

NEWINGTON COMMUNITY ASSOCIATION
BOARD OF DIRECTORS' MEETING – June 1, 2016
Approved Minutes of the Meeting – NCA Pool House Meeting Room

At 7:04 PM Vice President Kevin Benore called the meeting to order. Board members present were Vice President Kevin Benore, Treasurer Louise Whitt, Secretary Sarah Jernigan, Director Florence Smoczynski and Director Mark Polansky. President Elizabeth Rodriguez arrived late.

President Comments

No Comment

Community Forum

A resident commented that last month's minutes were too long and font too small. A resident stated that we are spending a lot of time and money on paper. He suggested we provide full minutes on the web and a recap in the newsletter. Secretary Jernigan mentioned the minutes were detailed because there were many comments at last month's meeting due to incorrect minutes. This resident still felt we could either modify the website or the newsletter. The minutes should reflect general details and not be verbatim. Secretary Jernigan stated the goal is to have shorter minutes going forward. Secretary Jernigan said the community has been outspoken about having detailed minutes and appreciated them being published in the newsletter.

Director Smoczynski stated that we could try a reduced set of minutes for a couple of months with the full detailed minutes on the web to see what residents think. President Rodriguez appreciates the desire to cut expenses however a lot of residents still don't have computers. She suggested we could set a maximum limit. If we exceed the set limit, then we only publish a summary with note to refer to the website for full minutes. Secretary Jernigan's concern is that this opens the door for this Board and future Board members to only publish votes and that is not what the community wants. Vice President Benore stated he prefers electronic over paper, however, he recognizes that our community still has residents who want the paper copy. This is a good idea, but suggests we ask the community to get their opinion.

Director Polansky agreed with Vice President Benore's comment about asking the residents, but that using a summary may lend to editorializing the minutes which we need to avoid. Treasurer Whitt suggested that for those residents who do not have access electronically they can call the CM and pick-up a hard copy.

A resident advised that from a historical standpoint, NCA asked the residents what they wanted in the survey. Back in 2009, NCA went to summaries only, but residents complained and therefore NCA went back to full minutes.

Vice President Benore stated that what the community feels now may change later and other ideas may arise. He believes in full transparent disclosure, but maybe the medium can change. Another resident still prefers seeing the full draft minutes, more complete than less complete and even though she uses the internet, she prefers paper.

A resident wanted to know why the approval of the September meeting meetings were at the end of the agenda. President Rodriguez stated that the more current minutes are being reviewed and approved now because she did not expect these to be controversial. She stated the Board needs to have a discussion, during Executive Session, before approving the September minutes.

The plan is to approve them tonight and publish them in the July newsletter. A resident stated that one of the September minutes has been approved. The other set of September minutes, have been revised, submitted to the attorney, received recommended wording from the attorney, and doesn't understand why these still can't be discussed in an open session. If these are to be approved in an open session, copies should be available in the meeting packet. Both sets of minutes state that these are executive session minutes but they are not, they are only Special Board meeting minutes. Community Manager advised that she had extra copies of the September meeting minutes for the community. Secretary Jernigan stated that the September minutes are not an appropriate Executive Session meeting topic. The minutes provided to the Board are incorrect, all names were supposed to be removed, per the attorney. Director Polansky recalled that he specifically asked the attorney how to remedy the September minutes. Per the attorney, you can't make a vote in private session. President Rodriguez stated that at the time it was related to a personnel matter, therefore she felt they should be discussed in Executive Session tonight. The employee who had a grievance provided an extensive amount of information and that needs to be recorded and filed, preferably in the Executive Session minutes. Director Polansky stated that the law does not require, per the POAA, that Executive Session minutes be taken. The resident's concern was where can future Board members go to find out what happened during the September meetings.

Vice President Benore made a motion to move the September 14 and 30 minutes from agenda in the Executive Session area to the Approval of Minutes section. Secretary Jernigan seconded the motion. Vote: 5 Yes, 1 Abstain (Rodriguez).

Director Polansky was concerned that we're moving these minutes forward without the appropriate draft or version

for the community to review. The community members agreed to draft and amend the minutes during the meeting.

A statement was made that in the future all list of grievances must be provided in writing. A discussion was held on whether NCA had a grievance policy. A draft was started, but not completed. There is a complaint procedure and all complaints should be in writing.

Approval of Minutes

Secretary Jernigan made a motion to accept the May 4, 2016 minutes as written. Vice President Benore seconded the motion.

