

**The Villages at Mt. Hood, Board of Directors Meeting
Tuesday, December 19, 2006, 4:00 pm, Community Room
Hoodland Fire District #74, Welches, OR**

5 **1. Roll Call:**

Present: Rick Applegate, Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Dave Lythgoe, Don Mench, Bob Reeves, Barbara Saldivar. Absent: None.

Chair Rick Applegate called the meeting to order at 4:05 pm.

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2. Board Communications and Officers Reports:

Don Mench noted that minutes of the Board meeting would be taken and transcribed by independent contractor Mountain Quail Business Services, Inc. MQBS fees were quoted as \$25 per hour.

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Motion: Susan Corwin moved and Don Mench seconded a motion to accept Mountain Quail Business Services, Inc.'s services. Discussion: Bob Reeves clarified that billings for services should be directed to him as Board Treasurer. Mench noted that the services would be paid for from the initial \$2,000 budget allocated by Clackamas County for the Villages of Mt. Hood advisory Board.

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The vote:** Ayes: Rick Applegate, Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Dave Lythgoe, Don Mench, Bob Reeves, Barbara Saldivar. Nays: None. Abstentions: None. **The motion passed unanimously.

25 **3. Approval of Minutes:**

It was noted that the October and November Board meeting minutes, as well as those of the November Town Hall Meeting were awaiting approval.

Motion: Susan Corwin moved that the minutes of the October and November, 2006, Board of Directors meetings, and those of the November Town Hall meeting be tabled. Saldivar seconded the motion.

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The vote:** Ayes: Rick Applegate, Susan Corwin, Nancy Dougherty, Steve Graeper, Dave Lythgoe, Don Mench, Bob Reeves, Barbara Saldivar. Nays: None. Abstentions: Shirley Dueber. **The motion passed.

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4. Supported Activities Reports

Bob Reeves – Bus. Reeves reported that rider statistics for November were down a bit due to weather problems. He further noted that elderly and disabled ridership was down. He reported that a representative from Clackamas County Social Services and the bus contractor attended the December 7, 2006, Steering Committee meeting. He announced that they have received a partial matching grant involving an energy credit. They have applied for two other grants (one for maintenance of the bus, the other to buy a new, larger bus.) Early next year they will start weekly runs to Oregon City, an effort being coordinated with different departments in Oregon City.

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Shirley Dueber – Strategic Planning. The group has drafted a proposal to change the By-Laws for the Villages at Mt. Hood. The materials will be incorporated into the discussion of By-Laws revisions later in the meeting.

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Nancy Dougherty – Steiner Home Tour. Dougherty explained that a power outage and bus mechanical problems forced the cancellation of the Steiner Home Tour. Over 200 people had signed up for the tour. A tour will be scheduled for a later date.

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Steve Graeper – Rhododendron CPO. The CPO had deferred on a December meeting. The next meeting is scheduled for the third Saturday in January.

Barbara Saldivar – Community Center. Planners will meet in January with the County regarding a conditional use permit for the Center.

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Don Mench – Mt. Hood CPO. Due to the County’s heavy load of hearings on Measure 37 issues, action on some Mt. Hood CPO issues is on hold.

Susan Corwin - US26 Pedestrian Paths and Streetscape. This project is now on ODOT’s short list of 32 projects. In the past, ODOT has funded about 20-23 projects.

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5. Oral Communications from the Public:

None.

6. General Business:

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a., ODOT Enhancement Grant Update. Corwin covered this earlier in the meeting.

b. 2006-2007 ODOT Grant for the Mountain Express Bus. Reeves covered this earlier in the meeting.

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c. By-Law Review and Criteria Updates. Shirley Dueber shared the proposed wording developed by the Strategic Planning Committee meeting on December 13, 2006. *See attachment: Strategic Planning Committee, December 13, 2006, For Discussion by Villages at Mt. Hood BOD: Process to update Village By-Laws.*

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Proposed Changes to above document: Change in item II, 5: verbiage should end with “create a complete replacement proposal.” Chris Roth: change in IV, 2: “secret” should be changed to “paper.” Chris Roth: add as item 2 under Section III: “For there to be a Town Hall Meeting vote, the wording must be reviewed and approved by the Board of County Commissioners.”

