



# Sudden Valley Community Association

360-734-6430

4 Clubhouse Circle Bellingham, WA 98229

[www.suddenvalley.com](http://www.suddenvalley.com)

## **Board of Directors Regular Meeting**

January 11<sup>th</sup>, 2024, 7:00 PM, REMOTE\*, DANCE BARN

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Call to Order

Land Acknowledgement & Anti-Racism Statement

Roll Call

Item 1) Adoption of Agenda

Item 2) Consent Agenda

2a. Minutes - November 6, 2023

2b. Minutes – December 14, 2023

Item 3) Announcements

Item 4) Property Owner Comments – 15 Minutes Total

*Please note that comments are limited to 3 minutes per person.*

Item 5) Presentation of the Ten-Year Roads and Drainage Plan by Impact Design

Item 6) GM Report - December

Item 7) Continuing Business

7a. Ratification of Executed Golf Director Transitional Contract

7b. Code of Conduct Discussion

7c. Grievance Process for Board Directors, Committee Members

Adjournment

\* This meeting will be held remotely because of the extremely cold temperatures that are forecast.



# SUDDEN VALLEY BOARD OF DIRECTORS

Board Organizational Meeting

November 06, 2023

Minutes

**DATE AND LOCATION:** Monday, November 06, 2023, Dance Barn

**CALLED TO ORDER AT:** 7:01

**AUDIENCE MEMBERS:** Not Recorded

## ATTENDING:

**Staff Members:** Jo Anne Jensen, General Manager

**N&E Chair** Rob Gibbs

### Call to Order

Rob Gibbs, N&E Chair, called the meeting to order.

### Roll Call:

1. Andrew Tischleder	4. Sam Shahan	7. Linda Bradley	10. Rob Gibbs
2. Stuart Mitchell	5. Keith McLean	8. Joshua Bowens	
3. Sonia Voldt	6. Laurie Robinson	9. Taimi Van de Polder	

Director Robinson attended via Zoom.

## 1. Adoption of Agenda

Motion to amend the agenda to add a closed session to number two and move the Election of Officers to number three.

<b>Motion By:</b> Director Tischleder		<b>Seconded By:</b> Director Voldt	
<b>Approved:</b>	<b>Not Approved:</b> X	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> 4	<b>Against:</b> 5	<b>Abstained</b>	

Motion to adopt the original Agenda.

<b>Motion By:</b> Director Van de Polder		<b>Seconded By:</b> Director Bradley	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> 5	<b>Against:</b> 4	<b>Abstained</b>	

## 2. Procedure vote

Motion: if no one has a preference move to vote by a show of hands.

<b>Motion By:</b> Director Van de Polder		<b>Seconded By:</b> Director Bradley	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> Unanimous	<b>Against:</b>	<b>Abstained</b>	

## 3. Officer Nominations

### a. President

Director Andrew Tischleder nominated by Director Bowens

Director Keith McLean nominated by Director Van de Polder

AJ Tischleder received 4 Votes.  
Keith McLean received 5 votes.

Director McLean is President.

**b. Vice President**

Director Shahan was nominated by Director Bowens.  
Director Van de Polder was nominated by Director Bradley.

Director Shahan received 4 Votes.  
Director Van de Polder received 5 votes.

Director Van de Polder is Vice President

**c. Treasurer**

Director Voldt was nominated by Director Bowens.  
Director Robinson was nominated by Director Van de Polder.

Director Voldt received 4 votes.  
Director Robinson received 5 Votes.

Director Robinson is the Treasurer.

**d. Secretary**

Director Bowens nominated Director Bradley.  
There were no other nominees.

Director Bradley is Secretary.