Members of the community had some corrections. Secretary Jernigan made a motion to amend her original motion with the these changes: page 1, in the Community Forum - change the sentence she suggested that no acronyms be used, to "It was suggested"; page 3, first line, replace "got" with "go"; midway down the page replace all references to resident's name to "a resident"; following paragraph replace "state" with "stated". On page 7, end of first paragraph "discussion was held on the monthly CM spending limit" add "of operating funds after the \$1,000"; on page 8, last paragraph, replace it with "Secretary Jernigan". Treasurer Whitt seconded the motion. Vote 5 yes, 1 abstain (Polansky).

For the April 6, 2016 minutes, the Community Manager advised that a motion was not made to revise the approved April minutes to edit them with the resident's concern over two Executive Sessions in the same day. Secretary Jernigan made a motion to amend the April 2016 minutes that we add under Community Forum the statement: "a resident was concerned with two Executive Sessions being held on one meeting date". Vice President Benore seconded the motion. Vote 6 yes.

Secretary Jernigan made a motion to amend the September 14, 2015 minutes. The title is "Special Board Meeting on September 14". To add, "Due to procedural error, the Board went directly into Executive Session to discuss personnel matters at 7:00 pm." The next paragraph: "Grievances were presented against a Board member by employee. Board agreed to provide opportunity to respond on September 30 at 7:15 pm." Then last sentence: "Meeting was adjourned." Vice President Benore seconded the motion. Vote 4 yes, 2 abstain (Jernigan, Whitt).

Secretary Jernigan made a motion to amend the September 30, 2015 minutes. The title is "Special Board Meeting on September 30". Again add, "Due to procedural error, the Board went directly into Executive Session to discuss personnel matters at 7:15 pm." The next sentence is "The Board heard responses to grievances and agreed per Section V - Enforcement of NCA Code of Conduct to give private written reprimand." Last sentence: "The meeting was adjourned." Vice President Benore seconded. 4 yes, 2 abstain (Jernigan, Whitt).

A resident wanted clarification on where it was going to be recorded who the grievance was against. Secretary Jernigan stated is written in the letter provided by the employee. Discussion continued that a Human Resources (HR) file should be created for future reference by the current Board or future sitting Board members, if needed.

Secretary Jernigan made a motion to request the CM to make an HR file. Discussion was held on where Executive Session minutes are filed. They are currently filed with open session meeting minutes and all copies are placed in the minute books. Treasurer Whitt raised a concern that Executive Session minutes should not be filed with open session minutes, because they could accidentally be distributed in disclosure packets. Director Polansky stated that a separate file should be created because future Board members are not going to want to read through several years' worth of minutes to see if any grievances have been made in the past. Going forward, the written grievances and the written response should go in the HR file.

Secretary Jernigan amended her motion to create an HR file and a separate Executive Session minute file. Discussion was held on making this two separate motions. Secretary Jernigan withdrew her motion.

Secretary Jernigan made a motion for CM to create an HR file for all written record of HR issues. Director Polansky seconded the motion. Vote 6 yes.

Secretary Jernigan made a motion to create an Executive Session file for minutes dating back to September 2015. It was discussed that there are no Executive Session minutes from September 2015. Secretary Jernigan removed her motion.

Secretary Jernigan made a motion to amend the September 14 minutes and September 30 minutes to add a line that grievance documentation can be found in the NCA office HR file. Vice President Benore seconded. Vote 4 yes, 2 abstain (Whitt, Jernigan).

Secretary Jernigan made a motion to amend her HR file motion to state it can only be accessed by the sitting Board. Vice President Benore seconded the motion. Vote 6 yes.

Vice President Benore made a motion to create a separate Executive Session file for all Executive Session minutes starting from January 2016 going forward. Secretary Jernigan seconded it. Vote 6 yes.

No email votes.

No hearings.

Treasurer Report - Treasurer Whitt had nothing to report.