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Motion: Don Mench moved to use the proposal draft as a working document of interim policies and procedures, as modified by the proposed changes above. Dougherty seconded the motion. Discussion: it was clarified that these were to be considered Board of Directors’ policies and procedures rather than by-laws amendments. It will be easier to make changes to such policies and procedures than it would to by-laws.

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The vote: Ayes: Rick Applegate, Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Dave Lythgoe, Don Mench, Bob Reeves, Barbara Saldivar. Nays: None. Abstentions: None. **Motion passed unanimously**

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d. Community Park and Recreation Area: Project proposer Keith Schacher passed out his sub-committee’s documentation of answers to questions previously posed by the Board of Directors. He also passed out personal history/resume. *See documents attached here.*

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Saldivar moved to table a decision on the status of the project until next meeting. Corwin seconded the motion. Discussion: Reeves voiced his perspective that the proposers had been working on this a long time; the project should go before the community at the February Town Meeting. Lythgoe affirmed that a lot of questions could not be answered until the project proposers get to the place of funding and engineers involved in researching answers. Until then, answers cannot be definitive. Reeves cautioned the group that this is jumping a bit ahead of what the County is planning for the property. Dueber confirmed that the project will have to go to the County Commissioners before can become Supported Activity. The Chair called for the question.

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The vote:** Ayes: Susan Corwin, Don Mench. Nays: Rick Applegate, Steve Graeper, Dave Lythoe, Bob Reeves. Abstentions: Nancy Dougherty, Shirley Dueber, Barbara Saldivar. **The motion to table fails.

5 **Motion:** Dave Lythgoe moved that Board of Directors send the project go to the Board of County Commissioners as a Supported Activity for the Village of Mt. Hood. Steve Graeper seconds the motion.

10 ***The vote:** Ayes: Rick Applegate, Nancy Dougherty, Shirley Dueber, Steve Graeper, Dave Lythgoe, Bob Reeves. Nays: None. Abstentions: Susan Corwin, Don Mench, Barbara Saldivar. **The motion passed.***

15 Cherie McGinnis made a point of clarification. Clackamas County has not made a decision on the property use as yet. They may be able to say it is a great activity but they may not be able to say that it is approvable for that property.

The Chair said he would try to find a Board member to help walk the project proposers walk through the process. He encouraged Board members who still had questions about the project to address them with the proposers.

20 e. Prioritizing Supported Activities and Projects: Chris Roth circulated a document laying out suggested processes for developing a system to prioritize supported activities. *See attached document of that title.*

25 **Motion:** After some discussion regarding fact that this is one of several processes that need addressing, Bob Reeves moved the Board have a workshop in January to address organizational policies and procedures, including by-laws revision, a process for prioritization of projects, and a process of bringing supported activities to the Town Hall meeting. Nancy Dougherty seconded the motion. Discussion: Board members debated the issue of whether the Board could make decisions at such a meeting. Roth clarified that the Board could deliberate but not make decisions. They would need to come back to a Board meeting to get decisions.

30 ***The vote:** Ayes: Rick Applegate, Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Dave Lythgoe, Don Mench, Bob Reeves, Barbara Saldivar. Nays: None. Abstentions: None. **The motion passed unanimously.***

35 f. Conflict of Interest & Complaint Process: Chris Roth handed out a draft of a document (Process for County Action on Citizen Complaint) and rules on executive sessions (ORS 192.660). *See attached documents.*

40 The Board discussed the issues from a number of perspectives. Most favored consideration of successful policies from other organizations or agencies...policies that accommodated the ORS regulations. Roth suggested the Board use the draft as a starting point for a policy that could be more easily changed than a by-law amendment.

