

**Glen Oban Association  
Board Meeting Minutes**

**Meeting Date:** 25 JAN 2024  
**Location:** 191 Glen Oban Drive  
**Time of Day:** 7:00 pm

**1.0 Call to Order**

The meeting was called to order at 7:05 pm, the President being in the chair and the Secretary being present.

**Attendees**

P = Present, A= Absent, V= Virtual

|   | Voting Board Members            |   | GOA Members and Guests    |
|---|---------------------------------|---|---------------------------|
| P | Charlie Goodell (President)     | P | Frank Cullen (LRPC Chair) |
| P | Ann Behrens (Vice-President)    |   |                           |
| P | Jason Werner (Treasurer)        |   |                           |
| P | Kelly O’Brien (Secretary)       |   |                           |
| P | Sasha Griffin (Member at Large) |   |                           |
| P | John Erwin (Member at Large)    |   |                           |
| P | Paul Schratz (Member at Large)  |   |                           |

**2.0 Approval of Minutes**

The minutes of the prior special board meeting held on 10 JAN 2024 were distributed electronically with the draft agenda. With no changes during discussion, the minutes were approved as delivered electronically.

**3.0 Old Business / Action Item Reports**

18 old action items were reviewed; 12 were closed and 6 remain in work.

1. Marina Electrical Maintenance. (J. Werner) Coordinate next steps with the marina chair to getting Wireworx under contract for marina electrical maintenance for \$4,855. The work was accomplished at a slightly higher overall cost (\$5,155). It was noted that there was an additional electrical repair of approx. \$600 after the flood event in January. (CLOSED)
2. Dues Approach. (J. Werner and F. Cullen) Determine a proposed glideslope of dues that is sufficient to meet the capital improvements costs as well as the operating costs for future years. A reserve analysis was conducted to account for a complete marina replacement and the proposed dues for this year is \$1550, an increase of \$500. More detail is available in the Message from the President dated 15 Jan 2024. (CLOSED)
3. Transfer Funds to Reserve Account. (J. Werner) Transfer minimum funds of \$20,192 to the Schwab account. This transfer was accomplished. (CLOSED)
4. Develop Website Email. (K. O’Brien) Develop an informative email about navigating the members page of the website. This is on track to be sent prior to the annual meeting (OPEN)
5. Confirm Liability Insurance Coverage. (K. O’Brien) Confirm our association liability insurance coverage includes Officers and Directors. Confirmed that we have coverage for Officers and Directors at \$2 million per act (limit of \$2 million). (CLOSED)
6. Cost Estimate for Independent Marina Survey. (J. Werner) Get a cost estimate on an independent marina survey for possibly putting into a separate line item for the budget for next

year. Since we are pursuing multiple estimates for a new marina, it was determined that an independent survey in addition to the estimates was not needed. (CLOSED)

7. Kayak Rack Repairs Estimate. (C. Goodell) Get an estimate for kayak rack repairs / improvements. After meeting with Chet Goudy, it was agreed that a new kayak rack can be relocated and built by volunteers in the community. (CLOSED)
8. Review Marina Use Agreement for Fees. (J. Werner) Work with marina chair Chet Goudy to review the fees in the marina agreement and recommend updates and/or collection of fees moving forward. Work is in progress; there is a new fee structure based on boat length. Late fees will conform with GOA dues late fees. Fees for storage will be enforced as will the need to show insurance coverage. (OPEN)
9. LRPC Annual Report. (K. O'Brien) Coordinate with LRPC to see if there was any further reporting intended to be submitted for the Annual Meeting. An annual report was received from Frank Cullen. (CLOSED)
10. Security Annual Report. (S. Griffin) Submit an annual report for the security committee to include accomplishments for 2023, plans for 2024 and any budget requests. An annual report was received from Sasha Griffin. (CLOSED)
11. Vandalism at Marina. (S. Griffin) Follow up with Chet to find out more details regarding the fire extinguisher incident and recommend a path forward, to include possible camera surveillance. After speaking with Chet, the vandalism (discharge of a fire extinguisher) appeared to be the work of teens and not directed at any particular boat. Since this was an isolated incident, pursuit of (expensive!) camera surveillance was not warranted at this time. (CLOSED)
12. Marina Report Follow-Up. (C. Goodell) Follow-up with Chet regarding getting a more comprehensive marina report (to include funds spent in 2023 and any funds needed beyond the \$1,500 cited for 2024). This was accomplished. (CLOSED)
13. Pool Report Follow-Up. (C. Goodell) Get the pool actual expenses for 2023 from Heather as well as clarify some of the question marks. This was accomplished. (CLOSED)
14. Insurance Review for Pool. (C. Goodell) Ask Kelly (reassigned) about a periodic insurance review for the pool. Kelly contacted the insurance agent, and a walk-through review will be set up soon. (OPEN)
15. Post Reserve Study Laws on Website. (K. O'Brien) Post the summary of reserve study laws for Maryland on the website for reference. This was accomplished. (CLOSED)
16. Arnold Volunteer Fire Department donation. (K. O'Brien) Confirm with social committee that donations to AVFD for Firetruck for Santa did not come out of social committee budget. If not, then coordinate with Treasurer to make a 2024 donation plus plan for future years. The donation to AVFD is in work. (OPEN)
17. Monetary Donations to Social Committee. (K. O'Brien) Coordinate with social committee on a way to account for cash donations to the social committee. Kelly discussed the concern with Aimee P. and an accounting approach will be sent soon. (OPEN)
18. Playground Safety Assessment. (F. Cullen) Identify and schedule a local certified playground safety expert for assessment of the GOA playground with in-kind replacements and any future playground plans such as infant swing. This is in work. (OPEN)

