



Board Work Session Meeting  
September 13, 2022 – 9:00 a.m.

Boardroom at the Country Club and via Livestream  
Agenda

- I. Call to Order
- II. Update on the Assessment Vote
- III. Update on the Five-Year Strategic Plan and Member Surveys
- IV. Discussion on a proposal to move forward with a second vote if quorum is not met
- V. Proposed changes to **Policy 1.01** - *Member Access to Association Information*
- VI. Second vote on **Policy 7.03** - *The Budget* and **Policy 8.14** - *Approval and Change of Job Scope Procedures for Capital Projects*
- VII. Open Forum – Property Owner comments. Comments are limited to three minutes per property owner
- VIII. Response to Open Forum
- IX. **ANNOUNCEMENTS:**
  - a. **Lakes JAC Meeting** – Wednesday, September 14<sup>th</sup> at 2:00 pm. in the Boardroom at the Country Club and via Livestream.
  - b. **Golf JAC Meeting** – Wednesday, September 14<sup>th</sup> at 4:00 p.m. in the Boardroom at the Country Club and via Livestream.
  - c. **Board of Directors Regular Meeting** – Thursday, September 22<sup>nd</sup> at 6:00 p.m. in the Boardroom at the Country Club and via Livestream.
  - d. **Milestone Board Training** – Wednesday, September 28<sup>th</sup> at 9:00 a.m. at Lakepoint. (CLOSED MEETING)
  - e. **Community Meeting – Assessment Vote** – Tuesday, October 4<sup>th</sup> at 6:00 p.m. at Lakepoint.
  - f. **Rules and Regulation Meeting** – Thursday, October 13<sup>th</sup> at 1:30 p.m. in the Boardroom at the Country Club and via Livestream.
  - g. **Board of Directors GM Meeting** – Thursday, October 13<sup>th</sup> at 2:30 p.m. in the Boardroom at the Country Club (CLOSED MEETING).

- h. **Board of Directors Work Session** – Thursday, October 20<sup>th</sup> at 9:00 a.m. in the Boardroom at the Country Club and via Livestream.
- i. **Board of Directors Regular Session** – Thursday, October 27<sup>th</sup> at 6:00 p.m. in the Boardroom at the Country Club and via Livestream.

X. **Adjournment**



From: Tom Judson, COO  
To: Bella Vista POA Board of Directors  
Date: September 9, 2022  
Subject: Motion to move forward with a second vote if quorum is not met.

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I remain optimistic we will reach quorum for the assessment vote, yet it would be prudent to prepare for the possibility of missing quorum. If quorum is not reached, I recommend we go back out for a second vote as quickly as possible. Keep in mind the quorum for the second vote drops to 25%.

**Suggested motion for the September 22<sup>nd</sup> Regular Meeting**

At the conclusion of the assessment increase vote on October 4<sup>th</sup>, if the quorum requirement of 50% is not reached, but at least 51% of those who voted did so in favor of the proposed assessment increase, the Board of Directors authorizes a second vote to be taken. For the second vote, the proposed increase in assessments will be the same as the first vote, with a \$3 increase per month for improved property owners and no increase for unimproved property owners. In accordance with the governing documents, the quorum requirement for the second vote will be 25%. The cutoff date for members in good standing to participate in the second vote will be October 17<sup>th</sup>. Ballots/proxies will be sent on October 24<sup>th</sup>, with the vote concluding on December 6<sup>th</sup> at 6pm. A special meeting of the membership will take place on December 6<sup>th</sup> at 6pm at Lakepoint Events Center, with the outcome of the vote revealed at this meeting. The cost of this second vote is estimated at \$40,000.



From: Tom Judson, COO  
To: Bella Vista POA Board of Directors  
Date: September 9, 2022  
Subject: Second vote on **Policy 1.01** – *Member Access to Association Information*

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At the September Rules & Regulations Committee Meeting, the Committee voted to amend Policy 1.01.

### **Suggested Motion for the September 22<sup>nd</sup> Regular Meeting**

I made a motion to approve changes to **Policy 1.01** – *Member Access to Association Information*, which were recommended by the Rules & Regulations Committee. This will be the first of two required votes.

