

**CROOKED RIVER RANCH WATER COMPANY
SPECIAL BOARD MEETING
October 30, 2019-CRRWC Board Room
MINUTES**



- I. The Special Board Meeting was called to order at 3:00 PM by President Nathan Russell. Roll was called, and those present were: Board Member Archie McCawley, Secretary/Treasurer Sherry Loster, President Nathan Russell, Vice President Jim Hussey, General Manager Frank Day, and incoming board member Steven Proffitt. Outgoing board member Dennis Kirk was not present at the meeting, as he was out of state. There were two members of the community present at the meeting.

- II. **ELECTION RESULTS**
Steven Proffitt was newly elected to the Water Company Board. President Nathan Russell welcomed Steven Proffitt to the Water Company Board.

- III. **OATH OF OFFICE**
Frank Day read the Oath of Office aloud, and then all the Board members signed the document. The Oath of office will be placed in a frame and will be displayed in the foyer of the Water Company office.

- IV. **VOTE FOR NEW BOARD OFFICERS**
The Board officer positions that are open for nominations are President, Vice President, and Secretary/Treasurer. Nathan Russell opened nominations for President. Sherry Loster nominated Nathan Russel to be Board President, seconded by Steven Proffitt. Vote was taken, and Nathan Russel was appointed as Board President. Archie McCawley nominated Jim Hussey to be Vice President of the Board, seconded by Steven Proffitt. Vote was taken, and Jim Hussey was appointed as Vice President. Jim Hussey nominated Sherry Loster to be the Secretary/Treasurer of the Board, seconded by Archie McCawley. Vote was taken, and Sherry Loster was appointed as the Secretary/Treasurer.

- V. **REVIEW OF CURRENT RESOLUTIONS**
 - A. **Resolution 2019-004**
Allows the General Manager Frank Day to have 80 hours annually dedicated to the Fire service for training and emergency response. This resolution was adopted on 10/7/19.

 - B. **Resolution 2019-005**
This Resolution ratified the Board Member Attendance Policy. This policy gives the Board the authority to pull a Board Member's resignation letter if the Board Member violates the Attendance Policy. There must be a unanimous vote by the Board before the resignation letter can be pulled. It would only be used in an extreme case scenario.

C. Resolution 2019-006

Is a Non-Disclosure Policy (NDA). Special Board Meetings and Board Workshops are closed to the public but can be open to the public at the discretion of the Board.

Everything in a Special Board Meeting and Board Workshop is considered confidential unless the Board deems that it is not confidential. General Manager Frank Day explained that there is a lot of system planning and ideas thrown around these meetings that are not ready for the public to hear yet. This Policy also deems that emails shared between Board Members are also confidential. Frank went on to say that this has been a concern in the past, and that is why this policy was adopted.

VI. OVERVIEW OF BOARD ATTENDANCE POLICY/ RESIGNATION LETTER

Frank stated that every member of the Board will be signing a resignation letter. He then explained that these letters will then be sealed in an envelope and will not be used until such time as the Board deems it necessary. Frank explained that if you don't have policies in place to remove a Board Member, it can be extremely difficult to remove a Board Member from their position. There would need to be a unanimous vote by the Board in order to pull the resignation letter. Additional policies will be added to the Resolution 2019-005. The letter of Resignation would only be used in an extreme case scenario, and it will not be used for personal gain. Frank had all the Board Members sign a letter of resignation at the meeting.

VII. NOVEMBER BOARD MEETING

The next Board Meeting will be on November 13th, 2019, at 3:00 PM in the Crooked River Ranch Conference room.

VIII. MEMBER COMMENT PERIOD

Frank Day and the board answered questions regarding confidentiality and board meetings. Frank said that his board meeting is stated as a special board meeting in CRRWC's bylaws. This special meeting has been made public at the discretion of the board; special meetings are closed to the public.

There was a question about the status of the MOU (Memorandum Of Understanding) between the Water Company and the Homeowners Association. Frank replied that both parties have given their proposals to each other and now we are at a standstill. Frank noted that we should have more information at the end of the month.

There was also a question regarding Steven Proffitt (being newly elected to the Water Board) and his wife being on the HOA Board of directors and how it might be a conflict of interest. Frank explained that its part of the Non-Disclosure Agreement. The Water Company does not expect information to be shared from either party. Frank noted that there may be times where Steven will recuse himself from the discussion. Steven Proffitt also noted that he is okay with being asked to leave the room if the MOU needs to be discussed between the board members.

Steven Proffitt also noted that the Board Member titles are not listed on the Resolutions; this topic will be discussed at the next Board Meeting on November 13th, 2019.

IX. ADJOURNMENT

There being no further business, the meeting was adjourned at 3:20 PM