

# Deerfield Village Community Association

## MINUTES OF REGULAR BOARD MEETING

September 12, 2017

(Rescheduled from August 28 due to hurricane Harvey)

The regular meeting of the Board of Trustees of the Deerfield Village Community Association was held at 4045 Deerfield Village Drive in Houston, Texas 77084. President Eric Toureilles called the meeting to order at 7:10 PM.

Trustees in attendance were Eric Toureilles (President), Bruce Bott (Secretary), Brent Burris, Dave Flick, Brian Harris and Geri Hudson. Mark Klodzinski (Vice President) joined the meeting late, but provided his proxy to Brent in advance. Louis Carpenter could not attend and provided his proxy to Eric. Stuart Cory (Treasurer) resigned at the conclusion of the July Board meeting.

### I. DETERMINATION OF A QUORUM (6 required)

Eric Toureilles determined there was a quorum.

### II. APPROVAL OF MINUTES

After a review, Brent motioned to approve the July Board Meeting minutes as submitted. The motion was seconded by Brian and passed unanimously.

Eric motioned to break from the meeting agenda and move to the President's Report. Bruce seconded and the motion passed unanimously.

### III. RESIDENTIAL INQUIRIES

A resident reported that there continues to be a drainage issue in the Patio Homes and requested an investigation, and resolution to the problem. This matter will be added to the September meeting agenda. The resident also expressed her thanks to the community for quickly clearing the tree that fell in the Patio Homes during the storm.

Several residents expressed their support for the new contract with SEAL that was reviewed during the most recent Security Committee meeting.

A resident asked for status of the wastewater issue, and it was confirmed that the need to reduce wastewater flow was still in place.

### IV. PRESIDENT'S REPORT

Eric stated that we are all blessed to have the community spirit as exhibited by the Deerfield residents during hurricane Harvey. Noted items included the use of the Rec Center as a

command post, and rest area for Precinct 5 Constables and the incredible support exhibited by the residents. The quick removal of several fallen trees that were blocking the road in the patio homes. Side by side, HOA and residents worked together to address these and many other issues. As of the meeting time, Eric noted:

- Normal trash service has resumed
- Wastewater restrictions are still in place
- School has started, and residents are reminded to take extra care when driving
- Brian Harris will resign from the Board, effective September 23<sup>rd</sup>

Eric motioned to return to the meeting agenda. Brian seconded and the motion passed unanimously.

#### V. TREASURER'S REPORT

None.

#### VI. MANAGER'S REPORT

Tina noted the following items:

- a) Residents were requested to put their names on the meeting sign-in sheet
- b) As of the meeting, approximately 180 access control cards have been processed
- c) The September newsletter is on the website and the hardcopy will be mailed during the week
- d) Committee chairs were requested to add the dates for their next three committee meetings to their respective newsletter articles
- e) Three requests to use DVCA facilities were reviewed:
  - Angel Gowns by Diane - Eric motioned to allow this group, which includes Deerfield residents, to use the Clubhouse for one day per month for the next three months; and to work with Tina on scheduling. Brian seconded and the motion passed unanimously.
  - Pine Forest Country Club Yoga - Eric motioned to allow this group, which includes Deerfield residents, to use the Annex for one day per week for the next three months; and to work with Tina on scheduling. Dave seconded and the motion passed unanimously.
  - Pine Forest Country Club Tennis Instructor - Request to use the Deerfield courts one day per week for the next two weeks. No vote taken. Tina will work with the student, a Deerfield resident, to reserve a court at an acceptable time per our standard process

At this point Mark Klodzinski joined the meeting.

#### VII. STANDING COMMITTEES

##### A. Recreation Committee

The data for the Big Event has been changed to September 30<sup>th</sup>. Peter is working to get confirmation from the contacted groups that they will attend.

A volunteer recognition/appreciation event is being planned for November 11<sup>th</sup> for organized groups that serve the Deerfield community. Committee members, the Men's Group, Boy Scouts, MUD, etc. Peter will determine a headcount and make a proposal to the Board.

B. Community Services Committee

The contractor involved with the acoustics issue has responded to several questions but has not submitted a complete proposal for consideration. Bruce will continue to work this issue and requested help from any resident that may have some experience with this subject.

A question was raised on when the mosquito spraying contract ends for the year. Post meeting - the contract runs through the end of October.

C. Swim Pool Committee

The sub-committee approached three vendors for bids for pool management services for the next two years (2018 – 2019 seasons). After review of the bids the committee unanimously approved the proposal to award the contract to A-Beautiful Pools for approximately \$49,574 per year.

Eric motioned to accept the committee proposal and award the contract to A-Beautiful Pools. Brent seconded and the motion passed unanimously.

A storage cover for one of the new shade umbrellas will be purchased as a test to see how they perform during the off-season.

D. Deeds Committee

Hartwell/driveway - The resident supplied additional information which was evaluated after the July meeting. Via email, Brent motioned to approve the resident request to repair his driveway as outlined in the application. Bruce seconded. The motion passed with a vote of 5 in favor, 1 opposed and 1 abstain.

