



**Minutes (draft) – Saturday, March 16, 2024**

**Meeting ID: Passcode:**

- 1. Roll Call: President** – T. Ingwaldson, **Vice President** – M. Berni, **Secretary** – P. Paradise, **Treasurer** – E. Springer-Johannesen; **Directors:** J. Ingemi, S. Saylor, M. Robinson, M. Paradise, D. Dyson, K. Evans (**Ex Officio**)

*President Ingwaldson called the meeting to order at 9:03am*

*Secretary Paradise called roll with all above referenced directors and water chair present.*

- 2. Community Input/Comments (10 minutes):** *This time is allocated for community members to speak on issues. The board will listen only, and no questions will be answered. Issues raised may be added to next month's agenda, (if the member so requests).*

*A community member spoke to the board of directors regarding recent negative interactions with Director Ingemi. The member has resigned in part from volunteer committee duties due to abrasive, inappropriate, and verbally abusive comments made during the committee meetings. The community member stated that volunteers and committee members hesitate to get involved as committee members or volunteers for fear of Director Ingemi's verbal attacks, belligerent, and bullying behavior. The community member wanted to speak on the record of Director Ingemi's yelling, abusive, abrasive, and bullying behavior toward members and staff. The community member shared that similar behavior has been reported to them from multiple members who have chosen at this time to remain silent.*

*A community member advised that the LLCC website is not updated with current information and requested that updating the website be a priority.*

*A second community member, after the community input/comments were completed and later in the meeting also approached the Board of Directors regarding their experience of negative interactions with Director Ingemi. The member urged the board to take seriously the comments made by the previous community member during community participation on this subject and proceeded to disclose their inappropriate interactions with Director Ingemi. The member explained that there is nothing more important than the integrity of a board member in a community of this size. The member disclosed multiple negative interactions between the member and Director Ingemi, as well as stating that several other community members have experienced the same conduct but are too intimidated to step forward.*

- 3. Approval of Minutes:**

**Action:** Motion to approve the Minutes from the Board of Director's Meeting of February 17, 2024

A motion was made by M Berni, seconded by D Dyson, and passed with no nays to approve the LLCC Board Meeting Minutes dated February 17<sup>th</sup> 2024.

- 4. Financial Report – E. Springer-Johannesen**

- Current Financials
- Audit Status (2021/2022)
- Payment Plans: How many accounts? How many in compliance?



## LAKE LIMERICK COUNTRY CLUB BOARD OF DIRECTORS

Treasurer Springer-Johannesen updated the board and community on the hiring of a contract bookkeeper as well as current financial conditions (working with bookkeeper), audit status (working with auditor and continuing to provide requested information), and briefly on member Payment Plans (closed session discussion). The status and discussion of member payment plans will occur in closed session due to the sensitive and legal nature of the discussion (see board packet for complete financial details)

**Action:** Motion to accept Treasurer's report

*A motion was made by D Dyson, seconded by M Paradise, and passed with no nays to approve the March 16<sup>th</sup> financial report as presented.*

### 5. President's Report: T. Ingwaldson

*President Ingwaldson provided a brief report (board packet for complete details)  
The process of hiring a general manager is ongoing and the board of directors attended a meet and greet of two applicants this week. The hiring committee will be making a recommendation to the board of directors for consideration soon. Summer member volunteers are requested to assist with summer activities. LLCC received the Mason County Journal recognition as the #1 best golf course, #2 best salesperson, #1 best restaurant, #3 best breakfast place, #2 best dinner place, #1 and #2 best chef, and #1 and #2 best waitress.*

*The Board thanked President Ingwaldson for her leadership during this transitional period.*

### 6. Operations Update – C. Smith (report presented by T Ingwaldson)

*There was a covid outbreak amongst our office staff, all staff are testing negative and are back to work. This resulted in a backlog of financial documents and filing, staff is back and hard at work. Ballot information will be submitted to the Shopper on Monday March 18<sup>th</sup>. Gail Wilcox will oversee the elections process. Sunday will be a Saint Patrick's Day celebration at the Inn.*