**Final Executive Committee Members**

President	Keith McLean
Vice President	Taimi Van De Polder
Treasurer	Laurie Robinson
Secretary	Linda Bradley

**Motion to Adjourn**

<b>Motion By:</b> Keith McLean		<b>Seconded By:</b> N/A	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> Unanimous	<b>Against:</b>	<b>Abstained</b>	

Meeting Adjourned

Approved by:

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Linda Bradley, Board of Directors Secretary



## REGULAR SESSION OF THE BOARD OF DIRECTORS

December 14, 2023

Minutes

**DATE AND LOCATION:** Thursday December 14, 2023, Dance Barn

**CALLED TO ORDER AT:** 7:05 pm.

**AUDIENCE MEMBERS:** Not Recorded

### BOARD MEMBERS PRESENT:

1. Keith McLean	2. Taimi Van De Polder	3. Laurie Robinson	4. Linda Bradley
5. Stu Mitchell	6. Sam Shahan	7. AJ Tischleder	8. Sonia Voldt
9. Joshua Bowens-Absent	10. Rob Gibbs	11. Daniel Rodriguez	

### ATTENDING:

**Staff Members:** Jo Anne Jensen, General Manager, Spencer Huston, IT, Brian Kruhlak and Kevin LeDuc, Golf.

**Guest:** Rich Davis-SVCA attorney

### Call to Order

President McLean called the meeting to order at 7.07PM.

Land Acknowledgement and Anti-Racism Statement.

### 1. Move to Adopt the Agenda.

<b>Motion By:</b> Director Bradley		<b>Seconded By:</b> Director Van De Polder	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> Unanimous	<b>Against:</b>	<b>Abstained</b>	

### 2. Consent Agenda

2a. Minutes - November 6, 2023

2b. Minutes - December 7, 2023, removed for corrections.

Motion to approve minutes 2a. and withdraw 2b for correction.

<b>Motion By:</b> Director Voldt		<b>Seconded By:</b> Director Bradley	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> Unanimous	<b>Against:</b>	<b>Abstained</b>	

### 3. Announcements

President McLean announced the resignation of Director Bowens and requested N&E Chair Rob Gibbs to begin the process of soliciting candidates for the vacancy.

**Motion:** Move the cutoff date for applications is Monday January 22nd with voting at the regular board meeting on the 25<sup>th</sup>.

<b>Motion By:</b> Director Van De Polder	<b>Seconded By:</b> Director Bradley
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<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> Unanimous	<b>Against:</b>	<b>Abstained</b>	

**4. Property Owner Comments**

**5. Closed Session**

**Move to go into closed session. 7:21pm**

<b>Motion By:</b> Director Bradley		<b>Seconded By:</b> Director Van De Polder	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> Unanimous	<b>Against:</b>	<b>Abstained</b>	

**Move to go into open session. 9:41pm**

<b>Motion By:</b> Director McLean		<b>Seconded By:</b> Director Van De Polder	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> Unanimous	<b>Against:</b>	<b>Abstained</b>	

**Motion:** Authorize the GM to negotiate a good faith contract with Brian Kruhlak for a period of three (3) months to ensure the smooth transition of golf course management.

<b>Motion By:</b> Director McLean		<b>Seconded By:</b> Director Van De Polder	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> 7	<b>Against:</b> 1	<b>Abstained</b>	

**6. Financial Reports** submitted by the GM; Director of Finance was absent due to illness.

**7. Continuing Business**

**7a. Resolution to Rescind Policy 2017-08.**

**Motion:** Move that the Board of Directors rescind Policy 2017-08, the Records and Procedure Policy and update the Policy List with the new policy.

<b>Motion By:</b> Director McLean		<b>Seconded By:</b> Director Bradley	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> Unanimous	<b>Against:</b>	<b>Abstained:</b>	

**7b. Committee Appointments**-No further appointments currently.

**8. New Business**

**8a. Capital Request- Re-key of SVCA Facilities Change Order**

**Motion 1:** Move that the SVCA Board of Directors approves the allocation of an additional \$6,494.00 from CRRRF to Capital Code 9722.05 for rekeying SVCA's facilities.

<b>Motion By:</b> Director McLean		<b>Seconded By:</b> Director Bradley	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> Unanimous	<b>Against:</b>	<b>Abstained:</b>	

**Motion 2:** Move that the SVCA Board of Directors authorize the General Manager to execute a contract with Accurate Lock and Security in the amount of \$27,150.00 using SVCA's standard construction contract, and that the Maintenance & Facilities Manager be approved to administer change order funds up to \$4,344.00.

