

MEETING MINUTES

Mission Bay Preserve Board of Directors

February 9th, 2021 10:00 am | via Zoom

In Attendance

Mission Bay Preserve Board of Directors: Meg Fair, Mark Gelernter, Ray Beck
Staff: Melanie Brooks

February 9th, 2021 Meeting

The meeting was called to order by Mission Bay Preserve Board Chairman, Meg Fair.

This was a meeting of the Board of Directors to discuss suggestions for re-structure and the proposed revision of the Preserve By-Laws as recommended by the Preserve Task Force.

Document Revisions

The Preserve Task Force has submitted a revision of the current Preserve By-Laws to the Board of Directors. This is in response to the duties the Board of Directors has recommended for the initial task force:

The Mission Bay Preserve Board of Directors is proposing a Task Force comprised of Mission Bay Preserve residents to study and update current documents and specific protocols for committees and the Board for the Preserve.

The scope of this task force protocol includes:

1. What is the future structure and responsibilities of the Steering Committee, Finance Committee for the Preserve? Considerations:
 - a. What are the roles of the Committees and how are they aligned?
 - b. Are these elected, selected, or volunteer positions?
 - c. How many residents comprise the committees?
2. What is the structure of the Board of Directors?
 - a. What is the recommended number of members?
 - b. What are the roles of each member?
3. Research the current Preserve By-Laws to determine:
 - a. how they may be adjusted or changed, and by whom.
4. Review the current Preserve documents for:
 - a. Consistency
 - b. Changes or updates that need to be made.
5. Referring to the current CCR documents;
 - a. a rewrite/update of the CCR's is necessary
6. How do we get the Community on board with Communication to the Steering Committee and Board of Directors?
7. Appeals Process – Implications of Board of Directors, Committee roles in a Conflict-of-Interest situation.

Lynn McNamer, task force member, has submitted a copy of the proposed revisions to the By-Laws (included as an attachment). The group agreed this would need to be put forth to legal counsel prior to filing and sending out to the general memberships for an approval vote.

Ray Beck relayed that the Task Force had recommended the Preserve go to a 5-person Board of Directors and at that point a Steering Committee would not be necessary, only a Finance Committee. The Board Treasurer may be the President of the Finance Committee. Meg shared that the By-Laws allow for the 5 Members but the Articles of Incorporation do not. The discussion revolved around having a working Board, not just a governance Board, with a member of the Board on each Preserve committee. She suggested Sue McCormick and Lynn McNamer be allowed to step in short-term to fill positions as they have participated in the task force changes. Discussion was held regarding holding a special meeting prior to the summer annual meeting to share By-Law changes and findings of the task force to the larger Preserve community. The community would then vote as to whether to accept the revised document.

The other concerns discussed that will be discussed with legal counsel were:

1. The number of community members needed for a quorum, with or without a meeting?.
2. What constitutes a vote, what per cent is required (check with Secretary of State)

Additional Document, Re-Structure Revisions

Meg suggested a plan of approach for Board restructure, including proposed staggered terms for five Board members.

Melanie Brooks, HOA Manager will incorporate the suggested edits from this Board meeting into the revised By-Laws.

Community Center management, ownership: The group agreed that there needs to be a future meeting with the joint Boards and clarification as to the ownership of the Community Center by both communities.

Adjourn

The meeting was adjourned at 9:43 am.

Attachment: By-Law Edits submitted by Task Force