### 7. Water Report: K Evans

*Water Committee Chair K Evans provided a brief report on the water system (see attached for complete details).  
All wells are operational except well number 2. The water manager is working on approved capital budget projects. Source meters have failed or are failing in 3 well locations. A feasibility study par is also in process. The water committee is beginning work on the 2024/2025 budget. A par for a well evaluation study was approved but is undergoing clarification of scope. The water system plan has been submitted to the Health Department for review and comment. The water manager is closely monitoring the progress of the Navy Trestle Project. Water conservation measures will be evaluated.*

### 8. Old Business



## LAKE LIMERICK COUNTRY CLUB BOARD OF DIRECTORS

a. Governance Assessment, Training, Strategic Planning Discussion – Jan Glick

*President Ingwaldson introduced Jan Glick from Glick Davis & Associates. Glick Davis and Associates has been hired to provide an assessment of organizational governance & priorities as well as assisting the board with best practices and training. (see board packet for complete details and a 19 page recap of today's presentation. 90 minutes of board meeting time has been allocated for today's meeting.*

*The LLCC board of directors has been in a reactive mode for several years. LLCC requires prioritization of goals and commitments. It is intended for the developed best practices to be a tool for the current board of directors as well as for future boards to utilize.*

*Glick Davis & Associates will work closely with the Board, with HRPNW (LLCC selected human resources vendor), and with our community.*

*Board members have a fiduciary commitment to the community. Board members have a duty of care, a duty of loyalty, and a duty of obedience to the membership. A discussion of each duty followed.*

*The three main roles of the board are; 1) establish organizational identity, 2) ensure required resources, and 3) provide oversight.*

*Training: a brief review of board member interview comments was shared, and a consensus of interview comments reflected an overall dissatisfaction with the direction of the management of the priorities of the association. A new general manager will be hired soon, and it will be right at the center of all processes. A clarification of Board duties and responsibilities vs management duties and responsibilities is essential. IE: board governance vs daily operations and /or a micro-management board vs a rubber stamp board. How do boards prioritize needs – a strategic plan. Is it a governance issue or an operational issue? Has advance work been done ahead of a meeting or decision being required? What level of priority does the issue arise to?*

*LLCC bylaws are antiquated, may no longer be best practices, are not consistent with the complexity of our operations, and may not meet the needs of the community. It was shared by Glick Davis & Associates that the by-laws when updated – be done so in conjunction with strategic plan development and not in isolation.*

*Director Ingemi questioned if RCW 64.38 would be violated because of defining board roles and responsibilities and a discussion ensued. Topics discussed do not infringe on any rcw's. The goals of defining board roles and responsibilities is to differentiate between policy and management, shorten meeting times, attract more members to participate as board members, and to clarify what one board members definition of the role of what the board is vs a commonly defined and accepted role as defined by the Board.*

*Values come from the community – not just the board. Governance (Board of Directors vs Management staff) The board provides general direction and staff executes the directives.*

*A case study (see attached) was reviewed with the subject matter from the December 2023 board meeting that the LLCC security company vendor was asked to attend. A small group discussion followed to determine what was the expectation for the vendor in attending the meeting? Could the same result have been achieved differently? Was it intended as a fact-finding discussion? Was it appropriate to discuss in open session or was the scope of work and schedule something that belonged in a closed session portion of the meeting?*



est. 1966

## LAKE LIMERICK COUNTRY CLUB BOARD OF DIRECTORS

*The security company was not clear on why they were invited and the board and attending members were not aware of why the vendor was in attendance. Was it a meet and greet? Was it to discuss contract language schedules, security camera locations, and hourly rates? Could a simple email correspondence have achieved the desired result? It made for an awkward presentation and leads into the below subject matter (Marthas rules of order).*

*“Marthas rules of order” – the concept was reviewed and discussed. They are not “Roberts Rules of Order” a tool that Lake Limerick by-laws utilized for many years. The LLCC By-laws requirement to proceed by Robert’s Rules of Order was written out of the last by-laws revision.*

*The Marthas rules of order are a preferred way to run more efficient and harmonious board and committee meetings. (see attached for reference).*