<b>Motion By:</b> Director McLean		<b>Seconded By:</b> Director Van De Polder	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> Unanimous	<b>Against:</b>	<b>Abstained:</b>	

**8b. Capital Request-Additional Golf Cart Capital Lease**

**Motion:** Move that the SVCA Board of Directors authorize the General Manager to sign a five (5) year lease with Peak Golf & Utility for ten (10) new Club Car, gas powered golf carts for \$16,320 annually or \$81,600 over the course of five (5) years.

<b>Motion By:</b> Director McLean		<b>Seconded By:</b> Director Vander De Polder	
<b>Approved:</b> X	<b>Not Approved:</b>	<b>Tabled:</b>	<b>Died:</b>
<b>In Favor:</b> Unanimous	<b>Against:</b>	<b>Abstained:</b>	

**Adjourned: 10:33 PM**

Approved by: \_\_\_\_\_  
Linda Bradley, Board of Directors Secretary

To access a copy of the Sudden Valley Community Association Ten-Year Roads and Drainage Plan please go to:

<https://boldimpact.egnyte.com/dl/8d2BVfsMMx>

The file is too large to email. You will be able to download the file from this site.

EXAMPLE 1

## SVCA Board and Committee Code of Conduct

### **BOARD/COMMITTEE MEMBER STATEMENT**

As a member of the Board or Committee, I agree to uphold the Code of Conduct for Board and Committee Members, as adopted by the Association. I will conduct myself by the following model of excellence:

- Recognize the worth of all individuals and appreciate their individual talents, perspectives and contributions;
- Help create an atmosphere of respect and civility, where other Board and Committee Members, other Association members, and staff are free to express their ideas and work to their full potential;
- Conduct my personal and public affairs with honesty, integrity, fairness and respect for others;
- Respect the dignity and privacy of all Association members and partners;
- Keep the common good as my highest purpose and focus on achieving constructive solutions for the benefit of the entire membership.
- Avoid and discourage conduct which is divisive or harmful to the best interests of the Association or its members.

I affirm that I have read and understand the Sudden Valley Community Association Code of Conduct.

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Signature (optional)

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Date

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Name



**RESOLUTION**  
**CODE OF CONDUCT FOR DIRECTORS & COMMITTEE MEMBERS**

WHEREAS, the Board of Directors is empowered to govern the affairs of the Association pursuant to Section \_\_\_\_\_ of the Bylaws, and;

WHEREAS, the Board deems it to be in its best interest to adopt a Code of Conduct for Directors serving on the Board, as well as Directors who are appointed to various committees of the Board.

NOW, THEREFORE: IT IS HEREBY RESOLVED AS FOLLOWS:

1. The Board adopts the following policy attached, hereto as Exhibit A (the "Code of Conduct"). The Code of Conduct hereby supersedes and replaces any previously adopted Code of Conduct.
2. The Code of Conduct shall be effective immediately.
3. The Code of Conduct shall remain in effect until amended or terminated by a majority vote of the Board of Directors.

ADOPTED this \_\_\_ day of 201\_\_\_ at a regularly scheduled meeting of the Board of Directors at which a quorum was present.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

## EXAMPLE 2

### EXHIBIT A

#### CODE OF CONDUCT BOARD OF DIRECTORS AND COMMITTEE MEMBERS

The Board of Directors (“Board”) of \_\_\_\_\_ (the “Association”) has adopted the following Code of Conduct (the “Code”) for members of the Board and committee members (collectively referred to as “Directors”). This Code is not intended to deal with every situation that may arise.

The provisions of this Code may only be enforced by the Board. Nothing in this Code will create any right or cause of action for any member of the Association.

Directors who have questions about the Code are encouraged to bring questions to the attention of the President, who may consult with legal counsel as appropriate.

#### 1. STANDARDS OF CONDUCT

1.1 Directors are required to maintain full compliance with all governing documents of the Association and to be in good standing throughout their term of service on the Board.