Longmoor/flagpoles - The residents presented an appeal to the denial of their application for the flags/flagpoles and pointed out that they have made some modifications and believe they are in compliance with the applicable Deerfield covenants and policies. After much discussion, Brian motioned to approve the two flagpoles as they have been modified from the original request. Bruce seconded and the motion was approved by a vote of 6 in favor and 1 opposed.

Eric made an apology to the residents for the communication problems associated with this issue.

The sub-committee is continuing to review the covenants and restrictions by section and will provide a summary to the Board in a future meeting.

E. Security Committee

The committee approved the proposal to award a three-year contract to SEAL for security services for approximately \$258,000 per year. It was noted that this will provide for 24/7 coverage, the vehicle will stay on Deerfield property and there is a 3% cap on annual increases.

The committee did not request quotes from other vendors in an effort to gain "leverage" towards better terms as they were not asked to do so by the Board.

Bruce motioned to approve the proposal as submitted but with a request to extend the term to 39 months so that 24/7 coverage could start in October and provide a rate of \$28.50/hour or lower for the last three months of 2017. Eric seconded and the motion passed unanimously with Brian abstaining.

F. Financial Services Committee

Assessment collections stand at 97.5%, slightly below the 2016 rate.

2018 budgets have been submitted by all of the committees and the roll-up process is in progress.

G. Tennis Committee

The courts fared well during the storm with some damage to the wind screens. The committee will assess the need for new screens and make a proposal in a future Board meeting.

H. Landscape Committee

Lynetta will resign as chair of the committee effective November 13<sup>th</sup>.

None of the landscape contractors requested an increase for 2018. The committee did increase the budgets for sidewalk repairs and tree trimming/removal.

VIII. OLD BUSINESS

A. Response to By-Law changes discussed at 7/24 Board Meeting.

Eric stated that with the feedback received at the July meeting, there is nothing to pursue on this matter.

Glenn provided a summary (attached) of the current by-laws and policies that relate to this subject and stated that he sees no need to change them provided they are followed and enforced.

It was stated that the current policies need a review to address typos, reference errors, etc.

- B. Website changes requested by members to have a dedicated page for Deeds.

This is possible on the new website, but further information is needed from the Deeds committee on purpose, design parameters, access, etc.

IX. NEW BUSINESS

- A. Request new traffic light at Clay, turning left onto Windsong  
DVCA has no jurisdiction in this matter.

- B. Policy VI(a) – Policies/Guidelines regarding Flags and Flag Poles

A resident stated the need for increased awareness of these policies and the need for them to be both consistent and in the spirit of the community. It was noted that some aspects of these policies are dictated by Texas laws.

This subject will be on the agenda for the September Board meeting.

- C. Policy VI(e) – Policies/Guidelines regarding Religious Door and/or Entryway Displays

A resident stated the need for increased awareness of these policies and the need for them to be both consistent and in the spirit of the community. It was noted that some aspects of these policies are dictated by Texas laws.

This subject will be on the agenda for the September Board meeting.

- D. On-going training and keeping up with current and upcoming legislative changes

The DVCA attorney, Michael Gainer, will be invited to the October Board meeting to provide an update on laws impacting homeowners and HOA's.

Mark has obtained a copy of the book *Texas Homeowners Association Law*. He will look to see if it is available in an electronic format to make searches easier.


X. EXECUTIVE SESSION

At 10:23 PM Eric made a motion to go into Executive Session. The motion was seconded by Brent and passed unanimously. The session ended at 10:41 PM.

XI. ADJORNMENT

Eric Toureilles motioned to adjourn the meeting. Brent seconded and the motion passed unanimously. Eric called the meeting adjourned at 10:41 PM.

  
Submitted by: Bruce Bott  
DVCA Secretary

  
Accepted by: Eric Toureilles  
DVCA President

Attachment  
(Information provided by Glenn Somers)

**Current DVCA By-Laws already address removing committee members brought up by the Board at the July 24, 2017 Regular Board Meeting**

The current By-Laws address how Trustees, Committee Chairmen and Committee members may all be removed by a two thirds vote of the serving board using the same process and criterion, "With Cause", for all of those groups.

There is no need for new By-Law changes to address what is already covered and has worked for over 40 years.

Below are the sections from the By-Laws that address this.

**Language for removing Trustees**

- 4.5 Removal from Office - **Any Trustee may be removed from the Board With Cause** (Article 2.13 defines "with cause") **by a vote of at least two thirds (2/3) of those serving on the Board.** Any or all Trustees may be removed by a majority vote of Members attending a Special Meeting of the Members called expressly for that purpose (see Articles 3.2 and 3.3). This vote of the Members shall be binding on the Trustee.

