



The Governance Committee was reinstated during the March 13, 2024 board meeting.

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 Saylor, Cary Karcher, Shelia Leonard, Ryan Sommers. (Jim Murphy, absent)

Community Members: Carissa Dunlap, David Evertson, Pat Sorenson

Next Meeting: Friday April 5, 2024 1:00PM

Governance Meeting
Friday, April 5 · 1:00 – 2:00pm
Time zone: America/Denver
Google Meet joining info
Video call link: <https://meet.google.com/htt-hyur-puf>
Or dial: (US) +1 319-423-8188 PIN: 566 543 121#
More phone numbers: <https://tel.meet/htt-hyur-puf?pin=3089316723608>

March 28, 2024 Meeting Notes:

Priorities:

1. Find legal representation.
 2. Explore proxy use for special meetings.
 3. How to prepare voting documents for annual meeting (due to Communication Committee by April 4, 2024)
- New legal representation
 - Meredith has a meeting with Altitude Friday March 29th at 1:30PM
 - Cary and Shelia will reach out to Orten Cavanaugh and Moeller Graf
 - 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
 - Still researching how proxies work at special meetings
 - Have to be presented prior to meeting start

- Proxies sent out in the annual packet last year were most likely not reviewed by Altitude Law.
- Carissa sent the committee the annual packets that went out to membership last year for review
- We will use last year's proxies as a template for this year if we find they are adequate.
- Quorum
 - Based on the number of members in good standing
 - You are not in good standing if:
 - You are in a lawsuit against the Association
 - You are in collections
 - You have a lien on your property
 - You are in default (30 days late on a payment and a late fee has been charged. Only if there is not a payment plan in place.)
 - Article 3, Section 3.2 Suspension of Voting Rights
 - During any period in which an Owner shall be in default in the payment of any Assessment, including interest, fines, late fees, attorney fees and costs, levied by BEMA, the voting rights of the Owner shall be deemed suspended by the Board of Directors, without notice or hearing, until the Assessment has been paid. Voting rights and use rights of an Owner may also be suspended for a period not to exceed 60 days, or during any period of violation of any other provision of the Governing Documents, whichever is greater.
 - Ryan, with Pat's help if needed, will look into the Board Members to make sure they are all in good standing.
- Christa sent the committee a document from Altitude Law that lists the CCIOA sections we do have to follow as a pre-CCIOA community
 - Cary went through the document and relayed that we are not misinterpreting CCIOA at this point and nothing stuck out at this time.
- We need a legal review of our documents.
 - They contradict each other.
 - \$50 to file amended Articles of Incorporation with the State
 - Spoke about going to a board of 7 directors rather than 10
 - Policy that specifies how to vote/count votes needs to be reworked before the annual meeting. This is a priority but we may not have time to get it finished before the annual meeting.
- How to prepare voting documents for annual packet
 - Devona will work with Communication Committee to make sure ballots are legal
 - Visit all policies that speak of or support our annual packet, voting, ballot counting, etc.
- Haven copy of our governing documents is the older version.
 - ARTICLE 5 BOARD Section 5.1 Number. The affairs of BEMA shall be governed by a Board of Directors which shall consist of twelve (12) members, elected or appointed as provided below. In the case where through removal or resignation,

the total number of Board members is less than twelve (12), the Board will be considered properly constituted until such vacancies are filled. Page 8

- Carissa is working with Meredith to get them updated in Vantaca.
- Employee Handbook
 - Document shared with committee members
 - Cary, Shelia, Carissa, Devona, Pat, and David will work on updating the handbook
 - Areas to be worked on include but are not limited to:
 - Insurance
 - Drug testing
 - PPE
 - Leave PTO/Sick
 - Define full/part time
 - Distinguish what benefits each type of employee receives
 - Employee chain of command
 - How we log hours- clock in a physical or digital clock rather than written down to nearest quarter hour
 - Flex schedule implementation to reduce overtime
 - Pay periods Sunday-Saturday rather than Monday-Sunday to reduce overtime
 - Employee personal use of equipment
 - Credit card usage
 - Carissa will be presenting about a back-up water operator at the April 10, 2024 board meeting
- 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/>

On Next Months Agenda:

- How do we share with membership when the Board changes the rules?
 - Secretary sends out list in annual packet
 - Possibly we could print and hang in the office Bulletin Board in front room
 - Ask if we can post in the firewise section outside of office
 - Email blast
 - Communication of changes is necessary
 - Documents have a note “revised (date)”

- Update on our insurance from Jim.

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. Can a petition be amended to meet the necessary signatures once submitted?
5. 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?
6. Audit every 3 years? Is this recommended by CCIOA? Is this in our By-laws?