

**The Inns of Waterville Valley
Board of Directors Meeting
Monday June 19, 2023, at 4:00 PM
ZOOM MEETING**

PRESENT:

Glenn Dusablon, President
Joanne Farnham, Secretary
Carol Dusablon, Treasurer
Greg Gosselin, Director
Linda Sousa, Director

OPENING REMARKS:

Glenn called the meeting to order at 4:01 pm.

MINUTES:

Linda Sousa made a motion to accept the minutes of February 21, 2023, with Greg Gosselin's corrections, seconded by Greg Gosselin. The motion passed.

Carol Dusablon made a motion to accept the May 5, 2023, minutes, seconded by Linda Sousa. Carol voted no, Glenn abstained, Linda, Greg and Joanne voted yes. With 3 yes votes; the motion passed.

TRESURERS REPORT:

Linda Sousa commented that the May 2023 report was well detailed and appreciated the information. Linda had a few questions on the financial and asked Carol if she could provide details on the specific cost paid to date on the Linen Company and Cleaning Company and a list of the costs paid to Latitude and detail on the list of maintenance items and related costs that have been paid to Latitude to provide maintenance.

Linda Sousa made a motion to accept the May 2023 Financial Summary with the exception of the In Progress and Pending Items that are included in the report and will need to be discussed and voted on individually as more information is provided and available to make a decision, seconded by Glenn Dusablon. All in favor; motion passed.

Linda Sousa stated that we have not received the check detail with the other financial reports this month.

Linda Sousa made a motion to request Carol Dusablon to ask Gail Kent to send this report to the board. And to confirm that as has always been done, that in addition to the monthly treasurers report the office sends to all board members the following reports (quickbook and excel) each month:

1. Balance Sheet
2. Profit and Loss YTD Comparative
3. Profit and Loss
4. General Ledger
5. Check Detail
6. Budget vs Actual excel

Seconded by Joanne Farnham. All in favor; the motion passed.

PRESIDENTS REPORT:

Glenn Dusablon gave his Presidents report.

Glenn Dusablon said that the sewer lines are bad, that they need to be replaced. He said Rowell will be doing the work and that the water system will have to be shut down in the building during the day while the work is done and he is was planning to have the work done in July when he is here, it's going to cost \$40,000 and it needs to be done.

Linda Sousa, Greg Gosselin and Joanne Farnham all questioned why this is the first they are hearing about this. They asked if has it gone out to bid and why haven't we seen the bids. Linda Sousa and Greg Gosselin asked if the company provided details or a scope of work and has a contract been signed as this was not brought before the board to review.

Glenn Dusablon said that Rowell provided information and he will provide the board with ALL the material and details on the sewer system report and scope that he and Gail Kent have receive from Rowell company and any contracts or agreements.

Linda Sousa made a motion, requesting all documents regarding the sewer system including quotes from Rowell, reports, pictures, scope of work and any agreements or contracts that may have been signed be provided to the full board as soon as possible, seconded by Greg Gosselin. Motion passed.

Glenn Dusablon stated that the TV lines will be installed in all the units in July. He will be here when this happens.

Glenn Dusablon went through his President's report list and the things he does as President and that he has done since he took over as president.

Linda Sousa made a motion to accept the Presidents report with the Amendment that many of the accomplishments that were noted in the report were not done by Glenn Dusablon alone. They were done with the full board of directors. Linda Sousa also acknowledged and appreciated Glenn Dusablon's commitment and hard work to the Inns, seconded by Greg Gosselin. All in favor; motion passed.

OLD BUSINESS:

None.

NEW BUSINESS:

Robert's Rules of Order: Greg Gosselin made a motion to follow Robert's Rules of Order at every meeting, seconded by Linda Sousa. All in favor; motion passed.

Decision Making: Greg Gosselin made a motion that the President does not make unilateral decisions without approval of the full board. This speaks to the situation with the sewer system, seconded by Linda Sousa. All in favor; motion passed.

Photographer: Greg Gosselin made a motion to pay Michael Cardarelli of Seacoast Realty Shots, LLC \$700 to take photographs of 8 units and to take arial photographs that can be used for marketing and sale of units, seconded by Linda Sousa. All in favor; motion passed.

Unit Keys: Greg Gosselin made a motion that units and owners that have access to the outside are to be given the primary access key as well as the second egress key to their unit, seconded by Linda Sousa. All in favor; motion passed.