Community Manager Report

General

- *Disclosure Packets: 8451 Brainerd; 8366 Luce; 8530 Gwynedd, 8334 Moline, re-inspect 7820 Marconi*
- *3 Exterior project forms for April; 1 vehicle ticket*
- *19 residents originally signed up for Yard Sale; rescheduled to Sunday; 5 residents participated; good customer turnout despite weather*
- *Resident on Durer helped with quarterly assessment reminder in Spanish*
- *Requests for pool parties*
- *Carpenter ants in meeting room have been treated, Assistant CM and CM cleaned meeting room*
- *Bank account update for Eagle Bank and United Bank completed*
- *Letters sent to residents on Durer after architectural review*
- *Tree trunk on common property was not removed*
- *Resident unable to obtain insurance for property due to neighbor's tree*

Resident Complaints/Issues/Comments

- *Power outages on Brandeis reported again*
- *Water building up on Moline sidewalk with all the rain*
- *Requests to be added to mailing distribution list*
- *Resident wanted to know how to haul away bathroom construction debris*
- *Questions on painting exterior of townhome*
- *Resident asked for original blueprints of townhouses*
- *Contractor called regarding color of townhome windows*
- *Poison oak reported on walking path creeping onto owner's property*
- *Request for NCA tree vendor recommendation*
- *New RV parking lot requests*
- *Tree down on common property behind homes on Luce*
- *Vehicle on Luce Ct has not moved in a while*
- *Fence requested for basketball court to keep balls out of woods*
- *Owner requested retaining wall history from lot file in the office*
- *Resident complained that the doorhanger yard tall grass / weeds was not friendly*
- *Request to set up a vendor booth by pool*
- *Questions on how to use / access the tennis courts*
- *New resident wanted to know how to replace windows*
- *Pool pass age requirement for kids (ages 3 and up)*
- *Vehicle on Jenner Ct that has been parked for a while*
- *Gas can left on Matisse Way, resident concerned of fire*

Vice President Benore made a motion to remove the tree stump near Moline at the Community's expense. President Rodriguez seconded. There was discussion on removing the stump versus just chopping it up. Vice President Benore amended motion to not exceed \$400.00. President Rodriguez seconded the amended motion. Vote 6 yes.

The resident who had the Jenner Court tree concern with obtaining insurance was not in attendance. Pictures were provide to the Board. Per the NCA tree policy/Virginia law, the resident has right to trim the tree over his property line so he can obtain insurance. However, the Board recommend that the resident speak to his neighbor as courtesy beforehand.

Planning Committee – Mr. Tobat shared concerns about the mosquito's population this year. He also mentioned Zika concerns. He was not sure if Fairfax County can help NCA. Director Smoczynski stated that Fairfax County is spraying at night. Secretary Jernigan stated that NCA needs to be careful on what is sprayed as we are in the Chesapeake Bay Watershed area. Director Smoczynski advised that she received a letter in the mail. Other residents didn't recall receiving a letter. Director Smoczynski mentioned that the CDC made announcement about it today. Mr. Tobat suggested a cautionary note in the newsletter to remind residents to remove all standing water in their yards.

Newsletter Policy Committee – President Rodriguez advised that they had a meeting, changes are now being finalized through email communications.

Amending Bylaws Committee – Committee Chair and Secretary Jernigan received comments back from the attorney. She stated that the comments received were what they expected. She will forward to the Bylaws Committee and setup a meeting. The changes that are being recommended will be published in the next newsletter. Secretary Jernigan will send a courtesy copy of the attorney's comments to the Board.

General Business - Old

Pool repairs are done; pool operating well now.

Survey Draft #4 – The Board did not have anything further to add. The survey responses will be posted to the website.

Newsletter directory page update requested by Vice President Benore to remove Chris Hammel and add Sarah Jernigan.

General Business - New

Charles Schwab account: Community Manager advised the current signature authorities are not up-to-date. Last April 2015, Charles Schwab received an updated form, but information was missing and it was not notarized. In February 2016, Charles Schwab sent a letter to the NCA office stating it had been over 180 days and original request to update signature authority had been canceled. Community Manager stated that a new motion needed to be filed to remove former board members and update with the current officers. Vice President Benore requested that we send this new application via a trackable service. Treasurer Whitt suggested that we hold off updating the form with the upcoming Annual meeting. She suggested to update account after the new officers are elected. Secretary Jernigan stated that none of the current Board or current CM had access to this account and suggested a motion to be made to add the President and CM for now. In September, we can add the new officers to the Board. Secretary Jernigan suggested that we look at the current form on file to see if Charles Schwab made a mistake, if not, then an email vote can be made to correct it later on.

President Rodriguez made a motion to remove the four previous board members and add herself and Community Manager, Cheryl Austin. Secretary Jernigan seconded the motion. Vote 6 yes. President Rodriguez amended her motion to add that the previous Board members will be identified in Executive Session minutes on June 1, 2016. Vice President Benore seconded the amended motion. Vote 6 yes.

