - the report is posted on the BEMA Website and made a part of these minutes

Director Christensen presented the Operations Committee Report on behalf of the committee. Board review of road conditions with agreement staff are keeping the roads safe and well plowed/sanded.

Director Cyphers motioned Directors Christensen and Adler Co-Chair the Operations Committee with Director Christensen in the supervisory role, overseeing the Operations Manager and Operations Assistant. Director McCutchen seconded the motion. No further discussion. All in favor. Motion Passed.

Operations Manager P. Flanagan updated the Board on status of water tank and lake intake projects.

Board discussion on Wagner invoices. Service performed by Wagner was a VISUAL ONLY INSPECTION of heavy equipment, and service was not discussed by the Board or approved by more than one director. Further discussion concluded there may be room to negotiate pricing prior to payment being issued. Directors Cyphers and McDaniel will work on negotiations with Wagner

Colorado Rural Water Association (CRWA) will host a final Source Water Protection Program (SWPP) workshop with the Source Water Protection Area (SWPA) Team on Monday, February 28, 2022 wrapping up creation of the Source Water Protection Program for Big Elk Meadows.

11:30 Long Term Planning Committee Presentation

Committee Chairman Loomis presented a PowerPoint Presentation on behalf of the Long Term Planning Committee. Quick review of road base which included cost savings on materials and transport. Overview on use of water truck in relation to BEMA water rights. In communications with J. Lever, Water Commissioner, District 4, use of a water truck will *not* have a negative impact on BEMA water rights, however tracking of water usage will be required. Review of water truck options with committee recommendation to purchase used water truck from BECO. Note: water truck could also provide back-up service to the VFD in case of emergency. Board discussion on license and insurance for use/ownership of water truck, value of vehicle recommended, future service and prospective need for CDL; Board discussion on selling three of BEMA's heavy equipment.

Director Isenhardt motioned to buy the BECO water truck, with repairs, accessories and delivery not to exceed \$45,000. Second motion by Director Christensen. Further Board discussion with member comments.

All voted in favor. Note: Prior to departure, Chairman Loomis explained to Directors Adler and Taylor motions that would take place later in the presentation. Both expressed support in favor of sending each action/motion.

Request from Committee for Board supported Town Hall meetings, survey and member communication with brief review of communication and schedule. Board agreed to support the Committee as requested and will send out a member communication notifying members of the Town Halls and survey. The Board thanked Chairman Loomis for his efforts and time invested.

12:18 Finance/HR/Legal Committee - the report is posted on the BEMA Website and made a part of these minutes.

Director Cyphers advised members who have any questions or concerns regarding information presented to contact him, he is glad to sit down and review it with them. He then thanked Treasurer McCutchen for his work on the financials.

Treasurer McCutchen presented the Treasurer's Report and Finance Committee Report on behalf of the committee.

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Director Isenhart presented the HR Ad Hoc Committee report on behalf of the committee. - the report is posted on the Board Google Drive and made a part of these minutes

Director Isenhart motioned Selena Davis as a member of the HR Ad Hoc Committee. Director McCutchen seconded the motion. Discussion regarding S. Davis' request to join the Committee. All voted in favor. Motion passed.

Director Saylor motioned Shelia Leonard as a member of the Finance Committee. President Johnstone asked for a second motion. No second motion. President Johnstone stated there was no second motion. Motion failed.

12:33 Governance Committee Report - the report is posted on the BEMA Website and made a part of these minutes

Director Saylor motioned Director Grimes as a member of the Governance Committee. Director Isenhart seconded the motion. No discussion. All voted in favor. Motion passed.

Director Saylor presented the Governance Committee Report on behalf of the committee. Board discussion on the Employee Handbook in regard to working with the HR Ad Hoc Committee.

12:35 Architectural Review Committee - the report is posted on the BEMA Website and made a part of these minutes

Director Saylor presented the Architectural Review Committee report on behalf of the committee. Board discussion on ARC forms and processes.

Board discussion on 1027 Aspen Dr., 742 Hickory Dr., 1032 Aspen Dr., 374 Aspen Dr. and 195 Hemlock Dr. Additional discussion on other properties involving legal.

12:52 Lake Health & Fish Habitat Committee - the report is posted on the BEMA Website and made a part of these minutes

Director McDaniel motioned on behalf of the Lake Health and Fish Habitat Committee electronically as per the BEMA Bylaws 6.8b, "To spend up to \$3,000 to purchase a boat and trailer to be used for applying treatments to our lakes". Director Isenhart seconded the motion.

Additional information to support the purpose and cost savings provided to the Board electronically for review.

Deadline for electronic vote was February 12, 2022. Directors Taylor, McCutchen, Saylor, Isenhart, Christensen, McDaniel, Grimes, Sommers and Johnstone voted in favor. Directors Cyphers, Adler and Leonard abstained. Motion passed.

Director McDaniel presented the Lake Health and Fish Habitat Committee report on behalf of the committee. Information provided on bids and wiring for Willow Well house, DO levels, boat purchase and lake treatments. Director McDaniel expressed gratitude to the Board for voting in favor of purchasing the boat along with the committee's desire to improve cooperative efforts with Operations and Water Rights Committees. Board discussion on the Ad Hoc Irrigation Committee.

Director McCutchen motioned to decommission the Irrigation Committee. Director Sommers seconded the motion. Board discussion. All voted in favor. Motion passed.



01:02 Water Rights Committee Report - the report is posted on the BEMA Website and made a part of these minutes

Director Sommers presented the Water Rights Committee report on behalf of the committee. Due to the winter season and freezing temps, no significant activity.

01:04 Old Business

- Management Company Scope – After speaking with five companies, three were willing to have a conversation and one was willing to meet for a site visit. After site visit and review, company declined a full proposal due to BEMA’s unique situation being considered a risk with costs too high. However, the company did show interest in oversight of financials. Directors Cyphers and McCutchen will review for association accounting.

Board concluded an investigation and proposal of community oversight and operation by a property management company for the association has been exhausted.

01:11 New Business

- Board discussion on member communications and posting information to social media.
- Board discussion on meeting recordings and retention.

01:22 Adjourn Meeting

Director Sommers motioned to adjourn; second motion by Director Saylor. All voted in favor.

Next Board meeting is on Saturday, March 19, 2022 at 9:00 a.m. location TBD.