#### **4.0 Officer / Standing Committee Reports**

##### **4.1 President's Report (C. Goodell)**

Other than efforts described elsewhere in the minutes, the President sent out two messages for community distribution. One was concerning the Board Elections for 2024, dated 11 JAN 2024 and the other was regarding a proposed dues increase, dated 15 JAN 2024. He also drafted a President's Report to be distributed in support of the Annual Meeting. The President appointed Ashley McGeagh to chair

the Nominations and Elections Committee. Charlie thanked the two outgoing board members, John Erwin, and Paul Schratz, for their service on the board. The President requests the 2024 Board’s organizational meeting to be held immediately after the Annual Meeting adjourns.

4.2 Treasurer’s Report (J. Werner)

As of 31 DEC 2023:

| Income Category         | Income \$           | Expense Category          | Expenses \$         |
|-------------------------|---------------------|---------------------------|---------------------|
| Resale Package          | 600                 | Marina                    | 6,786.63            |
| Homeowner’s Fees*       | 87,240              | Pool                      | 50,337.13           |
| Marina Fees             | 20,130              | General                   | 20,886.26           |
| Late fees               | 0                   | Tennis                    | 33,777.34           |
| Investment Income       | 3,836.09            |                           |                     |
| Products/Services       | 80                  |                           |                     |
| <b>Total Income YTD</b> | <b>\$111,886.09</b> | <b>Total Expenses YTD</b> | <b>\$111,787.36</b> |

\*= includes \$90 in pool rental fees

Attached is the standard P&L sheet. Balance sheet available on request.

Current bank balances (on 31 DEC 2023):

- Truist – \$21,581.46
- Schwab (Reserve)-- \$126,497.04

We have completed the following capital improvements in 2023 to date:

- Pool Parking Lot - \$11,750
- Tennis Court Resurface and Tennis Parking Lot - \$32,981.40
- Marina Electrical - \$5,155

Jason has begun outreach to Mike Calabrese and Eric Alexander on the GOA internal financial review, to be completed for the annual meeting. They will get the latest bank and investment account unopened statements, plus all previous statements for the year. It was agreed there is not much value to this review format and that a comparison to source documentation would add value. Jason took the action to provide QuickBooks transactions to the reviewers for a more robust review. The CPA tax forms and limited financial review will not be complete by the annual meeting.

4.3 Secretary’s Report (K. O’Brien)

4.3.1 Board & Committee Level Communications / Meetings

- Sent out prior board meeting minutes (20231108), special meeting minutes (20240104) and (20240110) to board and select committee chairs for review
- Followed up w pool chair regarding new pool management contract decision (20231109)
- Coordinated with president regarding woods church fees for meeting hall (20231110)
- Coordinated with playground committee chair regarding equipment replacement action item (20231113+) – resulting in informative playground links sent and reservations expressed (!)
- Received neighbor complaint about a visible trailer and worked with board / president to craft a response and action from the trailer owners (20231126+)
- Received neighbor complaint about dog walking signs and a visible temporary structure. Worked with stakeholders for a solution. (20231205+)