#### 2. DUTIES AND RESPONSIBILITIES

2.1 Directors have the following duties: enforce the Association’s governing documents as written, preserve the Association’s resources, and keep the common areas in a state of good repair. To fulfill these duties, Directors must:

- Regularly attend Board meetings;
- Be informed of laws affecting the Association and its governing documents;
- Review materials prior to making decisions and be informed of all relevant facts;
- Recuse themselves whenever a perceived or potential conflict may exist, and;
- Review the Association’s financial reports.

#### 3. CONDUCT

3.1. Conflicts. Board members shall immediately disclose to the Board any perceived or potential conflicts of interests. Directors must withdraw from participation in any decision in which they have a material interest.

3.2 Self-Dealing. Board members shall refrain from engaging in self-dealing. Self-dealing occurs when an individual makes decisions that materially benefit themselves or their relatives at the expense of the Association. Without limiting the generality of the foregoing, no Director or committee member may:

- Solicit or receive any compensation from the Association for serving on the Board or any committee;
- Solicit or receive any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the Association, or;

- Seek preferential treatment for themselves or their relatives.

3.3 Protection of Confidential Information. Directors are responsible for protecting the Association's confidential information. Except when disclosure is duly authorized or legally mandated, no Director or committee member may disclose confidential information.

Confidential information includes, without limitation:

- Attorney-client privileged communications;
- Private personal information of fellow Directors or Association employees;
- Disciplinary actions against members of the Association, and;
- Assessment collection information against members of the Association.

3.4. Misrepresentation. Directors may not knowingly misrepresent facts to the members. To ensure accuracy, Directors are encouraged to verify factual information with SVCA staff before disseminating facts to the membership.. All Association data, records, and reports must be accurate and truthful and prepared in a proper manner. If a factual misrepresentation is made publicly and is not timely and publicly withdrawn after becoming aware of its falsity, it is deemed to have been an intentional misrepresentation.

3.5. Interaction with Employees. To ensure efficient management operations and avoid conflicting instructions from the Board to management, Directors shall observe the following guidelines:

- The president of the Board shall serve as liaison between the Board and staff and shall provide direction as necessary to the general manager.
- Only the president may give direction to Association employees.
- No Director may threaten or retaliate against an employee who brings information to the Board regarding improper actions of a Director or committee member.
- Directors are prohibited from harassing or threatening employees, whether verbally, physically or otherwise.

3.6. Proper Decorum. Directors must act with proper decorum in all mediums of communication including in person, in meetings and on social media. Although they may disagree with the opinions of others on the Board or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, Directors must focus on issues, not personalities, and conduct themselves with courtesy toward each other, employees, and members of the Association. Directors shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions.

#### **4. Violations of Policy**

4.1 Directors who violate the Association's ethic's policy are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to disciplinary action, including, but not limited to:

- Formal censure or reprimand, which will be communicated to the membership;
- Removal from committees;

- Request for the Director to resign from the Board, or an elected Committee;
- Removal from Committee (if not elected by the membership);
- Recall by the membership, and;
- Legal proceedings.

Prior to taking any of the disciplinary actions, the Board shall appoint an impartial committee to investigate the violation. The committee shall review the evidence of violation, endeavor to meet with the Director believed to be in violation, confer with the Association's legal counsel, and present its findings and recommendations to the Board for appropriate action. The Board shall endeavor to meet with the Director in executive session prior to imposing disciplinary action.

## EXAMPLE 3

### Commitment to Civil Behavior

To maintain a productive working environment and to provide a model for a civil community, members of the Sudden Valley Board of Directors commit to:

1. Support the Association's mission.
2. Bring Association related concerns, issues, and conflicts to the Board of Directors for discussion and resolution.
3. Offer and be open to alternative solutions when addressing a problem or issue.
4. Show respect to each other as elected representatives of the membership, both during meetings and when commenting publicly outside of meetings.
5. Promote civility during Board meetings and tolerate nothing less.
6. Maintain the confidentiality of material discussed during closed sessions and do not disclose the content or substance of confidential or privileged communications relating to Association business.

### Mission

Our mission is to foster a livable and inclusive community through exceptional service, transparency, and responsible stewardship of our shared resources.

