

Close Session Meeting Minutes 12/20/2020:

Attendance: Yves, Rich, Julie, Kit, Juana, Matt (10 Minutes Late)

Meeting Start Time: 12/20/2020 @ 10:00AM

1. Review and approval of the December 5, 2020 meeting: ALL
 - a. Minutes approved upon Motion of Richard Thomas- Meeting Minutes Approved
2. Update of access to bank account and 2021 membership: Julie
 - a. To be provided by Julie in email

3. Report on a conversation with Lodge owners: Julie and Richard

Following the resignation of Tara James as the Social Committee Chair, the Board was left with the question as to whether the Lodge owners were still interested in continuing a partnership with the PPOA for special events held at the Lodge. As a result of discussion (at the December 5 PPOA Board Meeting) the Board decided we should simply meet with the Lodge owners and ask them. Consequently, Julie LaPere and Richard Thomas (Board Members) were directed to meet with the owners.

Julie and Richard did, and at the December 20, 2020 meeting they reported to the Board that the Lodge owners enthusiastically desire a continued relationship with the PPOA and want to continue to partner with the PPOA for special events. Of course, both the Lodge owners and the PPOA recognize that COVID 19 restrictions may affect gatherings at the Lodge and/or elsewhere in the short term. Both Julie and Richard reported that the meeting was very cordial, and the Lodge owners are extremely interested in participating with the PPOA.

Considering the COVID 19 restrictions the PPOA Snow Day is canceled for this year. The Board hopes that other future events later this year will not be restricted by health regulations

SUMMARY: Continue planning community events in conjunction with the lodge. Cancel "Snow Day" as a result of COVID 19 restrictions in Tulare County.

4. Update on 501(c) 3 application: Matthew

Matt has filed the new 1023-EZ with the expectation that the 501(c)(3) will be instated from the Tax EIN inception. Matt expects that the IRS will approve within a seven (7) week or less timeframe and follow with the board. Matt will submit the cost of the 1023-EZ application, \$275.00, to Julie for reimbursement.

SUMMARY: Documents filed, 7 Week Wait, Reimbursement Needed for Expenses. PPOA membership will be notified when application approved.

5. Review and Approval of Mission statement and Values: ALL

Yves sought a review of the Mission statement and values. Juana was in support based on the information that she, Rich, and Julie worked on jointly. Rich and Julie independently agreed with the approval and added her recognition of the work done by all involved with the development. Matt added that the Mission and Value statements' direction is in line with the new 501(c)(3) status being sought and is an ideal message for the organization's pending status. Kit added an agreement for approval.

Yves closed out with a recognition that the Mission Statement was an abstract from the 1968 Mission Statement. Yves stated he wanted to know when the formal recognition of the 501(c)(3) comes out as this will prompt the Board to address these with the community. Yves also asked we define the method by which the board will get this information out to the community; Newsletter, PPOA Website, Mailroom (Tabled for New Items). Rich echoed and thought the

board should develop a policy by draft on what and how the board communicates, electronic, policy changes, and initiatives rather than putting into Value Statement. Rich would like to caution against putting a procedure in the Value Statement. Yves fully agreed and saw the opportunity to bring communications with a brief policy or statement separate from the value and the official mechanism the board will use for communications. Rich emphasized the importance of keeping communications in a policy statement from the board rather than modifying from the By-Laws, which would require board and membership adoption.

MOTION: Motion to Approve – Juana, Julie 2nd - PASS UNANIMOUSLY. Richard will draft a communication policy that will be reviewed at the next meeting.

6. Review and Approval of Filling MID-TERM Vacancies on the Board of Directors Policy: ALL

Rich reviewed existing by-laws on how to fill vacancies, and this policy is consistent by providing a path to fill mid-term vacancies to allow for inclusiveness across the community with timeliness. Rich had recommended at least three (3) methods to advertise vacancies, then the board makes the appointment based on interest. Juana, Matt, Julie, and Kit followed by agreeing.

Yves expressed acceptance and added two comments: 1) Line 3 – propose to use at least three methods of communications but wants to identify the formal methods of communications, 2) Those with interest to write down their motivation of wanting to become and member with qualifications rather than by name alone. Rich recommends when the interested 3rd party meets with the nomination committee's chair that the nominating chair writes up a quick paragraph and synopsis based on their interview. Yves was fine with this but expressed concern about the burden put on the nominating committee's chairperson. Kit added that we shouldn't make it too complicated all around for the nominating chair and/or the interested person. Julie expressed her interest in seeing a nominating process where people have comfort for people who want to elect and nominate. Julie thought simplification would increase the potential pool, and thus why she would like to see a policy that would handle the nomination process in the long run. Juana and Matt independently agreed that something along with Julie's recommendation but agrees that the process can be simple, and as a committee, can be worked through Julie.