- At president's request, sought out a nomination and elections committee chair (20231217+)
- Invited Committee chairs to the special board meeting (20231219)
- Sent out action item reminders to board and select committee chairs (20231228)
- Sent a list of near-term important dates to the board (20231228)
- Notified the appropriate stakeholders on a potential water leak at the pool/marina based on the exorbitant water bill and way ahead (20231129+)
- Sent proposed agendas for two special board meeting to board and select committee chairs
- Sent committee budget reports to board (20240104)
- Sent president a copy of the marina use agreement (20240104)
- Sent nominations and elections materials to chair (20240109)
- Coordinated by phone with nominations & elections chair (20240109)
- Drafted community message about election cycles and getting back to 2-2-3 (20240109+)
- Supported president's report draft (20240111)
- Reformatted the budget for sending out to community (2024013+)
- Coordinated with president / board on increased dues message (20240114+)
- Sent a list of local playground safety inspectors to LRPC chair (20240116)
- Sent proposed agenda/action item reminders/draft meeting minutes for board meeting to board and select committee chairs (20240116)
- Coordinated by phone with social chair regarding action items (20240124)
- Met w/ president to prepare for board meeting and plan annual meeting (20240124)

#### 4.3.2 GOA Community-wide Communications

- Sent invite to Bylaws Review comment session (20231205) and reminder (20231228)
- Sent notice for special meeting regarding committee leads (20231228)
- Upon request, sent out a reminder about abiding by covenant restrictions (20231215)
- Sent notice for special meeting regarding budget (20240103)
- Sent message from president regarding board elections (20240111)
- Sent message from president regarding proposed dues increase (20240115)
- Sent out 7-day meeting notice to GOA with agenda for board meeting (20240116)
- Sent out 30 day annual meeting notice with attachments (20240117)
- Forwarded Arnold Preservation Council meeting invite (20240125)

#### 4.3.3 Individual GOA Member Communications / Database Updates

- Responded to update to a member directory listing X2
- Sent a welcome letter to a new resident and passed relevant contact info to committee chairs
- Responded to homeowner's two questions regarding the bylaws revisions (20240101)
- Responded to homeowner request for current bylaws (20240104)
- Responded to homeowner request for information about fences. (20231206)
- Responded to homeowner request about using googlegroup help her friend buy a house in Glen Oban (20240124)
- Coordinated with member on whether to add SRA to annual meeting agenda / declined (20240125)

#### 4.3.4 External Communications

- Reserved fellowship hall at woods church for annual meeting (20231110+)
- Received a request for donation from Jones Elementary (20240103)
- Sent message to Jones Elementary regarding board declining to donate at this time (20240111)
- Received request for Arnold Preservation Council dues (20240116)
- Spoke by phone with Kathy at Pete Crilly & Associates (our Nationwide agent) to discuss periodic review and insurance matters (20240123)

#### 4.3.5 Mailbox Visits

- Updated incoming mail spreadsheet (weekly)
- Delivered invoices / checks to treasurer (weekly)
- Delivered mail to other addressees (as needed)

#### 4.3.6 Action Item Progress

- AI 5: Confirm insurance liability coverage
- AI 9: LRPC Annual Report
- AI 16: AVFD donation
- AI 17: Monetary donations to social committee

#### 4.3.7 Resale Package Preparations

- Prepared 0 Resale Packages this reporting period (total of 4 for 2023 and 0 year 2024 to date)

#### 4.3.8 Miscellaneous

- NA

#### 4.3.9 Document Archive

- Continued populating relevant docs in google workspace

#### 4.3.10 Near Term Future Items

- Send out 20240125 board meeting minutes for review
- Prepare for annual meeting (20240215)
- Prepare for first organizational meeting of new board (20240215)
- Continue populating google workspace
- Work on assigned action items
- Complete Draft Bylaws Revision SOP

*4.5 Standing Comte Reports (Pool, Tennis, Marina, Landscape, Playground, Social, L-R Planning, Welcome, Security, Webmaster) (as needed)*

#### 4.5.1 L-R Planning Committee (F. Cullen)

An annual report for the committee was submitted to be included in the 2024 annual meeting. Please refer to the annual meeting preparation reading materials for the latest on the LRPC.

#### 4.5.2 Webmaster's Report (K. O'Brien)

##### 1) Progress to date:

- a. Posted board meeting approved minutes (20231108) and special meeting minutes (20240104)
- b. Updated next meeting box and events box on home page as needed
- c. Researched a replacement tennis reservation system after our prior (free) system changed their business approach and wanted to charge us \$49/month. Consulted with Phelps Kelley, our tennis chair, and then set up and launched SuperSaas through the website.
- d. Posted documents in support of annual meeting
- e. Drafted annual report and budget requests in support of special board meeting w/ committee leads
- f. Metrics:
  - i. Glen Oban Website (for year 2023): 936 site sessions, 571 unique visitors
- g. Continued progress on action item Develop Website Email. (K. O'Brien) Develop an informative email about navigating the members page of the website.

