

BOARD OF DIRECTORS SPECIAL MEETING

Friday, June 14, 2024 at 12:00 p.m.

Meeting was Conducted In Person and Virtually

Event Center – Donner Room

1021 Stanley Dollar Drive, Walnut Creek, CA 94595

MINUTES

1. **Call to Order**

President England called the meeting to order at 12:07 p.m.

2. **Roll Call of Directors**

Mary A. England – President – District 5
Peter Catalano – 1st Vice President – District 4
Young Chung – 2nd Vice President – District 3
Jen Moreau – Secretary – District 2 – Virtually
Jean Autrey – Treasurer – District 1

Mutual Operations Staff

Jeroen Wright – Mutual Operations Director
Bill Parsons – Resales/Alterations Supervisor – Virtually
Victoria Thomas – Board Services Coordinator

3. **Members' Forum**

Members were afforded the opportunity to express their concerns, make comments, or have questions for the Board. Comments included:

- Special Meetings are conducted incorrectly.
- Board packets are not provided to the membership.
- Board Member's phone numbers should not be removed from the website and should be available to the membership.
- Current Board Members were not elected. January 2020 California changed the law governing HOA elections and candidate qualifications. District elections are no longer permissible. Over the last four years the Board elections have been restricted to District elections. It was asked to open all five seats for the upcoming election.
- Requested legal counsel supervise the Board meetings to ensure operations are conducted correctly until a Board can be elected.

4. **Unfinished Business** – *Mary A. England*

Action Items

- a. Proposed Amendments to the Building Maintenance Policy 2.0 – *Chung/Autrey*
After reviewing each major proposed amendment the Board voted on each one individually.

Motion made by Autrey, seconded by England, to approve the proposed amended language on Building Exteriors. Approved by vote. (4-1 Autrey opposed)

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Motion made by Young, seconded by England, to approve the proposed amended language Electrical Item E. Approved by unanimous vote. (5-0)

Motion made by Autrey, seconded by England, to approve the proposed amended language in Plumbing Item 11c. Approved by unanimous vote. (5-0)

Motion made by Autrey, seconded by England, to approve the proposed amended language on Walls and Ceilings (Interior Drywall Surfaces) Item 15. Approved by unanimous vote. (5-0)

Motion made by England, seconded by Autrey, to approve the proposed amended language on Manor Inspection Item 16C. Approved by unanimous vote. (5-0)

Autrey will provide legal counsel with the approved proposed amendments to the policy to ensure for accuracy. Once approved by legal counsel, the proposed amended policy will be provided to the membership for a 28-day review and comment period.

5. New Business

Action Items

a. Approve Amendments to the Elections and Voting Policy 20.0 – *Autrey/egal Counsel*
Topic Deferred till October 2, 2024

b. New California Law – Elections and Candidate Required Qualifications – *England*
Topic Deleted – No discussion.

c. Public Information Packets – *Chung*
Young opined that some reports should be available for the membership to review: i.e., Maintenance and Landscape Managers’ Reports, Committee Reports, and Treasurer Reports with all confidential information redacted.

Motion made by Young, seconded by England, to approve Maintenance and Landscape Managers’ Reports, Committee Reports, and Treasurer Reports with all confidential information redacted be made available to the membership. Approved by unanimous vote. (5-0)

d. Architectural Control Committee Agenda and Minutes – Format and Contents – *Chung*
Autrey reported that the recommendation is to add the address and alteration details to the meeting agendas and minutes with the exception of a member that is active in the SAFE Home Program their address will not be listed.

Motion made by England, seconded by Young, to approve adding property address and a brief description for proposed alterations to the agendas and minutes. Approved by unanimous vote. (5-0)

e. Review to Adopt Proposed Amendments to the Bylaws – *England*
Topic Deferred

f. Budget Transfer Authorization – *Autrey*
Autrey reported that payments of \$10,000 or more must be preapproved by the Board. Adding that having a resolution that preapproved expenses over \$10,000 would ensure a quicker process for check signing.

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Moreau asked how often checks over \$10,000 require a signature. Autrey replied that she signs 10-15 checks over \$10,000 monthly. Adding that there is also the monthly transfer to the reserve account when the coupon is collected.

Catalano asked how current expenses over \$10,000 can be viewed by Board Members. Autrey replied that all the expenses are reported in the financial statements monthly, which Board Members receive from the Accounting Department.

Moreau asked if the Accounting Department could generate a monthly report that showed expenses over \$10,000. Autrey volunteered to ask Arterburn if the Accounting Department can generate such a report for Board Members and what the cost would be for the task.

Topic Deferred

- g. Director Attendance to Board Meetings Bylaws – *England*
Bylaws 8.10 reads ‘a Director can be deemed ineligible and disqualified from serving on the Board if the person is absent without cause as determined by the remaining Directors from three consecutive meetings of the Board.’
England stated that Board Members should be present and attend all scheduled Board Meetings, Executive Sessions, and Architectural Control Committee meetings.
- h. Director Availability for Member Communication – Remove Phone Number from Webpage – *England*
England reported that a Board Member requested their phone number be removed from the Mutual’s webpage. England asked why the Board Member requested this. Catalano replied that he does not want to be called because he is sleeping and has been woken up several times. Autrey reported she is happy to leave her phone number on the webpage as she is a Director representing a District and as such should be available, adding that not everyone has access to email. Chung stated he does not mind having his phone number on the webpage so he can assist members in the Mutual. Chung added that prevention on being woken up is to mute the phone and return the call the next day. All phones have voicemail.

Moreau made a motion to adopt a contact page that includes a reminder to call the appropriate phone number prior to calling a Director. There was not a second to the motion. England volunteered to review Second Walnut Creek Mutual webpage their contact sheet and will prepare one for First Walnut Creek Mutual.

Motion made by Chung, seconded by Moreau, to remove Pater Catalano’s phone number from the Mutual’s webpage. Approved by vote. (4-1 England opposed)

- i. Review Budget and Financial Policy 22.0 – Membership Financial Requirements – *Autrey*
Autrey reported that the Budget and Finance Committee was asked to change the member financial requirements. The Committee recommended no changes.

6. Informational/Discussion Items

- a. Townhall – Update on Membership Bylaw Discussion – *Catalano*
Catalano has not had a Townhall yet on the subject. Moreau will work with Catalano on organizing a Townhall.

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- b. Status of Governance Committee – *Catalano*
Catalano said there are no updates. Dick Locke said they need more members in the Committee.
 - c. Freedom of Information – *Catalano*
Topic removed.
 - d. GRF Breach of Contract – *Catalano*
Catalano states that GRF is not providing customer service as stated in the contract. There should be a contact sheet on the webpage with how to call for different situations.
7. **Announcements** – The next scheduled meeting is the Board of Directors Regular Meeting. The meeting will be held on June 28, 2024 at 10:00 a.m. in the Donner Room at the Event Center as well as virtually.
 8. **Adjournment to Executive Session** – There being no further business, the Board of Directors Regular Meeting was adjourned at 1:36 p.m. and the Board moved into Executive Session.
 9. **Executive Session Summary** – The Board met in Executive Session from 10:00 – 11:59 a.m. to discuss:
 - a. Disciplinary Hearings
 - 2 – Construction Violation – Members were fined totaling \$600
 - Policy Violations – Member was fined \$400 for two violations
 - 6 – Reimbursement Assessments totaling \$12,296.39
 - b. Formation of a contract
 - c. Legal Matters
 - Discussion on potential litigation

Board Assistant Secretary's Certificate

I hereby certify that the foregoing is a true and correct copy of the minutes.

Victoria Thomas