*A straw pole or request for consensus is a time saving way to move toward a motion. The most important relationship in the community is between the Board Chair and the General Manager. The board chair is charged with presenting the board’s position or philosophy to the general manager and not that of the board chair to the general manager. Ie: speaking on behalf of the board and not from their personal interest or opinion. The reciprocal relationship from General Manager to Board Chair is also applicable. A positive step has been the development of an organization chart with the assistance of Director S Saylor. A communication organization chart is the next evolution needed ie: who speaks to who? how and when?*

*The presentation ended for this month’s meeting – Jan Glick thanked the membership and board for their participation. A special Zoom meeting will be called that doesn’t interfere with the bi-annual and elections.*

### **b. Nominations/Elections of Board Members - M. Berni**

*M Berni provided an update on nominations for Water Committee and Board Positions. There are 5 board candidates for 3 open positions and 3 water committee candidates for 2 open positions. Candidate statements are posted on the LLCC website, and a meet and greet is also scheduled.*

### **9. New Business**

- a. **Motions to the Board from Committees, including The Architecture Register and the Compliance Register – P. Paradise** (see attached)
- b. Water Chair K Evans requested an additional agenda item and PAR approval for the purchase and installation of 3 new source meters. (also see motions to the board)

*A motion was made by Don Bird, seconded by Dan Cossano, and passed with no nays to approve the bid from Coast Controls to replace and connect 3 source meters (3A, 3B, and well #4), not to exceed \$5,500.00 per meter.*

### **10. Community Announcements**

### **11. Motion to Adjourn to Closed Session to discuss legal/personnel issues and Compliance Register/Hearing Committee Issues**

*A motion was made by M Robinson, seconded by M Paradise, and passed with no nays to adjourn to closed session to discuss legal/personnel issues and compliance register/hearing committee issues.*

### **12. Motion to Reconvene to Open Session**



## LAKE LIMERICK COUNTRY CLUB BOARD OF DIRECTORS

*A motion was made by M Robinson, seconded by P Paradise, and passed with no nays to reconvene into open session after discussing legal/personnel issues and compliance register/hearing committee issues.*

- 13. Motion to Accept all Motions Made in Closed Session – No motions were made in closed session. Closed session discussions covered discussion of the LLCC Collection Report for HOAS and Water past due accounts, a discussion on board policy and procedures relative to building and asset security measures, and contract discussions**

**14. Motions made in open session following closed session discussion:**

*A motion was made by M Paradise, seconded by P Paradise, and passed with 7 yays and two nays to extend the existing Glick Davis & Associates contract for governance and Board of directors training to include additional strategic planning support that benefits this and future boards, requiring amending the budget cap from \$15,000 to \$50,000 over a 14-month period.*

*A motion was made by M Berni, seconded by D Dyson, and passed with no nays to commence foreclosure action against lot 5-051 the property commonly known as 31 E Clonakilty Drive, Shelton Wa 98584*

*A motion was made by P Paradise, seconded by M Berni, and passed with no nays to accept the resignation of the current LLCC office manager effective May 16<sup>th</sup>, 2024.*

*A motion was made by M Robinson, seconded by M Berni, and passed with 6 yays, 2 nays, and 1 abstention to censure board of director J Ingemi for behavior deemed inappropriate by the Lake Limerick Board of Directors.*

**15. Motion to Adjourn**

*A motion to adjourn was made by M Robinson, seconded by D Dyson, and passed with no nays. Meeting adjourned at 1:50pm*

**Minutes taken by Secretary P Paradise**

## Presidents Report – March 16, 2024

Thanks to the hard work of our Hiring Committee, we're thrilled to announce that we have candidates in the final interview stages this week, which included a Meet + Greet with the Board on Thursday. Stay tuned for further updates as the hiring committee prepares to present their recommendation with a goal of a Board vote this coming week.

Summer is a busy time around our community. I'd like to highlight a few volunteer opportunities:

Volunteers are needed for Inn Committee led summer activities, Lake Limerick Days, Music on the Patio events, and more. Contact Inn Committee Chair, Paul Wagner.