**Language for removing Committee Chairs**

- 9.3 Removal from Office - Any **chairman may be removed** as chairman from any Standing Committee, **With Cause, by a vote of two thirds (2/3) majority of the serving Board.**

**Language for removing any member on a committee or the Board (an Officer)**

- 2.14 Officers – **Officers are those who serve on the Board or Committees.** All Members in Good Standing who reside in Deerfield Village are eligible to become Officers; however no significant other or others living within the same household may serve as a trustee and/or committee chair at the same time so as to avoid any conflict of interest.
- 8.5 Resignation and Removal - Any **officer may be removed from office With Cause** (see Article 2.13) **by the Board by an affirmative vote of two thirds (2/3) majority of those serving on the Board.** An officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**With Cause is defined below**

- 2.13 With Cause - With respect to removal from office, "With Cause" means:
- for reasons which law and public policy recognize as sufficient to warrant removal;
  - for reasons of breach of the DVCA Trustee Code of Ethics" which the Board of Trustees deem worthy of censure by removal; and
  - for reason of refusal to sign the "DVCA Trustee Code of Ethics".

**Current By-Laws already provide for the Trustee Rep to provide counsel and direction with respect to the DVCA "rules and policies" and to observe and ensure "that there are healthy dynamics at each committee" meeting,**

### **Trustee's relationship to assigned Committee from Annual Trustee Training and By-laws**

The primary functions of the assigned Trustee are:

- to **act as a liaison** to the Board (be the eyes and ears of the board)
- to **attend all meetings** of the committee
  - the **assigned trustee is responsible to find a back-up if cannot attend**
  - to mitigate the frustration committees have when the trustee does not attend
- to **act as counsel** to the committee regarding
  - matters concerning the Articles of Incorporation, By-Laws, and Board processes (to ensure the committee requests are in line with the above)
  - general issues where committee actions may overlap
- to **answer questions** which might unreasonably slow committee business if such questions could not otherwise be addressed prior to the next meeting of the Board of Trustees
- to **ensure the Committee By-Laws are being followed**
  - to **ensure all attendees (members and guests) are permitted to express their views** on a topic
  - to **ensure membership and voting rules are being followed**

The Trustee Representative **shall not**, when in attendance at meetings of the committee

- **be counted as a member** of the said committee for establishing a quorum nor,
- **be treated as a voting member**
- **participate in the functioning of said committee \***
  - \* unless specifically requested to do so by the committee membership and Board approval of that specific request.

By-laws Section 4.1 copied below

General - **Trustees are representatives of the Members and should encourage the active participation of the residents in the work of the Standing Committees** (see Article IX). Each Trustee, except the President will serve on at least one of the Standing Committees, said committees being defined herein under Article IX. The **Trustee Representative, whose primary function is to act as a liaison to the Board, shall as a non-voting representative, attend all meetings** of the committee to which the representative has been assigned; **act as counsel** to the committee regarding matters concerning the Articles of Incorporation, By-Laws, general issues where committee actions may overlap and to **answer questions** which might unreasonably slow committee business if such questions could not otherwise be addressed prior to the next meeting of the Board of Trustees. The Trustee Representative **shall not**, when in attendance at meetings of the committee **be counted as a member of the said committee** for establishing a quorum nor, except as specified above, **participate in the functioning of said committee** unless specifically requested to do so by the committee membership. This specific instance of participation will be communicated to and approved by the Board; and, this approval does not grant voting rights on the committee. In addition the Trustee will not be involved in actual contract negotiations and/or may be requested by the Board to recuse himself /herself from voting on that project (at a DVCA Board meeting) when there might be a conflict of interest as outlined in our Code of Ethics. No significant other or others living within the same household may serve as a trustee and/or committee chair at the same time so as to avoid any conflict of interest.

## Scope of past By-Law changes

- Past By-Law changes prior to 2007
  - Three deal with changing the Deeds Committee size
  - One added the Patio Homes Streets to Landscape Committee
  - One restricted Board members to only one Trustee per residence
  - One modified the Trustee term to 3 years
  - One reduced the Trustee Rep authority and function on a committee to being a liaison and providing counsel and enhanced the committee and members autonomy with respect to the focus and work of the committee
  - One added the email vote process
- By-law changes since 2007 (while I was President/ VP)
  - Background
    - In 2007 there were very serious breaches of conduct regarding the swim pool project
    - Even though we had “cause” to do so – we did not remove anyone from their office as it could have been a very divisive situation in the DV neighborhood
    - We did put in place new controls to handle abuses and over time it all worked out
  - Addressed the abuse of power at the Board level by adding a Code of Ethics
  - Clarified the role of the Trustee Reps on the Committees – giving the committees more autonomy and reducing the power and impact of the Trustee rep on the committee
  - Restricted power in one residence by not allowing a Trustee and Committee Chair in same household
  - Clarified the definitions of a Member in Good Standing, and update the election process (effort led by Walt Bohn)
- How does this differ from what was presented by the board and discussed on July 24, 2017
  - Past By-Law changes reduced the power and authority of the Board with respect to committees and members
  - The July 24 By-Law change presented greatly enhanced the power of the Board and significantly reduced the Members authority and freedom to be on a committee
  - So the focus of the July 24 change is in direct conflict to what has been done in the past