Additional Board Members : Greg Gosselin made a motion to amend the By-Laws to add 2 more board members to the Board of Directors, one to a three-year term and one to a two-year term to make it a 7-member board of directors with the intent of the new board members moving up into leadership positions and to add the positions of First Vice President and Incoming President, Treasurer or Secretary. To send notification to owners about this change and to place this item on the October 14, 2023, Annual meeting Agenda, Ballot and Proxy. Carol Dusablon amended the motion to include that Officers should have term limits and be in office for a maximum of three years, seconded by Linda Sousa. All in favor; motion passed.

Reinstitute Welcome Binder : Greg Gosselin made a motion to reinstitute the welcome binder that had all the necessary information for unit owners and guest to make the most of their stay at the IOWVA.

- Welcome Cover Letter
- Instruction on how to use the TV, Fireplace and heating units, hot tubs, and whirlpools.
- TV Channel List
- Local restaurants, locations, phone numbers and website address (The name of the restaurant, phone number and website address)
- Emergency list of phone numbers
- List of grocery stores, pharmacies, churches, etc.
- Attractions and The Resort Insider with Calendar of events for Waterville Valley in the units
- Check in and check out procedures.

Seconded by Joanne Farnham. All in favor; motion passed.

Weekend Hours : Joanne Furnham made a motion that any future hires for the two office positions be hired to work a 40-hour week that includes structuring the 40 hours to work to have coverage in the office Monday through Thursday 8 am to 4 pm, Friday 8 am to 6 pm and Saturday 8:30 am to 12:30 pm. Glenn Dusablon amended the motion to include that the innkeeper (manager) will be responsible for adjusting and coordinating the 40 hours for both positions to NOT exceed 40 hours per employee per week, seconded by Glenn Dusablon. All in favor; motion passed.

Meeting Agenda : Joanne Farnham made a motion to receive an agenda at least 3 days before a board meeting to include Old Business / New Business and any items that are tabled from the prior meeting are to be listed under Old Business, seconded by Carol Dusablon. All in favor; motion passed.

Board Communication : Joanne Farnham made a motion to regarding Board decorum and communication. Specifically, that the Innkeeper and staff should not be included in and/or copied on board discussions, emails, texts, etc . Carol Dusablon amended the motion to add to the motion, unless the innkeeper or office staff are invited to be part of the discussion. Seconded by Carol Dusablon. All in favor; motion passed.

Minutes: Joanne Farnham made a motion that the drafts of meeting minutes are kept confidential between board members ONLY and do not go to the Innkeeper or staff unit they have been voted on and APPROVED by the board, seconded by Carol Dusablon. All in favor; motion passed.

Credit Cards : Linda Sousa made a motion to amend Policy #11 to get credit card information only from Owners who are renting their units privately and from outside rental guests. It is the Owners choice if they want to provide their credit card information if they are renting their units privately either over the phone, online or upon check in. Credit card information will be securely destroyed and not maintained by the IOWVA more than 24 hours after the Owner or Guest checks out. Owners who are in good standing and with maintenance fees paid up to date are not required to provide credit card information, seconded by Greg Gosselin. 3 yes votes, 2 no votes; motion passed.

Weekly Updates/Reports Linda Sousa made a motion for more frequent communication from the innkeeper to the full board via a weekly report that lists and details work being done, occupancy of units, cleaning issues, confirmation of walkthrough following cleaning and any items or issues that arose during the week and to require the innkeeper/manager or office staff to utilize the attached checklist right away and email a completed copy the full board weekly. This would avoid the board not getting timely information on matters that are important and assist us in getting and tracking important information regarding marketing, issues, damages and work that is being done that the board should be aware of, seconded by Joanne Farnham. All in favor; motion passed.

Job Descriptions – Staff : Linda Sousa made a motion that a copy of the signed Job Description and the signed IOWVA Handbook for the new Admin Assistant be provided to the board as soon as possible AND the signed Job Description that was signed by the Innkeeper when she was initially hired also be provided to the full board seconded by Joanne Farnham who amended the motion to add that a copy of Job Descriptions and handbook receipt also be kept in a binder in the office, seconded by Joanne Farnham. All in favor; motion passed.

Cleaning Checklist : Linda Sousa made a motion that the staff implement the weekly Cleaning Checklist and/or building walkthrough requested by the unit owners at the last two annual meetings. And that a binder or log of same be maintained in the office. And that the staff conduct a random inspection of a couple of units every week after the checklists are turned in by the cleaners and that the staff make a note in the binder which units they inspected, and that this binder should be available for owners to view. Greg Gosselin seconded the motion. All in favor; motion passed.