Proxy policy and form: Secretary Jernigan took feedback from various community members and prepared a draft proxy policy and form for review. Secretary Jernigan stated that the most important change in the proxy policy is that it must be completely filled out and correct, if not it's voided. A section was added on the intent of the proxy giver to establish quorum only. A statement at the bottom of the proxy was added. Secretary Jernigan did not add the option to send the proxy to community members, who are present at the annual meeting, because a draft was requested first. Vice President Benore stated that he didn't have an issue with adding the additional option. Treasurer Whitt stated it seemed unreasonable to give blank proxies to community members and you don't know how they are going to vote. Committee Chair and Secretary Jernigan stated that it's not different than the current process of giving a blank proxy to a Board member. Treasurer Whitt also asked if the policy was going to be sent with the proxies. Committee Chair and Secretary Jernigan advised that the policy would not be submitted with the proxy.

Director Polansky raised a concern that the proxies from the Fairfax County Housing Authority could have option 1 selected, but then you wouldn't be able to reach a quorum since they are the majority. Secretary Jernigan stated that per the Non-Stock Corporation Act, it's the majority of voting proxies. Committee Chair and Secretary Jernigan will make the change on the form to state that it has to be designated to a community member not a Board member.

Sarah Jernigan asked if the Community Members had any comments on the proxy. A resident wanted to be sure the Board considered the possibility of renters receiving community member proxies. If they did, how would they be handled at the annual meeting? The Board advised that if a renter accidentally brought a proxy to the annual meeting, it would be invalid because the records at sign-in would indicate that they are not voting members. President Rodriguez suggested that the form be updated with "name of property owner" for clarification.

Secretary Jernigan stated that she will update the policy and form later this week, then request the Board for an email proxy to approve changes for the publishing in the July newsletter. Vice President Benore suggested to remove the 3rd option on the proposed proxy. Treasurer Whitt advised that you are making the proxy just a ballot by removing that option and restricting their voting rights. A resident asked if you were removing the provision in the current proxy where it says "unless other instructions are specified". Secretary Jernigan will add that statement to the proposed proxy under # 3 on the proposed draft.

Meeting Room Scheduling - tabled for July.

NCA Playgrounds: The Board commented they liked the proposed playground submitted by Lori Randall. Mrs. Randall reached out to Sports Systems to get an update on pricing. There are three lots left to update. The one between Kitchener and Durer (site 1). The second is Lemoyne Lane (structure only, swings already completed). The third one is Luce Court. On the last page, cost is \$29,900 up \$900 from last year's proposal. Her first recommendation is to get them all done. Second recommendation is to do Luce and Durer (since they are not up to standard). The estimate for this recommendation is \$19,545. Or, you can do one or the other. However, if you break out the projects then there will be separate installation charges for each tot lot. You have two spending options, one the reserves for \$145,000 at the end of

April. The second funding option is the operating account \$8,000.00 for common grounds improvement. Mrs. Randall suggested using the operating funds.

Vice President Benore made a motion that we fund up to \$29,990 to repair/replace the playground equipment per Mrs. Randall's proposal, using recommendation 1 operating funds with the \$8,000 budgeted for this year and authorizing an additional \$21,900 for that line item to come out of equity. Secretary Jernigan seconded the motion. Treasurer Whitt stated that for tracking purposes it would be wiser to transfer some of the homeowner's equity over reserves, then it can be tracked. If we pay for it as Vice President Benore is suggesting then at the end of the year it looks like we way overspent that line item. Vote 5 yes, 1 no (Whitt).

No additional information on the asphalt paths.

Secretary Jernigan advised the CM that a tree is down on the trail off the pool parking lot.

A resident suggested that the remaining canvas on the tennis court be removed because it's ripped and serves no purpose anymore.

At 9:33pm, President Rodriguez made a motion to convene into Executive Session to discuss injunctive relief follow-up. Vice President Benore seconded the motion. Vote 5 yes.

At 9:50 pm, Vice President Benore made a motion to reconvene to open session. Director Polansky seconded the motion. Vote 6 yes.

Vice President Benore made a motion to grant an extension to Lot #437 to June 30, 2016 to complete all list of repairs. President Rodriguez seconded the motion. Vote 6 yes.

At 9:51 pm, Vice President Benore made a motion to adjourn the meeting. Director Polansky seconded the motion. Vote 6 yes.

NEXT MEETING: Wednesday, July 6, 2016 at 7:00 PM in NCA Pool House Meeting Room. All residents encouraged to attend.

ANNUAL MEETING: Thursday, August 11 at 8:00 PM. Location: 9301 Richmond Hwy, Lorton, VA 22079.