Volunteers are needed to help adopting our parks in partnership with Lake/Dam Committee to help keep it picked up so that our Facilities Crew can be more focused on other projects such as pavers for the Inn, upgrading park restrooms, the Dams, to name a few. Contact L/D Committee Chair, Teddy Lovgren.

The Greens Committee would love to add a couple more Ambassadors to help in the Pro Shop. Contact Committee Chair, Vern Duggan.

Twice a year, our Elections Committee can use about 10 volunteers to help process and tabulate ballots. Contact Committee Chair, Gayle Wilcox.

I'd also like to highlight The MC Journal's Best of Awards: (Turn to tab in Greens Committee Minutes)

# Water Report for 03/16/2024 Board of Directors Meeting

**Overview:** This report is an abbreviated summary. Full details of Water Committee business and a financial summary are included in the Water Committee minutes. The Water Manager's Report is also in the BOD packet.

## 1. Operations

- All wells are operational; however, well #2 water quality is sub-par because of continued odor and taste caused by higher levels of iron and manganese in spite of rigorous flushing routines. Therefore, it remains off line and will be used as a backup water source. The solution will be to install filtration equipment. The water manager is reviewing options and will be creating an RFP (request for proposal) later this year.
- Source meter failures have been detected at well #3A and well #4. The source meters are wearing out and providing inaccurate data or none at all and need to be replaced. This project was included in the current water capital budget. Source meters indicate how much water each well pumps into the system and are essential in accurately reporting consumption data to the Department of Health as required to maintain our operating permit. The work will be completed by water system staff rather than by outsourcing saving an estimated \$1,000 per well.
- Leak detection is on-going by water staff. In addition, members are asked to be watchful. A brief reminder was included in current water bills.

## 2. 2023-2024 Projects

- Water Manager Chris McMullin continues to work on approved capital projects and laying out a timeline with the Water System Committee for updates and completion schedules. We will be sharing that information during Water System Committee and BOD meetings as well as from time to time in billing statements.
- PARS for planned projects including elevated storage feasibility, SCADA upgrades and improvements, and well #2 filtration. A PAR for replacing the aging well source meters with electronic vs. mechanical devices has been submitted for BOD consideration. One PAR for complete well analysis was approved by the BOD in January. The contractor will be on site on February 28<sup>th</sup> to review the project prior to starting the work. Work is expected to be done in late spring. Doug Picatti was impressed with the quality of the Water System and its professional maintenance level.
- Elevated Storage Feasibility PAR is also in process. The Water Manager has submitted study requirements to HR2 Engineering to guide their proposal. Their updated proposal will be included in the PAR to be submitted after the well analysis is completed and the data reviewed. This will insure that RH2 Engineering has the most up-to-date information to guide their proposal.
- The Water System Committee will continue with long-range planning including initial 2024-2025 budget work has scheduled the first study session for March 13<sup>th</sup> at 5:00 PM. Water System Committee members reviewed the current budget documents in preparation for beginning the process for developing the 2024-2025 budget. Study sessions will be open for observation by the members. The next session will be in mid-April. Once a draft budget is created it will be shared with the members for review and input. The Water System committee is anticipating that a final draft will be ready for initial BOD review in June. This is our goal but could be subject to change depending on modifications that might be made to the whole HOA budget process.
- Updating of the one-time leakage forgiveness policy is continuing.

## 3. Water System Plan Completion:

- In process with DOH review. Their recommended changes, if any, are expected by month's end.

## 4. Navy Railroad Trestle Retrofit Update:

- Water Manager Chris McMullen continues to work with Veterans Northwest, Ceccanti Construction, and Doug Eklund of Morrisette Engineering to assure that LLCC interests are being recognized and met. There will be an interruption of service similar to the January temporary water line installation when the permanent line is installed later in the spring. Members will be given as much advance notice as possible.

*Kelly Evans,*

LLCC Water System Committee Chair

03-16-2024 LLCC Board of Directors Meeting (REV 01)

Advisory Committee Motions to the Board

Including the Architecture Register

CAM Motions to the Board – none received

Executive Committee Motions to the Board – none received.

Architectural Committee Motions to the Board – none received.