##### 2) Near term future items:

- a. Post approved minutes (20240110)
- b. Continue to post items in support of annual meeting (15 Feb)
- c. Post approved SOP – Bylaws Revision Procedure
- d. Update next meeting and events box on home page
- e. Work with treasurer to set up automatic payment for google workspace

#### *4.6 Local Civic Chapter Representative Reports (as needed)*

##### 4.6.1 Asquith Creek Charitable Trust (C. Goodell)

C. Goodell and Jimm Rich met with community leader participants (Severnview & Rugby Hall) in the ACCT. They discussed ways to get some county funding for dredging. They discussed silt issues at Severnview marina. There was expressed interest in Glen Oban usage of the Severnview boat launch either by amenity trade (e.g. tennis court access) or fee paid by boat owner. No recommendation was made but an amenity trade seems unlikely due to insurance concerns. Kelly took the action to deliver a box of files to Jimm Rich for review and safekeeping.

#### **5.0 Special Committee Reports (as needed)**

##### *5.1 Bylaws Review Committee (C. Goodell)*

The board-approved bylaws amendments spreadsheet went out to the community for review on Dec 5, 2023. On Dec 28, the committee sent an invite to an in-person community comment session on Jan 3, 2024 (with spreadsheet attached). No one from the community availed themselves of the opportunity. We did have one community member who emailed positive feedback plus two comments prior to the session related to the dissolution section and to mentions of the reserve study. The committee responded to her concerns to her satisfaction with no ultimate changes.

The board-approved proposed bylaw amendments were sent out 30 days prior to the annual meeting on 17 January. This will be discussed and put to a vote by the GOA members (simple majority vote needed to adopt).

A bylaws revision procedure is being drafted for board approval in the coming months.

### *5.2 Nominations & Elections Committee (A. McGeagh)*

Update provided by the Secretary. Nominations & Elections materials were forwarded to Ashley and the process was reviewed with the Secretary. The first call for board member nominations went out 30 days prior to the annual meeting. As of this writing, no nominations had been received; that is not surprising.

## **6.0 New Business / New Action Items**

### *6.1 New Business*

#### 6.1.1 Community feedback regarding dues increase (G. Goodell)

There was not a lot of feedback regarding the dues increase message that went out to the community on 15 JAN, but most feedback was in support of the proposed increase to cover the marina replacement in 2029. There was a thoughtful exchange from some community members on how to reduce the cost burden, to include offering bonded slips to marina users. This was discussed but was problematic. Jason noted that in the past the marina fees have subsidized GOA dues at a rough approximation of \$200K over the years. The board did not feel that the cost burden should be borne just by slip holders as all in Glen Oban benefit by having a marina. Charlie reviewed three points that another thoughtful resident provided regarding segregation of funds, making sure the dues increase sunsets after 2028, and requiring a high percentage community vote to redirect any marina funds in the future. After discussion, the board noted that to keep flexibility for unforeseen events, the marina funds would be segregated from the operating funds but comingled with reserve funding. The sunseting would be addressed by an evaluation of the budget and dues each year as well as the five-year reserve study (next one due JUL 2026), and that there was no need to raise any funds redirect vote threshold above the customary simple majority of the community. Charlie took the action to communicate back to both thoughtful residents. Jason took the action to draft a high-level project plan for the marina replacement as an aid to visualizing how the fees would be spent over time.

#### 6.1.2 Bylaws signature page (K. O'Brien)

The signature page was signed by all current board members. Thank you!

#### 6.1.3 Review Annual Meeting Agenda / Conduct of Meeting (All)

K. O'Brien stepped through a two-page handout (available upon request) showing an annotated agenda for the annual meeting. One revision based on the review was to add a community vote to approve the proposed remedy for getting back to the 2-2-3 custom for filling board seats. Kelly O'Brien took the action to add this to the agenda in section g. Election of Directors. Sasha and Frank volunteered to work the check-in desk and John Erwin volunteered to run the microphone to audience members.

#### 6.1.4 Community feedback regarding board nominations & elections (C. Goodell)

Charlie communicated the thoughts of an anonymous community member regarding the process for nominations and elections. This member had a recollection that the board alone previously nominated members to the board and they were approved by the community at the annual meeting (without a vote). The member expressed concern that other members may not want to be nominated if there was a chance they would lose publicly during an election. There were concerns expressed about possible lack of diversity as well. During discussion, no one on the board had a similar recollection that board members nominated their own members. Typically, there are only as many nominees as there are board positions to fill (or less). There generally is no fear of a nominee losing a voice vote. There was only one year in memory that there were more nominees than board positions (2021). This situation is what

prompted the development of a more formal nominations and elections procedure. K. O'Brien stepped through a handout showing a graphic depiction of elections since 2014 that was developed for an entirely separate purpose (available upon request). Ultimately, no changes to this year's nominations & elections procedure are planned (of note, the process has already begun). Charlie took the action to follow up with the anonymous member.