### Vision

Our vision of Sudden Valley is a sustainable and collaborative community where natural beauty, recreation, and civic engagement create a strong sense of belonging for our diverse membership.

## DRAFT

### Resolution of Grievances

#### Purpose

The Sudden Valley Community Association recognizes that there are times when the need arises for volunteers to express concerns in a formal manner. The following procedures will ensure that volunteers receive a fair and unbiased review of their concerns and can follow a defined path to achieve resolution.

#### Procedures

##### ***Step 1: Informal discussion with SVCA leadership (Confidential)***

A volunteer's concerns should first be discussed with either the Chair of their committee, the President of the Board of Directors or the General Manager. Many concerns can be resolved informally when a volunteer and leadership take time to review the concern and discuss options to address the issue.

If the volunteer's concern is with the actions or general behavior of another volunteer or volunteers, the Committee Chair, President, or General Manager will ask for permission before sharing the concern with the individual or individuals involved.

##### ***Step 2: Written complaint to SVCA leadership***

If the volunteer is not satisfied with the results of the informal discussion described in Step 1, the volunteer may submit a written complaint within two weeks ***[Is this time interval adequate?]*** to either the President of the Board of Directors or the General Manager to include:

- The nature of the concern;
- Detailed information including evidence of the issue, witnesses, related policies, etc;
- The remedy or outcome desired.

A written complaint submitted by a committee member to their Committee Chair will automatically be shared the President of the Board of Directors and the General Manager. A written complaint submitted by a Board Director automatically be shared with all members of the Board of Directors. A report of the outcome/resolution of each complaint will also be shared with all members of the Board of Directors.

SVCA leadership will have two weeks ***[Is this time interval adequate?]*** to respond to the volunteer in writing or to schedule a discussion between the complainant and other volunteer(s) that were named in the complaint. If a written complaint names a fellow volunteer(s) as the source of the concern, leadership will require that the complainant and the other named individual(s) meet to discuss the concern with both the President of the Board of Directors and the General Manager present. The President's role will be to facilitate the meeting; the General Manager will take notes detailing any agreement or follow-up actions.

If the volunteer feels that both the President of the Board of Directors and the General Manager are unable to respond to their concerns without bias, the volunteer may jump to Step

3, submitting their written complaint directly to SVCA's legal counsel, Richard Davis, 1500 Railroad Avenue, Bellingham, WA 98225 *[Alternately, SVCA could appoint an Ombudsman who specifically addresses complaints].*

***Step 3: Written complaint to SVCA Legal Counsel*** *[Alternately, SVCA could appoint an Ombudsman who specifically addresses complaints].*

If the volunteer is not satisfied with the outcome of submitting their written complaint to SVCA leadership or if they feel that both the President of the Board of Directors and the General Manager are unable to respond to their concerns without bias, the volunteer may submit a written complaint to SVCA's legal counsel, Richard Davis, 1500 Railroad Avenue, Bellingham, WA 98225. The request for review should include:

- An explanation of the concern and details of all previous efforts to resolve the issue.
- A copy of the written complaint submitted to SVCA leadership.
- A copy of SVCA leadership's written response to the volunteer's complaint.
- Detailed information regarding the volunteer's dissatisfaction with SVCA leadership's response.

A written complaint will automatically be shared with all members of the Board of Directors. A report of the outcome/resolution of each complaint will also be shared with all members of the Board of Directors.

SVCA's legal counsel will consult with leadership and any other relevant parties to evaluate the concern and provide a written response to the volunteer or to schedule a discussion between the complainant and other volunteer(s) that were named in the complaint within two weeks *[Is this time interval adequate?]*. If a written complaint names a fellow volunteer(s) as the source of the concern, leadership will require that the complainant and the other named individual(s) meet with mediator from the Whatcom County Dispute Resolution Center to resolve the issue. (who will bear the cost of mediation?) The outcome of the review by SVCA's legal counsel or the mediation will be final unless new evidence or other circumstances warrant additional review of the concern.

***Recordkeeping***

The General Manager will maintain records of this process confidentially and securely.