July 19, 2007  
November 15, 2007  
November 17, 2011  
November 20, 2014  
November 17, 2016  
November 15, 2018

P 1.01

## **MEMBER ACCESS TO ASSOCIATION INFORMATION**

### **PURPOSE:**

To ensure that the spirit of Bylaw IV.3.F. is followed, thereby ensuring that Members shall be advised of the performance of its Board and management. To also advise the Members of the decisions that are reached, and policies adopted on behalf of the Association and its Members. This policy will ensure that Members have appropriate access to information and proceedings of their Association, consistent with the right and need to know, while still enabling the Association to conduct its business and operations to the best advantage of its Members.

### **I. MEETINGS OF THE ASSOCIATION BOARD**

1. All Board meetings shall be announced as far in advance as practical.
2. Work sessions, regular meetings, and special meetings of the Board which conduct the business of the Association shall be announced to the Members and open to all Members. All formal actions of the Board shall occur only in these meetings, except for those occurring in Executive Session (see I.3 below). The minutes of such work sessions, regular meetings, and special meetings shall be accessible to Members.
3. The Board will hold an Executive Session at the call of the Chairperson, the request of the Chief Operating Officer/President, or upon the written request of at least three members of the Board. Executive Sessions are normally used for Association personnel issues, membership discipline, legal issues, and/or other sensitive issues or topics of which the Board needs to be informed or topics on which the Board may need to give direction. Each Director shall be notified of an Executive Session as far in advance as practical. The Corporate Secretary may attend an Executive Session for the purpose of taking minutes. Formal actions by the Board of Directors may be taken in Executive Session subject to the normal quorum and voting requirements.

Executive Sessions are closed meetings and all minutes of such meetings, the materials used in such meetings, and the discussions occurring in such meetings, shall be kept and remain confidential. The subject of or general topics discussed at Executive Sessions shall be reported normally at the next regular meeting of the Board. Any action taken by a vote of the Board at an Executive Session shall be reported normally at the next regular Board meeting to include each individual Director's vote on the topic or by a confirming roll call vote.

4. Work sessions of the Board will be open meetings. Formal actions normally will not be taken at such sessions.
5. The Board may hold discussion sessions that will normally not be open to others. No formal action may be taken at such sessions and minutes will not be recorded.

## **II. COMMITTEE MEETINGS**

1. All Association Committee meetings shall be announced as far in advance as practical.
2. Meetings of the Elections, Audit, and Charitable Giving Committees will normally be closed meetings.
3. Meetings of Joint Advisory Committees will be open, and minutes will be accessible to Members. Sub-committee meetings developing recommendations for the full committee may be closed and no minutes of the meetings are required.
4. Meetings of Special or Ad Hoc Committees and Task Forces will normally be open but may be closed at the discretion of the committee chairperson. All recommendations resulting from such committee meetings will be accessible to Members. If the meeting is closed to Members, no minutes will be taken of the meeting.
5. The schedule of all Association meetings, whether open or closed, shall be made widely available in a timely manner. The agendas of all Board meetings shall be widely accessible in a timely manner and as far in advance of such meeting as practical.

## **III. OTHER MEETINGS**

1. Meetings of Association staff, Management, or Directors with other organizations shall be closed, unless mutually agreed to be open.
2. Meetings of Association staff or Management shall not be open unless an exception is made by the Chief Operating Officer.

## **IV. PRESS ACCREDITATION**

For the purpose of assisting in the dissemination of information to the Members, the Chief Operating Officer is empowered to provide media organizations the same access to Association meetings and information as a Member.

