

**Glastonbury Landowners Association**  
**Governing Documents Committee**  
**MINUTES**

**Monday, January 7, 2025 – 6:30PM**

**Call to Order (6:30pm)**

**1.1 Meeting Attendance**

**1.1a Committee Members Present** - Jim Timmer, Steve Sirois, Ben Bufurd, Jewel Wieczorek, Alicia Dearing, Lance Rushmeyer, Leslie Everett

**1.1b Landowners Present** - Miriam Barker, Jack Sutton, Kate Thorpe, Debbie Newby, James Everett

**2.1 Governing Docs Committee Chair Discussion & Vote**

**2.1a.** Motion to approve Alicia Dearing as chair of the governing documents committee. Self-nominated. Seconded by Lance Rushmeyer. All In Favor. Motion Carries.

**3.1 Monthly Meeting Date/Time Discussion & Vote**

**3.1a** 2nd Monday @ 6:30pm –Motion to approve meeting times on the second Monday of the month at 6:30pm. Motion made by Lance. Seconded by Ben Bufurd.

**Discussion:** The committee may need to meet more often than once per month. The committee will add more dates as the need arises. Steve Sirois will be absent for the February 10th meeting.

All in Favor. Motion Carries.

**4.1 Discussion on Board Governance Policies & Bylaws**

**4.1a.** We currently have a Conflict of Interest and Code of Conduct Policy. Leslie Everett made a comment that in the years she has lived in the community she has observed that many of the issues that the organization has faced are related to Board Governance. Leslie Everett suggested that the Gov Docs Committee look at governance policies including adopting a much more robust document Code of Conduct and Conflict of Interest Policy. She has been looking at other HOA and similar organizations and she will provide the committee with drafts of a Code of Conduct & Ethics and Conflict of Interest Policies to start the conversation. Adopting robust governance policies, should also be followed up with a revision to the Bylaws that would require seated directors, and nominees, to sign and adhere to these policies as a condition to serve on the Board.

**4.1b.** Jewel Wieczorek suggests that we implement a policy to safeguard the property of the GLA when a Board member leaves the Board, and Board members must sign this policy as well. Leslie commented that the draft Code of Conduct and Ethics Policy she will circulate includes

this provision. Leslie will provide a PDF for review and a Google Doc where committee members can comment within the document as well on the committee email thread.

## **5.1 Discuss Potential Improvements to the Bylaws - Including improving Election Processes, Candidate Vetting, board spending parameters, board representation**

**5.1a.** Alicia discussed the issue of representation on the board. She suggested that we need to have stricter verbiage around having an equally seated North and South Director representation. Ben and Leslie both expressed the need to look at those parameters carefully, in order to ensure that the board would be able to function amid resignations or other vacancies.

**5.1b.** Jaylyn suggested that the process for finding a landowner “not in good standing” needs to be better articulated in the Governing Documents. Whoever is on the Board at that time can enforce violations however they want. Jaylyn also believes the Road Policy should be written into the Bylaws so that one Board cannot just change it at will. She also noted the need to have to require Directors to recuse themselves from voting on matters where they have a fiscal advantage.

**5.1c.** Leslie also suggested that we look at election processes. One consideration could be to vet all landowners and potential directors at the start of the election process and then have the list of qualified landowners and disqualified landowners remain static through the election process.

**5.1d.** Steve suggested that the landowner standard also be a Board standard. Steve suggested that standards like the road and driveway standards that landowners are held accountable to, should also be applicable to the board when completing projects or road work in the community.

**5.1e.** Jaylyn believes that the website that the standards and policies must be approved by landowners. There used to be a shed policy on the website, she knows it was there because she ran the website. Now it’s gone but there was no Board vote on removal of it. Jaylyn thinks that it should be in the Bylaws that you can’t change standards and policies without a recorded Board vote.

**5.1f.** Jewel suggested that we make changes to the Road Policy. It is suggested that Gov Docs partners with Road Committee to this.

**5.1g.** There was committee discussion regarding assessment increase parameters and fee increases also. It was noted that the covenants strictly govern how assessments can increase, but there are no current parameters on how other fees are increased.

**5.1h.** Jaylyn thinks we should come up with a timeline for potential bylaws revisions. Alicia and Ben think we should have a tentative timeline to come to an agreement on the next meeting. Alicia will help develop a timeline before the next meeting and possibly split into groups addressing the topics

## **6.1 Discussion and long-term planning for broader scope Governing Docs overhaul**

**6.1a.** Alicia would like to see an entire overhaul of the governing docs. Leslie shares that we would need a large level of participation from landowners. Alicia noted that any changes wouldn't be more restrictive but just more clear and streamlined. Alicia also mentioned that Zane, the board President, has done some research into a 10 year provision in the Covenants and she offered to get some clarity from Zane to bring to the committee.

**6.1b. ACTION ITEM:** Alicia will reach out to Zane about the 10 year clause in regards to the Covenants.

## **7.1 Discussion on adding new committee member**

**7.1a.** Motion to add Jaylyn Jensen to the Governing Documents Committee. **Motion made** by Alicia Dearing. **Seconded** by Leslie Everett, **In Favor:** Jim Timmer, Steve Sirois, Jewel Wiczorek, Alicia Dearing, Lance Rushmeyer, Leslie Everett **Abstain:** Ben Bufurd. **Motion Carries.**

## **8.1 Discussion on Meeting Recordings**

**8.1a Discussion about sharing recorded meetings.** Jewel asked about using Zoom AI for minute taking. Jack said it was challenging because the AI tool does not accurately capture who voted. Jack suggests we change the governing docs so that we can record and provide the recordings to landowners behind a closed platform. Leslie mentions adding a transparency clause and also adding a disclosure for landowners that the recordings are private materials not to be shared to prevent sharing of it outside of landowners.

**9.1 Lance makes a motion to adjourn. Alicia seconded. Meeting. Motion carries unanimously. Meeting Adjourned at 8:58pm.**