***Architectural register for motion to approve.***

***A motion was made by M Paradise Seconded by D Dyson and passed with no nays to accept the Architectural Register as presented.***

Compliance Committee Motions to the Board – none received.

***Compliance register for motion to approve***

***A motion was made by J Ingemi Seconded by D Dyson and deferred for voting on until a closed session discussion.***

***After a discussion in closed session to modify a few words in the Compliance Register - a motion was made by J Ingemi, seconded by D Dyson, and passed with no nays to approve the compliance register with a few minor audits in verbiage***

Lake/Dam Committee Motions to the Board – one received.

***The Board is requested to hire a dedicated project manager to work on the high priority projects for the long-term well-being of Lake Limerick. Brian raised the concern that these projects, because of their complexity and importance to the community, need a full-time Project Manager, vs the part-time support being provided by our Water System Manager (who has a full-time job maintaining the water system).***

***Brian made a motion, seconded by Lou, for the BoD to hire a dedicated project manager to work on high priority projects critical to the long-term well-being of Lake Limerick. The motion passed with one***



*abstention. \*\*See Motions to Board \*\* OLD BUSINESS: 1. Special Projects Manager – pending organization restructure and hiring of a General Manger.*

*A motion was made by J Ingemi, seconded by D Dyson to hire a dedicated project manager per the language of the motion of the Lake/Dam Committee Motion.*

*The Lake/Dam committee motion was withdrawn after board discussion.*

*A discussion followed on the status of project management. It was noted that the current water manager was tasked with two projects as an interim step toward possibly assuming the full-time duties as both water manager and project manager. The two projects were Inn Island erosion repair and Inn Island bridge repair. The hiring of a full-time project manager was deferred until a new general manager was hired and in place. Multiple job descriptions have been written, multiple salary ranges have been discussed, the position has been posted several times with no candidates being hired. A brief history was discussed as this position originated as a Lake/Dam position managing possible lake/dam projects, then morphed into a Lake Limerick Project Manager position to oversee all Lake Limerick projects. This is a staff issue that should be tabled until a new community manager is hired.*

*Observation comments by Jan Glick: Lake /Dam has identified a problem and a need. A need has been identified and a detailed strategy is required to move ahead. This is a general manager recruitment and hiring task. There are 5 problems with where we are at*

- 1) Need to have a General Manager*
- 2) Need to rank priority in relationship to all outstanding priorities.*
- 3) An HR discussion is happening in an open session – this discussion belongs in a closed session.*
- 4) These are special projects that are budget and reserve funding sensitive.*
- 5) Need to provide adequate funding for the position.*

Greens Committee Motions to the Board – none received.

Greenbelt Committee Motions to the Board – none received.

Inn Committee Motions to the Board – none received.

Hearing Committee Motions to the Board – none received.

Welcoming Committee Motions to the Board – none received.

Water Committee Motions to the board – one

*A motion was made by Don Bird, seconded by Dan Cossano, and passed with no nays to approve the bid from Coast Controls to replace and connect 3 source meters (3A, 3B, and well #4), not to exceed \$5,500.00 per meter.*

**A motion was made by M Robinson, seconded by M Berni, and passed with no nays and one abstention to approve the bid from Coast Controls to replace and connect 3 source meters (3A, 3B, and well #4), not to exceed \$5,500.00 per meter.**

By-Laws and Declarations Committee Motions to the Board – one received.

Motion:

*Article II, section D. !, second sentence: Change the Annual Membership Meeting from October to September of each year, to address the Association's budget. This action would align both the membership meeting and the budget approval process with the fiscal year, which starts on October 1st.*

*The motion was withdrawn by the By-Laws and Declarations Committee based on the committee resolution language.*

**A motion was made by the Board of Directors J Ingemi, seconded by P Paradise, and passed with no nays to Change the Annual Membership Meeting from October to September of each year, to address the Association's budget. This action would align both the membership meeting and the budget approval process with the fiscal year, which starts on October 1st.**

Motions assembled by Secretary P Paradise

03-16-2024 LLCC Board of Directors Meeting (REV 01)

Advisory Committee Motions to the Board

Including the Architecture Register

CAM Motions to the Board – none received

Executive Committee Motions to the Board – none received.

