



## Governance Committee

**Charter:** To support Big Elk Meadows in effectively managing the governing documentation of the association and to act as a liaison for any legal or regulatory issues or concerns that may arise and come before the Big Elk Meadows Board of Directors.

**Committee Members:** Meredith Campie (chair), Devona Sayler, Cary Karcher, Shelia Leonard, Jim Murphy. (Ryan Sommers, absent)

**Community Members:** Kathy Broome, Steve Sayler

**Next Meeting:** Friday April 19, 2024

Governance Meeting  
Friday, April 19 · 11:00am – 12:00pm  
Time zone: America/Denver  
Google Meet joining info  
Video call link: <https://meet.google.com/ybr-ypiy-kvj>  
Or dial: (US) +1 224-650-8777 PIN: 106 247 019#  
More phone numbers: <https://tel.meet/ybr-ypiy-kvj?pin=1506300696084>

April 5, 2024 Meeting Notes:

I apologize for those not able to attend this meeting as the link in the mailchimp notice was not working. If you are ever unable to log into a governance meeting, please email me during the meeting at [meredithc@bigelkmeadows.org](mailto:meredithc@bigelkmeadows.org) and I will send you a different link to join or help figure out how to log you into the meeting. You can also email me before the meeting to RSVP and if I don't see your name logged into the meeting I will email you a different link. All community members should have the option to log in and join all committee meetings.

Priorities:

1. Find legal representation. We are recommending the Board sign with Moeller Graff.
2. Explore proxy use for special meetings. Awaiting board permission to contact a lawyer.
3. How to prepare voting documents for annual meeting (due to Communication Committee by April 4, 2024) Communications was contacted March 29, 2024

New legal representation

- All 3 firms we have contacted have independently told us our board size should be 5-7 directors.
  - Cary and Shelia met with Moeller Graff on Monday April 1st for 2 hours
    - Signing with Moeller Graff is the recommendation to the board at this point
      - The Collaboration Plan is our top choice for \$199 a month
        - Onboarding is time consuming with heavy lifting
        - We can move down tiers once we are up and running with updated documentation.
        - 
        - 90 minutes consultation/month
          - Up to 90 minutes of no-cost attorney consultation per month (\*unused time will not be rolled over)
        - Credit card processing
          - Unlimited use by consumers or homeowners to resolve their account through credit card payment methods
        - Group Board Training
        - Workshops
        - Physical or live time video conference access to any workshop scheduled
        - CCIOA Review
          - Review 9 CCIOA Responsible Governance Policies & Provide Legal Recommendations. Note: recommendations may have additional cost if creation is required.
        - Remote Meeting Action
          - Prepare a memo on the association's ability to take action outside of a physical (in-person) meeting.
        - Education Material
          - Annual owner education material as required by CCIOA provided in writing for annual meeting or newsletter
        - Annual Audit Letter
        - DORA Registration
          - Annual DORA registration for the HOA (hard cost fees still the responsibility of the association)
        - Elite Status
          - Board Members to receive elite certification status with additional training (structured over a 6-month period).
        - Policies

- Data Privacy, Solar Panel and Social Media policy will be provided as a one-time benefit (future revisions are not included in this subscription).
    - Added 2021: Records Inspection Policy
    - Note: policies will be provided after the third month on the program
  - Digital Resources
  - Unlimited access to digital library
- They encourage one or possibly two point of contacts
  - The governance committee recommends one board contact and the governance committee chair as a second contact.
- They automatically reply to the whole board when the contacts request advice from the lawyers.
- Each lead lawyer has 25 years of experience
- They are the most cost effective
- They steer away from litigation
- Find common ground between directors
- Refund retainer fees if the hours are not used
- Cary and Shelia met with Orten Cavanaugh Friday April 5th for 30 minutes
  - Have a \$250 retainer fee
  - We have a request in for the cost to rewrite all documents and resubmit everything to the State
  - One point of contact and assume that the director will share information with the whole board.
- Meredith spoke with Altitude March 29th and Melissa Garcia agreed to reopen our files.
  - We are concerned that the events that led them to terminating their contract with us cannot be erased and we may be better off with a new firm.
  - One point of contact and assume that the director will share information with the whole board.
  - Document review fee is \$1750
    - This includes a report of their recommended areas to change
    - We pay per document or hour depending on fix or whole document rewrite
- Price comparison:
  - Altitude Law \$350/hr Associate Lawyer
  - Orten Cavanaugh \$320-355/hr Associates \$360-395 principals Aaron \$360
  - Moeller Graf \$295/hr Associate, \$340 Senior, \$385 partner
- Requested board approval to contact legal regarding our proxies on March 29th. Zero board members responded to the request.