#### *6.2 New Action Items*

1. Provide QuickBooks Transactions. (J. Werner) Provide QuickBooks transactions to GOA internal financial reviewers for a more robust review.
2. Deliver ACCT Files to J. Rich. (K. O'Brien) Deliver a box of ACCT files to Jimm Rich for review and safekeeping.
3. Follow-Up on Dues Increase Feedback. (C. Goodell) Communicate back to both thoughtful residents regarding dues increase to fund replacement marina.
4. Develop Project Plan for Marina Replacement. (J. Werner) Draft a high-level project plan for the marina replacement as an aid to visualizing how the fees would be spent over time.
5. Add Community Vote to Approve 2-2-3 Remedy. (K. O'Brien) Add a community vote to approve the proposed 2-2-3 remedy to the annual meeting agenda in section g. Election of Directors.

#### **7.0 Documentation of Main Motions**

##### *7.1 Decisions Made During the Board Meeting*

None

##### *7.2 Decisions Made via Email since Last Board Meeting (08 NOV)*

None

#### **8.0 Announcements**

1. Annual Meeting: Feb 15, 7 pm Woods Church Fellowship Hall
2. Board Organizational Meeting, 15 FEB, 9:15 p, Woods Church

#### **9.0 Adjourn**

There being no further business, the president adjourned the meeting at 9:18 pm.

**Attachment (P&L Sheet dated 24 JAN 2024) Next Two Pages**



# Glen Oban Association

## Profit and Loss

January - December 2023

|                                       | TOTAL               |
|---------------------------------------|---------------------|
| <b>Income</b>                         |                     |
| HOA resale package                    | 600.00              |
| Homeowners Fees                       | 87,240.00           |
| Invest Inc                            | 3,836.09            |
| Marina Fees                           | 20,130.00           |
| Sales of Product Income               | 30.00               |
| Services                              | 50.00               |
| Unapplied Cash Payment Income-1       | 0.00                |
| <b>Total Income</b>                   | <b>\$111,886.09</b> |
| <b>GROSS PROFIT</b>                   | <b>\$111,886.09</b> |
| <b>Expenses</b>                       |                     |
| Expenses - Tennis Courts              |                     |
| Tennis Courts - Capital Project       | 32,981.40           |
| Tennis Courts - Maint/Repairs         | 795.94              |
| <b>Total Expenses - Tennis Courts</b> | <b>33,777.34</b>    |
| Expenses Marina                       |                     |
| Marina - Capital Projects             | 5,155.00            |
| Marina electric - x60000              | 1,560.35            |
| Marina Supplies                       | 71.28               |
| <b>Total Expenses Marina</b>          | <b>6,786.63</b>     |
| Expenses Pool                         |                     |
| Management Additional Expenses        | 1,030.90            |
| Pool - Capital Projects               | 11,750.00           |
| Pool AED Rental                       | 901.00              |
| Pool electric - x40000                | 1,881.02            |
| Pool Management                       | 33,814.00           |
| Pool permits and inspection fee       | 350.00              |
| Pool supplies                         | 165.40              |
| Telephone                             | 444.81              |
| <b>Total Expenses Pool</b>            | <b>50,337.13</b>    |
| Expenses- General                     |                     |
| Accounting and tax                    | 895.00              |
| Administrative                        | 790.20              |
| Donations                             | 225.00              |
| Insurance                             | 2,513.00            |
| Landscaping - Contract                | 6,580.00            |
| Playground                            | 664.15              |
| Pool and Marina water                 | 1,522.46            |
| Property Taxes                        | 2,627.03            |
| Social                                | 3,964.10            |
| Water & Electric at entrance          | 369.69              |

# Glen Oban Association

## Profit and Loss

January - December 2023

|                                | TOTAL               |
|--------------------------------|---------------------|
| Website                        | 640.23              |
| Welcoming Committee            | 95.40               |
| <b>Total Expenses- General</b> | <b>20,886.26</b>    |
| <b>Total Expenses</b>          | <b>\$111,787.36</b> |
| NET OPERATING INCOME           | <b>\$98.73</b>      |
| NET INCOME                     | <b>\$98.73</b>      |