



**Veranda Board of Directors Meeting Minutes
Friday, September 17, 2021, at 8:30AM**

Board Members:

Tom Cumpson, Galen Miller, Dr. William Spitler, Dr. Lyn Schmid, Jennica Brodeur

Item 1: The meeting was called to order at 8:30AM.

Item 2: The board unanimously approved the August 2021 meeting minutes and they have been posted to the website and emailed to homeowners.

Item 3: A&L Committee Report/Social Committee

- A. Dr. Spitler noted that there were no A&L Updates.
- B. Jennica Brodeur provided the below social committee updates:
 - The food truck event on September 16th had a great showing. Thank you to everyone who came!
 - There will be two additional Third Thursday Food Truck Events in 2021:
 - October 21st 5-7pm: Walk-O Taco
 - November 18th 5-7pm: Dough Head Waffles
 - The Social Committee is also planning for two additional events in October 2021:
 - October 2nd 6-9pm: Wine & Cheese Night (Adults Only)
 - October 30th 2-5pm: Veranda's Annual Fall Fest
 - The Social Committee will be meeting again on 9/21. (If you have any feedback or suggestions about Veranda social events, please email VerandaSocialEvents@gmail.com.)

Item 4: Unfinished Business

- A. Board Code of Conduct – all board members signed the Board Code of Conduct.
- B. 1282 Banner- Swale Remediation Update – project is now complete.
- C. Mailbox Update – the board wishes to thank Mr. Brodeur and a group of Veranda kids for removing the writing on the mailboxes.
- D. WCPAM will continue to follow-up with homeowners that have not cut their privet hedges down to at least 54 inches.
- E. Sidewalk Repair Updates - WCPAM is having two contractors provide bids and will provide those bids to the board once obtained.



- F. Amberly Mailbox Lights – lights have been replaced and sensor is scheduled to be replaced next week.
- G. WCPAM will continue to follow-up with homeowners that need to remove the weeds from their lawns.
- H. Bench Replacement – bench is in and WCPAM will have it installed.
- I. Annual Meeting - the board decided to host a Zoom annual meeting in the hopes to have more homeowner participation. Due to the uncertainty of the COVID-19 virus, the board feels a Zoom meeting will offer the best chance for the most homeowners to participate in the annual meeting. Annual meeting will be on Monday, October 25th at 7:00PM. There are two open board seats (currently occupied by towns and carriages homeowners).

Item 5: Financials

- A. The board unanimously approved the August 2021 financial packet.

Item 6: New Business

- A. RPI proposals – the board unanimously approved RPI’s tree replacement, zelkova trimming, and snow removal bids.
- B. Bylaws Change - To be fair to the two different classifications of homeowners and the two different dues structures, the Executive Board unanimously voted to change **Section 4.1 of the Bylaws, Composition of the Executive Board** to read:

“The composition of the Executive Board shall include two voting members from the towns/carriages and two voting members from the single-family homes. The 5th board seat may be a towns/carriage homeowner, a single-family homeowner, or a nonhomeowner, dually elected by the full membership to serve as a member of the Executive Board. There may not be two members of the same household serving on the Executive Board at the same time. Homeowners that are not current on their dues and/or are currently and knowingly in violation of the governing documents may not serve on the executive board.”

Next Meeting – October 19, 2021, at 9:00AM

Adjournment – 10:00AM



Veranda Neighborhood Association Executive Board Code of Conduct

The Board of Directors hereby adopts the following Code of Conduct. Each Director as well as the collective Board shall adhere to the following:

1. Always strive to serve the best interests of the Association regardless of their personal interests.
2. Respond to all required correspondence, written or verbal in a timely manner. Required correspondence will be dated with a prerequisite response time. Failure to do so will make the director's vote null and void per issues.
3. Exercise sound business judgment to make the best possible decisions for the Association, taking into consideration all available information, circumstances, and resources.
4. Act within the boundaries of their authority as defined by law and the governing documents of the Association.
5. Perform their duties without bias for or against any individual or group of owners.
6. Provide complete and timely disclosure of personal, professional and/or financial relationships with any company or individual who has or is seeking to have a business relationship with the Association.
7. Provide complete and timely disclosure of any personal, professional and/or financial conflicts of interest related to actions of the Association, the Board, individual Directors, or managers.
8. Conduct open, fair, and well-publicized elections.
9. Observe a duty of undivided loyalty to the Board and refrain from any behavior or discussions that undermine the Board.
10. Support all duly adopted Board decisions even if the Director was in the minority regarding actions that may not have obtained unanimous consent.
11. Treat all Directors and owners with civility, courtesy, and respect.



12. Observe proper and professional decorum and language at all Board meetings and in all correspondence to fellow board members.
13. Voluntarily resign from their role as a director if they are: (1) convicted of a felony, (2) knowingly violate the governing documents, (3) share confidential board/community information, or (4) commit other acts considered to be violations of proper board conduct as noted by a majority of board members while serving as a director.
14. Refrain from disclosing confidential information obtained through their role as a director.
15. Refrain from disclosing any information with any individual or entity bidding for Association contracts unless specifically authorized by the Board.
16. Refrain from interfering with a contractor or subcontractor engaged by the Association while a contract is in progress.
17. Refrain from making any promises or representations that have not been duly approved by most of the Board.
18. Refrain from advocating or supporting any action or activity that violates a law, the governing documents, or regulatory requirement.
19. Refrain from using their position as a director for personal gain.
20. Refrain from soliciting or accepting, directly or indirectly, any of the following from an individual or entity that is seeking to obtain contractual, business, or financial relations with the Association: gifts, gratuity, favor, entertainment, loans, or any other thing of monetary value.
21. Refrain from accepting any gift or favor made with the intent of influencing the Director's decision or action with respect to any matter related to the Association.
22. Refrain from knowingly misrepresenting any facts related, directly or indirectly, to the Association.
23. Refrain from disclosing any confidential, non-public, or personal information about the Association, owners, non-owner residents or employees that was obtained in the performance of his or her duties as a director. This restriction shall not apply to communications with the Manager; communications with the Association's legal counsel;



communications with the Association's tax professionals; responses to inquiries made by any law enforcement or regulatory personnel; any other communications necessary for the Board to fulfill its duties and obligations.

24. Refrain from disclosing to any owner, non-owner resident or unauthorized third party the discussions, deliberations, communications, and comments made during any closed or executive session of the Board.

By my signature below, I accept, acknowledge, and agree to abide by the code of conduct. I understand that any failure to adhere or otherwise comply with the code of conduct may serve as grounds for my removal as a director. A vote by the majority of the director's is required to remove a board member.

Print Name

Signature

Date