Architectural Committee Motions to the Board – none received.

***Architectural register for motion to approve.***

***A motion was made by M Paradise Seconded by D Dyson and passed with no nays to accept the Architectural Register as presented.***

Compliance Committee Motions to the Board – none received.

***Compliance register for motion to approve***

***A motion was made by J Ingemi Seconded by D Dyson and deferred for voting on until a closed session discussion.***

***After a discussion in closed session to modify a few words in the Compliance Register - a motion was made by J Ingemi, seconded by D Dyson, and passed with no nays to approve the compliance register with a few minor audits in verbiage***

Lake/Dam Committee Motions to the Board – one received.

***The Board is requested to hire a dedicated project manager to work on the high priority projects for the long-term well-being of Lake Limerick. Brian raised the concern that these projects, because of their complexity and importance to the community, need a full-time Project Manager, vs the part-time support being provided by our Water System Manager (who has a full-time job maintaining the water system).***

***Brian made a motion, seconded by Lou, for the BoD to hire a dedicated project manager to work on high priority projects critical to the long-term well-being of Lake Limerick. The motion passed with one***

*abstention. \*\*See Motions to Board \*\* OLD BUSINESS: 1. Special Projects Manager – pending organization restructure and hiring of a General Manger.*

*A motion was made by J Ingemi, seconded by D Dyson to hire a dedicated project manager per the language of the motion of the Lake/Dam Committee Motion.*

*The Lake/Dam committee motion was withdrawn after board discussion.*

*A discussion followed on the status of project management. It was noted that the current water manager was tasked with two projects as an interim step toward possibly assuming the full-time duties as both water manager and project manager. The two projects were Inn Island erosion repair and Inn Island bridge repair. The hiring of a full-time project manager was deferred until a new general manager was hired and in place. Multiple job descriptions have been written, multiple salary ranges have been discussed, the position has been posted several times with no candidates being hired. A brief history was discussed as this position originated as a Lake/Dam position managing possible lake/dam projects, then morphed into a Lake Limerick Project Manager position to oversee all Lake Limerick projects. This is a staff issue that should be tabled until a new community manager is hired.*

*Observation comments by Jan Glick: Lake /Dam has identified a problem and a need. A need has been identified and a detailed strategy is required to move ahead. This is a general manager recruitment and hiring task. There are 5 problems with where we are at*

- 1) Need to have a General Manager*
- 2) Need to rank priority in relationship to all outstanding priorities.*
- 3) An HR discussion is happening in an open session – this discussion belongs in a closed session.*
- 4) These are special projects that are budget and reserve funding sensitive.*
- 5) Need to provide adequate funding for the position.*

Greens Committee Motions to the Board – none received.

Greenbelt Committee Motions to the Board – none received.

Inn Committee Motions to the Board – none received.

Hearing Committee Motions to the Board – none received.

Welcoming Committee Motions to the Board – none received.

Water Committee Motions to the board – one

*A motion was made by Don Bird, seconded by Dan Cossano, and passed with no nays to approve the bid from Coast Controls to replace and connect 3 source meters (3A, 3B, and well #4), not to exceed \$5,500.00 per meter.*

***A motion was made by M Robinson, seconded by M Berni, and passed with no nays and one abstention to approve the bid from Coast Controls to replace and connect 3 source meters (3A, 3B, and well #4), not to exceed \$5,500.00 per meter.***

By-Laws and Declarations Committee Motions to the Board – one received.

Motion:

*Article II, section D. !, second sentence: Change the Annual Membership Meeting from October to September of each year, to address the Association's budget. This action would align both the membership meeting and the budget approval process with the fiscal year, which starts on October 1st.*

*The motion was withdrawn by the By-Laws and Declarations Committee based on the committee resolution language.*

***A motion was made by the Board of Directors J Ingemi, seconded by P Paradise, and passed with no nays to Change the Annual Membership Meeting from October to September of each year, to address the Association's budget. This action would align both the membership meeting and the budget approval process with the fiscal year, which starts on October 1st.***

Motions assembled by Secretary P Paradise