Unanimously, the board wanted a simplified process that is open with an open policy on ensuring that people who are motivated have the opportunity to join the board. Rich offered to develop the language of the policy.

MOTION: Propose motion to approve the policy to date with follow-up, via email, for approval to Rich's updates - Julie, Juana 2nd - PASS UNANIMOUSLY

7. Review and Approval of Filling PPOA Committee Chairperson Positions and Committee Membership Policy: ALL

Rich reviewed and stated this policy is similar to the one related to the board member vacancies. The policy underscores the need for inclusion based on advanced communications, and applications are open. Based on the number of applicants, then the board can make a decision. Juana emphasized a need for a simple and easy process to be consistent with the previous policy and then agreed. Julie, Kit and Matt added an independent agreement. Rich stated the policy gives the President the ability to develop the mission via document or a committee's statement along with expectations. Yves agreed with the policy as stated but had the same comments regarding the board vacancy policy and sought clarification. Rich clarified that we should, at a minimum, be clear on the expectations and what should be done by the committee. Rich added that the President should pass along a minimum statement and expectation to the committee chair for them to operate under.

MOTION: Motion sought for approval by Yves. Motioned by Julie, Juana 2nd. – PASS UNANIMOUSLY

8. Review and Approval of PPOA Commemorative Shelter Policy: ALL

Yves opened with a background of the shelter and because it was built by the PPOA, the PPOA should, by policy, have a way to control its use and a mechanism to accept proposals from the community to recognize community members who have substantially contributed to the community by placing a Commemorative Shelter Plaque. Open to comments. Rich, Juana Julie, Matt, and Kit independently agreed with no further comments. Yves provided agreement but commented on the following: 1) Item 3 – Requests the addition of a justification for why the person's commemoration is added. Rich provided clarity. Item #2 of the policy will have the wording of why they are being commemorated. Item #2 should bring the reason along as to why the person is being honored.

MOTION: Motion sought for approval by Yves. Motioned by Julie, Juana 2nd - PASS UNANIMOUSLY.

9. New items:

○ Yves: Proposes in early January that include a letter from the Directors on the meetings' updates:

- Mention the 501c3
- Mention cancellation of Snow Day
- Mention Mission Statement and Values
- Mention new policies
- Announce two new positions
- Yves will draft a comprehensive letter and will distribute it to all on the board by **January 1st** for comments.
- Julie will do post mailing.
- Yves will ask Lorna or Mike if they will be willing to be the nomination committee chair for the two positions

○ Rich:

- Holiday Light Contest
- Trophies are being finished.
 - Should gift certificates be offered through the lodge for 1st, 2nd, and 3rd? \$150.00 In Total. \$80 1st, \$50 2nd, \$20 3rd
 - **Supported - Yves, Matt, Kit, Juana, Julie, Rich**
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 - **Supported - Yves, Matt, Kit, Juana, Julie, Rich**
- Question on the Lodge Owners being PPOA members?
 - **Yves confirmed**
- Communications and Social Media
 - Matt provided feedback that the use of Social Media should be limited to the use of direct links to a PPOA "website" that will come free from Google or Microsoft as we receive our 501(c)(3) status. Matt suggested that we post

only links to the PPOA website and that will allow the PPOA to better control its messaging. Yves agreed that this allows the PPOA to send a clear message to the community via the Secretary, website, google link, and the PPOA can control. Matt further suggested that the board revisit including Julia and maybe others, to maintain the messaging across all platforms (Newsletter, Digital, Print). Setting up links to the PPOA website will take some time, and in the meantime, we may communicate directly on Ponderosa Community Facebook pages that currently exist as well as other forms of communication.

- Julie, Rich, Kit, and Juana independently added agreement.
- Rich agreed to Matt's feedback requested that we advertise the Zoom Meetings over digital means for the future.

10. Membership wide meeting in February. During the February meeting, an open session will give the community time to review and take feedback from the By-Laws based on the 501(c)(3) approval. The meeting will be advertised as per Rich's request.

11. Adjourned – 11:31 am