**APPROVED APRIL 4TH 2019**

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**Forest Hill Home Owners, Inc.**

**Meeting of the Board of Trustees**

**January 10, 2019**

The board of trustees of Forest Hill Home Owners Association, Inc., an Ohio non-profit corporation, held a meeting on Thursday, January 10, 2019.

President Joan Fox generously volunteered to hold the meeting at her home on Rumson Road.

The following trustees were in attendance, constituting a quorum: Bilal Akram, Coralyce Carten, Dr. Robert Charlick, Dr. Joan Fox, Christopher Hubbert, Mark Madland, Dr. Gretchen Mettler, Jan Milic, Clark Rice and Jim Simpson.

Trustees unable to attend: Hester Lewellen and Anthony Rupcic.

Non-Trustee Officer in Attendance: Vice President of Membership Mary Rice.

# Introductions and Orientation

This being the first meeting of the 2019 board, the trustees introduced themselves to the group. After introductions had been completed, Dr. Fox called the meeting to order at approximately 7:25 PM ET. Following the agenda that she had provided to the trustees in advance of the meeting, she provided a brief orientation for new trustees, emphasizing the board’s fiduciary duties as outlined in Ohio attorney general materials that had been provided to all trustee candidates.

**Grant Application to Support the** ***Aging Well at Home Resource***

At Dr. Fox’s request, Dr. Charlick passed out materials concerning a grant application that Judy Charlick and Sue Kenny are submitting to Future Heights to support production and dissemination of their ***Aging Well at Home Resource***. Dr. Charlick noted that a requirement of this application is that they have a name a liaison from FHHO who will commit to helping them coordinate efforts. Dr. Fox asked that anyone interested in this role contact her, and indicated that if no one else volunteered she would be willing to act as the liaison.

# Financial Report

Treasurer Tony Rupcic was unable to attend due to a death in the family, but in his absence a year-end financial statement was distributed showing a small surplus for the year despite expenses maintaining the website until an in-house solution could be found and legal expenses related to reviewing the applicability of the Ohio Planned Community Act to the association.

# Nominating Committee

Dr. Fox described the role of the nominating committee and the membership requirements set forth in the association’s code of regulations, also known as bylaws. Dr. Fox pointed out that the Nominating Committee was one of 3 committees that the Board is required by the bylaws to appoint. The function of this committee is to recommend candidates for the Board and for the Executive Committee, the second committee that the Board is required to elect. Mr. Rice argued that the bylaws state that the Nominating Committee should carry over from previous Boards (i.e., that members from the Nominating Committee that had recommended the Executive Committee candidates for the previous Board in July 2017 and the Trustees in November 2018, should remain in place as the Nominating Committee that yet again recommends the slate of Executive Committee candidates.) Dr. Fox argued strongly against an interpretation of the bylaws in which the Nominating Committee, but not the Executive or Standards Committee remained in place from year to year. Mr. Hubbert responded to the questions of the trustees. After discussion, which included a trustee pointing out that the bylaws required that at least two members of the Nominating Committee be trustees, something that would not be the case if the committee of the former Board remained in place.

**Resolution:** Mr. Hubbert moved, Dr. Mettler seconded, and the board passed the following resolution, with Mr. Rice voting against due to his opinion that the nominating committee of the previous board should remain in place:

**Resolved,** that the board hereby appoints a nominating committee consisting of Bilal Akram, Mark Madland, Dr. Mary Rice, Jan Milic and Karen Slaven (pending her agreement to serve) to review executive officer candidates and make a recommendation to the full board. Dr. Fox was to contact Karen Slaven.

# Standards Committee

Dr. Fox explained that the Standards Committee, the third mandatory committee has been operating without a chair since David Smotzer’s illness last Spring and resignation in the Summer. A function of the new Nominating Committee will be recommend a candidate for the 2019 Chair of Standards. In the absence of a chair, Trustee Tony Rupcic and Monticello resident Pete Grebus have been working on foreclosed homes, but the committee will need to be strengthened in time for the summer construction season. The board discussed the responsibilities and authority of the committee and elected to table the matter at this time given the extent of the evening’s agenda.

# Bylaws Committee

Dr. Fox summarized the actions taken at the October 2018 trustees meeting, when the board passed a motion to replace the committee that had already been reviewing the association’s bylaw’s for many months with one comprised of residents with diverse opinions concerning the format of our HOA. The suggestion had been made that since two very different philosophies would be represented, Howard Maier, a resident unattached to either philosophy, should chair/mediate the committee. Dr. Fox reported that since Mr. Maier was traveling in December she had assumed that a group would not form until his return. However, in Mr. Maier’s absence, Ken Tench had taken it upon himself to form a committee that met in the home of Les Jones to write bylaws heavily dependent on the Planned Community Act. Having learned of this committee just before their second meeting in January, Dr. Fox was able to attend the second meeting. The recent legal opinion obtained by FHHO, which was reported at the December 10 2018 Member’s meeting, on Next Door, and on our website, has made it clear that FHHO does not qualify as a Planned Community, so efforts by this group to include aspects of the Planned Community Law into our bylaws had to be stopped. Dr. Fox also emphasized that a philosophically one-sided committee had been formed without notification of any members of the board of FHHO, making it an unauthorized committee.