The Chair asked Shirley Dueber and Bob Reeves to work with Chris Roth to develop a policy draft for Board consideration at its next meeting.

45 g. Establishing Guidelines for dismissal of a member of the Board of Directors. Applegate told the Board that he had received a petition with over 50 community signatures to remove a Board member. There is nothing in the By-Laws or in policy regarding how to proceed with the issue.

50 The Board discussed this issue from a number of perspectives. The discussion concluded with a Board consensus that a policy be developed in consultation with County Counsel, and that a list of criteria be brought to the next Town Hall meeting. In the meantime, it was also the Board's consensus to give the petition to Chris Roth.

Worksession established:

As a followup to an earlier approved motion to have a worksession prior to the next board meeting, the Board paused in their work to schedule that worksession. It will take place on Sunday, January 7, 2007, 1 pm, Hoodland Firestation. As a point of clarification, since the previously approved motion included a specific set of issues for the worksession agenda, the task of establishing guidelines for dismissal of a member of the Board of Directors will be added to the worksession agenda at the commencement of the session.

Point of order:

Director Bob Reeves stated a point of order: when a Board member abstains from a vote, a reason for the abstention must be stated.

7. Presentations:

None.

8. New Business:

a. Letter of Endorsement for Barlow Trail Community Park Grant Request.

In absence of project lead Mitch Williams, Corwin shared a draft of a Letter of endorsement for Barlow Trail Community Park Grant Request. The letter is due to be submitted by January 12, 2007 (prior to the next Board meeting date). The letter was drafted by Willaims. Roth noted that an “s” should be added to the word “project” in the last line.

Motion: Susan Corwin moved and Steve Grasper seconded a motion to approve the endorsement letter with the correction noted above.

The vote: Ayes: Rick Applegate, Susan Corwin, Nancy Dougherty, Shirley Dumber, Steve Grasper, Dave Lithgow, Don Mench, Bob Reeves, Barbara Salivary. Nays: None. Abstentions: None. The motion passed unanimously.

b. January Officer Elections

Board members were encouraged to bring nominations with them to the next Board meeting. The Chair asked that the elections be moved to the top of the agenda. Board consensus affirmed the proposal.

c. Developing and managing a communications and media plan

This agenda item was tabled by Board consensus.

d. Improving public attendance

This agenda item was tabled by Board consensus.

e. Large project management

This agenda item was tabled by Board consensus.

f. Timely availability of materials for Board of Directors See attached document

Susan Corwin listed three issues, or ‘glitches’ in recent operations of the Villages at Mt. Hood. The Board worked through the three issues, making a change on page 3, item 7. It was changed to read: “Motion: any Board of Directors official correspondence approved at a Board meeting shall be taken by the Chair of that meeting to the Chair of the Board of Directors for signature.”

Motion: Susan Corwin moved and Don Mench seconded a motion to accept the proposed changed en masse, as modified by the item 7 change noted above. Discussion: it was clarified that would be changes in policy and procedure.

5 **The vote:** Ayes: Susan Corwin, Nancy Dougherty, Steve Graeper, Dave Lythgoe, Don Mench, Barbara Saldivar. Nays: Rick Applegate, Bob Reeves. Abstentions: Shirley Dueber (not ready to make decision on the proposal.). **The motion passed.**

10 Mench clarified with the Board that he had abstained in an earlier vote (on the proposal to accept the park as a supported activity) because he felt he saw errors in the document on his initial scan of it.

9. Adjournment

15 **Motion:** Bob Reeves moved and Barbara Saldivar seconded motion to adjourn 6:28 pm.

The vote: Ayes: Rick Applegate, Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Dave Lythgoe, Don Mench, Bob Reeves, Barbara Saldivar. Nays: None. Abstentions: None. **The motion passed unanimously.**

20 Respectfully Submitted,
Marilyn Peterson, Mountain Quail Business Services, Inc.