## **V. DOCUMENTS**

1. Any document distributed at an open meeting of the Board, an open meeting of a Board Committee, an open Special meeting, a Joint Advisory Committee, or an Ad-Hoc Committee or Task Force shall be deemed an open document and therefore available to the Members. Whenever feasible, copies of such documents shall be made available to attendees at such meetings.
2. "Books and Records" as cited in Bylaw IV.3.F are defined herein as official Association reports, both financial and otherwise, including documents distributed in accordance with item V.1 above. They shall be made accessible to Members electronically and at the Association general offices during normal working hours. Books and Records shall be made electronically available at [www.bvvpoa.com](http://www.bvvpoa.com). Members desiring personal copies of such documents shall be required to pay for the cost of producing copies, except if such should have been available at an open meeting.
3. Working papers prepared by Association staff or Directors normally will not be available to the Members unless they are presented at open meetings (see V.1 above).

4. While financial reports shall be made accessible to Members (see V.2 above), background documentation and accounting files normally will not be made available to other than Association staff or Directors.

5. Most contracts executed by the Association shall be open to inspection by the Members. Excluded will be personnel-related contracts and those that have non-disclosure provisions or other legally sensitive information, as determined by the Chief Operating Officer in conjunction with the Association's General Counsel.

6. The Association shall not be required to uniquely compile information for a Member unless agreed to by the Chief Operating Officer or the Board. Complying with requests by committees for unique compilations must be approved by Management.

7. Communications between or among Directors, Association staff, or committee members shall be considered private and not accessible to Members, regardless of whether such documents exist in electronic or hard-copy form.

8. Personal information, including the wages or salary of individual Association staff shall be confidential. The Association is required to file on an annual basis, IRS forms 990 and 990T, which includes compensation information on key employees. IRS forms 990 and 990T are to be made available to Members on the Association's website.

9. The Chief Operating Officer or the Chairperson of the Board may, at their discretion, permit a confidential document to be made available to Members.

## **VI. MEMBERSHIP LISTS**

Lists of Members are for the use of the Association only. Such lists will not be distributed to Members or to other parties. However, the Association may utilize and provide lists of Members in the furtherance of Association business. The only information regarding Members to be provided is whether or not an individual is a Member. Such information will never be sold to a third party.

## **VII. ATTORNEY-CLIENT RELATIONSHIP**

1. The Association will follow the normal practice of attorney-client privilege with its General Counsel and with outside counsel. This includes written and oral advice and opinions rendered to the Association, Management, its staff, and the Board, which shall be confidential unless released by the Association at its discretion. Directors shall be considered part of the client body and shall have confidential access to such advice and opinions.

## **VIII. ENFORCEMENT**

1. If any member of the Association staff, Management, or the Board violates the provisions of this policy, the Board shall commence any applicable process to discipline such person.



From: Tom Judson, COO  
To: Bella Vista POA Board of Directors  
Date: September 9, 2022  
Subject: Second vote on Policy 7.03 and Policy 8.14

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At the August Regular Meeting, the Board held the first of two votes to amend **Policy 7.03** – *The Budget* and **Policy 8.14** – *Approval and Change of Job Scope Procedures for Capital Projects*.

### **Suggested Motion for the September 22<sup>nd</sup> Regular Meeting**

I made a motion to approve changes to **Policy 7.03** – *The Budget*, which were recommended by the Rules & Regulations Committee. This will be the second and final vote.

I made a motion to approve changes to **Policy 8.14** – *Approval and Change of Job Scope Procedures for Capital Projects*, which were recommended by the Rules & Regulations Committee. This will be the second and final vote.



May 3, 1984  
September 27, 1984  
August 28, 1986  
September 25, 1986  
December 3, 1987  
September 20, 1990  
November 15, 2001  
October 19, 2006  
April 17, 2008  
February 16, 2012  
March 16, 2017

P 7.03

## ANNUAL THE BUDGET

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### PURPOSE:

To describe the process for determining and setting an annual budget for the Association.

### I. GUIDELINES FOR THE ANNUAL BUDGET

Each year the Chief Operating Officer and the Board shall establish a calendar guidelines to be used in budget preparation. The Chief Operating Officer, by no later than November 1, shall submit a proposed budget to the Board. Budgets shall be based on simple cash flow (SCF). SCF is calculated by taking the net income, adding back depreciation, adding and any reserve funds earmarked for use, adding any planned borrowing, then subtracting capital expenditures, and debt service.