Mr. Clark Rice, one of the members of this unauthorized committee reported to the Board that he thought that the group had made great progress. Mr. Simpson, who had also attended the two meetings, added his thoughts to the discussion. Based on these comments, the opinion of the board was to not overturn the current group, but to provide for greater diversity of representation by adding additional members.

**Resolution:** Mr Akram moved, Mr. Madland seconded, and despite Dr. Fox’s strong objections about the lack of diversity and her observation that despite Clark Rice’s optimistic statements, this group had not in fact made any progress in their two meetings, especially compared to that already made by the official bylaws committee that had been working since November 2017, the board adopted the following resolutions with a voice vote, with Dr. Fox voting against.

**Resolved,** that the board hereby forms a committee of up to fifteen members to review the association’s current bylaws (code of regulations) and to make recommendations concerning the bylaws to the board of trustees for consideration by March 31, 2019;

**Resolved further**, the initial members of the committee, Joe Horvat, Leslie Jones, Clark Rice, James Simpson, Ken Tench and John Poposil, with Howard Maier as chair/mediator will remain, with addition of Dr. Jo Fox and resident Laura Grebus.

Mr Akram suggested and the Board agreed that suitable candidates, to balance the one-sided philosophy of the existing committee be accepted on a rolling basis so the progress of the committee would not be slowed.

**Further Resolved**, **the President is directed by the Board to notify the Forest Hill community to solicit additional suitable members to be appointed by the full board of trustees, until the maximum of 15 members is reached.**

# Board Meeting Schedule

Dr. Fox recommended that the board adopt a meeting schedule for the year so that it could be posted on the association’s website. After discussion, the consensus was to meet quarterly, with special meetings if needed. The board set Thursday, April 4, 2019 for the next meeting date for the second quarter. The board elected to defer setting the third and fourth quarter meeting dates.

# Additional Committees

Dr. Fox stated that the responsibility of Trustees was to serve on committees. FHHO would ideally have several committees with specific charges, including fundraising, city government matters, standards, social engagement, social activities and marketing, for example. Mr. Hubbert indicated that marketing would ideally include external marketing of the community to prospective residents and internal communications with current residents. Dr. Fox noted that the Executive Committee had appointed Mr. Simpson as VP of Marketing in 2018, a position in which he had been assisting her with the website and in meeting with several Forest Hill residents with marketing backgrounds. Recent posts on Next Door had shown considerable interest in marketing Forest Hill and had resulted in Mr. Simpson becoming engaged in on-line conversations with other residents, including Eileen Smotzer, regarding marketing efforts.

**Resolved:** Mr. Akram moved, Mr. Hubbert seconded, and the board unanimously passed a motion that Mr. Simpson should continue to serve as **Vice President of Marketing**. Mr. Akram volunteered to work with Mr. Simpson on marketing matters, expressing a particular interest in social media aspects. Coralyce Carten also expressed her interest in working on the Marketing Committee. Dr. Fox gave Mr. Akram social media materials developed by resident Kellum Fuqua and asked that he work with him on social media marketing.

**Committees to work with City Governments**

The board discussed appointing additional committees to engage with the Cities of Cleveland Heights and East Cleveland.

Mr. Akram suggested that we should invite Mike Smedley, the East Cleveland Mayor’s Chief of Staff to our next Trustee meeting, a suggestion that was greeted with verbal agreement. It was suggested that the President should extend an invitation to Mr. Smedley to speak and answer our questions at the beginning of the next meeting. Dr. Gretchen Mettler (Brewster) volunteered to contact Frank Ricchi about being kept apprised of the activities of the East Cleveland, Forest Hill group. Dr. Jo Fox reported that she attended as many of the East Cleveland, Forest Hill meetings as she could.

# Additional Business

A general discussion ensued, including the desirability of seeking additional board members, particularly to obtain greater diversity of geographic representation (although FHHO trustees do not have “districts” and are elected at large, the majority of the current board resides in the southern half of Forest Hill.) Mr. Akram volunteered to work on recruiting candidates from East Cleveland.

There being no further business, the meeting adjourned at approximately 9:10 PM.

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Christopher J. Hubbert, Acting Secretary