Annual Meeting Proxy: Linda Sousa made a motion to use the attached Proxy for the 2023 Annual Meeting. The motion was seconded by Greg Gosselin. Following discussion of some of the information from the attorney that was provided to the full board, a review of the By-Laws sections 2-100, 2-600 and 2-700, that both proxy options designate and appoint an individual, that the proxy for the board member requires the board member to poll the rest of the board and cast the vote with the majority of the board and that the options are clearly stated in the Owner Proxy 2023 that was provided to the full board, Linda restated the motion to use the attached Owner Proxy 2023 with the two options for the 2023 Annual Meeting. Seconded by Greg. All in favor; motion passed.

The Owner Proxy 2023 will be provided to the office to send out to the owners for the 2023 Annual Meeting. Language for the two options is as stated in the Proxy and below:

Inns of Waterville Valley Association Proxy 2023*



I/We the undersigned owner(s), do hereby designate and appoint _____, a member of the Board of Directors, who will cast the proxy vote in accordance with the vote of the majority of the Board of Directors, as my/our proxy vote on matters coming before the Annual Meeting of members of the Inns of Waterville Association to be held Saturday, October 14, 2023 at the Inns of Waterville Valley, Waterville Valley, NH 03215 or any adjournment thereof, for the election of Directors and any other business as may properly come before the meeting.



I/We hereby designate and appoint _____, a member in good standing of the Association to be the Proxy of the undersigned member at the attended IOWVA Annual Meeting on October 14, 2023 at the Inns of Waterville Valley, 46 Packard's Rd, Waterville Valley, NH 03215 of said Association, representing the undersigned with full power to vote and act for the undersigned in the manner to the extent with same effect as if the undersigned were personally present.

Following discussion regarding amending the ByLaws for the 2 additional board seats that was approved by the board in earlier in the meeting. Glenn Dusablon made a motion to send out a separate letter to the Owners in advance of the October meeting to get the vote from the owners to change the By-Laws to add the additional board seats and to get approval from the Owners as per the usual procedure and ownership requirement in making a change to the By-Laws. Seconded by Greg Gosselin. All in favor; motion passed.

By-Laws and other documents: Linda Sousa made a motion that all Board members receive a fully executed copy of the current By-Laws, Articles of Organization, First Amendment, Second Amendment, and additional Amendments, All existing Policies and any other current governing documents in effect, including fully executed copies of all current documents that have been recorded in the Grafton County Registry of Deeds in a timely manner and no later than June 30, 2023. Glenn suggested that Linda while at the Inns this week can make the request directly to Gail and get the documents. Linda will contact Gail tomorrow. The copies of documents should be the fully executed dated and current documents. Gail is to provide documents that she has in electronic form via email to all board members and provide copies of anything that is not in electronic form to Linda while she is at the Inns, seconded by Joanne Farnham. All in favor, motion passed.

April 15, 2023, Property Inspection : Linda Sousa made a motion to include and post the full property inspection conducted on April 15, 2023, as prepared by the committee who conducted the inspection along with the documents and budget as part of the package that is provided to the Unit Owners for the Annual Meeting. And that the April 15, 2023, Property Inspection be added to the Annual Meeting Agenda. Linda will scan the full document to the office for posting on the website with the materials for the annual meeting. Greg Gosselin seconded the motion. All in favor, motion passed.

Both Linda Sousa and Greg Gosselin noted that providing this information to the Owners is important, most especially in transparency and also to help them understanding the costs that we are facing and in explaining an upcoming special assessment and/or increase in maintenance fees that may be necessary.

Linda Sousa also made clear that the inspection is not a Capital Needs Study but a way to get an objective perspective on the status of the property and to provide the Board with a guide and action to do our fiduciary responsibility to oversee the management and personnel, set goals and prioritize the work that needs to be done. And it was long overdue.

Due to the lateness of the meeting the board did not have time to review the April 15th report and work on creating a priority list as well as removing items that may have been completed during the shutdown. Board review of the report and prioritizing work will be placed on the next meeting agenda.

Increase of maintenance fees : This item was on the agenda either by Glenn Dusablon and or Carol Dusablon.

Linda Sousa stated that we would need to see the budget in order to determine increases in maintenance fees. And would also need to discuss possible special assessment given the cost of some of the items like the sewer. Glenn Dusablon and Carol Dusablon will be meeting with Gail to draft a budget for board review. This item

will be reviewed and discussed along with the budget and will be added to the meeting when the budget is reviewed and discussed.

ADJOURNMENT:

Joanne Farnham moved to adjourn; seconded by Carol Dusablon; all in favor; meeting adjourned at 7:04 pm.

Next meeting: July 19, 2023 at 4:30 pm via Zoom

APPROVED - at July 19, 2023 Board Meeting