~~Total proposed expenditures shall not exceed the sum of total anticipated revenues and carry-over balances from previous years in the Chief Operating Officer's proposed budget.~~  
Annual budgeted simple cash flow (SCF) must at a minimum break even for the year.

The Board shall determine and announce the place and time of the budget workshop(s) for Board budget review.

It is the goal of the Board to approve the annual budget at the regular meeting of the Board each November. If the annual budget is not approved in November, ~~the~~ budget shall be finally adopted not later than the regularly scheduled December meeting of the Board. Should the Board take no final action on or prior to its regularly scheduled monthly meeting in December, the budget as submitted by the Chief Operating Officer, shall be deemed to have been adopted by the Board. The Board may amend the budget at its discretion during the fiscal year.

Should circumstances warrant a delay in the submission and/or adoption of the annual budget, the Board, by two thirds vote of those Directors present, may approve such delay.

The Chief Operating Officer shall strictly enforce the provisions of the budget as specified in the Board action adopting the budget. The Chief Operating Officer He/she shall not authorize or approve any expenditure unless there are monies available in the budget.

Management shall maintain a Budget Manual, which outlines procedures, forms, calendar of events, etc., in order to prepare and maintain a budget calendar to effectively implement this policy and develop a timely annual budget for approval by the Board.

March 17, 2005  
May 15, 2008  
December 8, 2011  
April 20, 2017

P 8.14

## APPROVAL AND CHANGE OF ~~JOB~~ SCOPE PROCEDURES FOR CAPITAL PROJECTS

### PURPOSE:

~~The purpose of this policy willis to~~ set forth approval mechanisms, limits, controls, and reporting for expenditures on capital major projects. ~~The projects may be for any purpose and may include capital expenditures or expense for construction, renovation or other action impacting assets of the Association.~~

### I. APPLICATION

This policy will apply to capital projects ~~all expenditures~~ exceeding \$10250,000 ~~for on an accumulative basis for~~ any single capital project to construct, renovate, or acquire capital assets, in accordance with Generally Accepted Accounting Principles as described above. Projects may not be subdivided to avoid application of this policy.

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### II. PROJECT SCOPE

Before beginning a project as described herein, ~~managementthe Association~~ will prepare a document describing the scope of the project.

### III. APPROVAL OF PROJECTS

Capital projects normally must be approved by the Board during the regular budget consideration process. Any project not covered in the current year's budget will require Board approval. Any request for Board approval must include an assessment of the financial impact on the current year's budget, ~~plus and also~~ any ongoing financial impact on succeeding years' ~~s budget(s)~~. This information should be in the project scope documente for all capital projects.

The Chief Operating Officer has the authority to grant immediate authorization for emergency capital projects. Emergency capital projects are characterized as being time sensitive, plus having to do with safety, asset preservation, or for financial considerations. The Chief Operating Officer must notify the Board Chairperson as soon as reasonably possible of the approval of the emergency capital project. The Board of Directors will be notified of the emergency capital project at the next scheduled meeting of the Board or earlier. Given the inherent urgency of emergency capital project, the three-bid requirement is waived.

### IV. PROJECT CONTROL

The Association shall be responsible for control of all capital projects approved under this policy. Financial records will provide accurate accountability for each capital project and will also provide tracking to confirm any significant cost savings projected by the project scope.

Any material changes in the ~~conceptual~~ scope of a capital project as presented and approved by the Board (change in components of project for cost or configuration) must go through the approval process a

~~second time required herein for a new project.~~ Any immediate changes approved by the Chief Operating Officer will be reported to the Board no later than the next regular Board meeting. The Chief Operating Officer will develop and utilize a common form for approval of changes.

All acquisitions for elements of each capital project will follow applicable bidding and purchasing procedures.

~~R Monthly~~ reporting will be provided on all approved projects until completion. Budget review meetings will include information and progress reports as appropriate on the status of capital projects.

Overruns may be permitted on a project without additional Board approval if the cumulative overrun does not exceed 10% of the total project funding. The Chief Operating Officer will inform the Board of a capital project's potential cumulative overrun.