- Quorum
  - Ryan sent an email April 2nd and asked the board and committee “Would we agree it would be nice to have a lawyer weigh in on their understanding based on our docs?” The entire committee agreed we need to have a lawyer weigh in on quorum and one board member responded (in favor).
  - We have more than 70 homeowners who are behind in payments and may lose their right to vote if their balances are not paid in full before the meeting.
  - It was brought to our attention that if the annual assessments are not paid by June 30, 2024 and a payment plan is not signed with our management company, those members are not in good standing. This needs to be reviewed by legal counsel.
- We need a legal review of our documents.
- How to prepare voting documents for annual packet
  - Devona reached out to Christa (communication committee chair) on March 29th and was told the secretary is doing the work for voting documents.
- Employee Handbook is on hold as we research HR companies.
  - As a committee we are looking into HR firms to help guide the board and community.
  - These firms rewrite employee handbooks and answer questions regarding employment issues.
  - We are getting 3 bids from Gallagher, our current insurance carrier, Cedar HR Solutions, and Employers Counsel.
  - We will review all plans and bring a recommendation to the board
  - Make sure each company is well versed in HOA
- Employees driving BEMA owned vehicles off our property is a liability to the Association.
- Employee perks need to be tallied i.e. gas for personal vehicles from our gas tank, driving association vehicle during non work hours off property, using compactor without paying assessment fees
- Update on our insurance policies from Jim.
  - Gallagher doesn't have a legal department for us to access on a regular basis
  - Jim is getting a list of insurance products they carry for us
- We discussed that the accountability of our committee needs to be backed by facts.
- The governance committee turned in our budget request to the finance committee
  - \$20,000 but we will work diligently to stay under budget.
    - \$5,000 for a reserve study
    - \$10,000 to have all governing documents reviewed and updated by legal counsel
    - \$5,000 for incidentals
- The governance committee finished and sent their survey questionnaire to the communication committee for their ghost writer to rework.
- The governance committee would like to review the survey results from the Conservation Easement.

- It was shared that possibly the LTPC did not get the 50% approval they needed to move forward with the CE
- We will research the survey and results to see if indeed it gained 50% approval or not.
- 2023 town hall minutes are not necessary because it was a town hall and not an annual meeting.
  - 2022 annual meeting minutes need to be approved at the 2024 annual meeting as there was not a 2023 annual meeting.
- Special meeting was discussed and the governance committee is recommending review from legal counsel regarding the board setting a date in an open board meeting and not providing proper notice within 10 days of the proposed meeting.
  - Shelia sharing article from Altitude regarding legal implications since the notice was not adequately provided.
  - Bylaws state if the date is not picked by the board in 30 days the petition owners can pick a date and run the meeting.

Questions that have been raised by the Governance Committee:

1. How can we see how many homeowners are in default without breaching confidentiality?
  - a. Needed to make sure our quorum numbers are accurate.
2. How do you vote while online during the annual meeting?
3. Will there be a secret ballot for the annual meeting?
4. Who is the checks and balances for Board members to make sure they are all in good standing and eligible to vote to hold their board position?
5. Audit every 3 years? Is this recommended by CCIOA? Is this in our By-laws?
6. Do we need to update our charter to give permission to governance committee to enforce documents i.e. violations

Questions to pose to legal counsel:

1. our current proxy,
2. quorum requirements,
3. how to tell if a member is in good standing,
4. how to vote via secret ballots online,
5. requirements of a special meeting and what to do when the date has been set but notice was not sent to membership by the board,
6. how to enforce vacating a board seat when a director is not in good standing,
7. how to handle director vote (contested or not) because members are also voting on how many directors will be on the board.
8. What are the legal implications if an employee is involved in an accident in an association owned vehicle off property i.e. while driving their children to school?

I make a motion to sign the Collaboration Plan with Moeller Graff at a rate of \$199 per month.

I make a motion to have Moeller Graff do a complete review of all of our governing documents.

I make a motion to give permission to the chairperson of the governance committee to speak to Moeller Graff to gain clarification on our governing documents without requiring board approval for each concern.


I make a motion to have Paul Cyphers place the solo key to the employee file box into the newly donated small key box, with the combination that was given to all current board members, before April 7, 2024.

I make a motion for Paul McDaniel to place all keys that are necessary for the board to have access to all aspects of the association be placed in the large key box, with the combination that was given to all current board members, before April 7, 2024.

I make a motion to bring a vote to the membership for the annual meeting to bring the size of the board down to 7 directors.

I make a motion to pay for a reserve study with Association Reserves company at the proposal price not to exceed \$5,000.

Links:

- CCIOA:  2023 Colorado Common Interest Ownership Act 38-33.3-000.pdf
- <https://dre.colorado.gov/ccioa-and-other-state-local-and-federal-laws>
- <https://robertsrules.com/>