

McLean Hamlet Community Association  
Final Minutes from the Board of Directors Meeting

August 30, 2010

Board Members Present: Roxanne Axtell, Charlotte Basset-Zimmerman, Pat Bowman, Dick Coogan, Doug Colvard, Scott Hall, Jeffery Klemm, Rick Law, John Mealey, Wayne Tate, Ralph Ward, Jan Wendt, and Paul Wieland

Non-Board Residents Present: Mike Brunton, Cynthia Klemm, Georgie Kronenberg, Tom Reilly, and Margo Wieland

Officers, Directors and Chairpersons Absent: Betty Grimes, Maggie Law, and Wade Smith

The meeting was called to order at 7:30 pm in the Spring Hill ES library.

#### ADMINISTRATIVE BUSINESS

1. Location of Future Meetings: To enhance openness, future MHCA Board meetings will be held in the library of Spring Hill ES, or an equally public location.
2. Parliamentary Procedures: Ralph Ward expressed the intent to continue conducting Board meetings guided by Robert's Rules of Order. Included in that intent is the indication that members should address all comments to the Chair. Time limits will be imposed on the open floor for each person recognized by the Chair. The consensus was to proceed under those conditions.
3. Minutes for July 2010: The July Minutes were accepted as presented.
4. Treasurer's Report: Expenditures for August were primarily for entrance care, website maintenance and legal fees. A budget for July 2010-June 2011 is still pending, but in the meantime, the July 2009-June 2010 is being used as the temporary current year budget. Dues received are so far are approximately 90% of the amount in the temporary budget for dues income, although the dues were increased \$5 this year.
5. Board Positions: Dick Coogan has not approached potential new Board members yet to fill vacant positions.

#### MOTIONS AND VOTING

6. Record all Votes as Roll Call Votes: Roll Call voting has been recommended as a homeowners' association "best practice". The consensus was to adopt that policy going forward.
7. Review and vote on a Code of Conduct: Following a meeting with Attorney Bruce Easmunt regarding MHCA meeting conducts, Bruce provided a draft Policy Resolution entitled, "Code of Conduct and Operating Procedures for the Board of Directors" for consideration by

the MHCA Board. The Resolution covered four topics: Conflict of Interest, Motions and Voting, Code of Conduct, and Sanctions and Enforcement. After discussion about possible revisions, a motion to adopt the Resolutions as written was passed by a roll-call vote of 10 For, 2 Against, and 1 Abstention. The Policy Resolution is Attachment 1, and the record of voting is Attachment 2.

8. Preferred Park for the Gazebo: The Gazebo Project was discussed at length among Board members and Hamlet residents who were in attendance. A motion to place the Gazebo at Falstaff Park was passed by a roll-call vote of 10 For, 2 Against, and 1 Abstention (the record of voting is Attachment 3).
10. Gazebo Budget: The Gazebo committee is in the process of obtaining cost proposals for siting the Gazebo at Falstaff Park. Additional funding details will be made available at the next Board meeting for consideration.

#### COMMITTEE ACTIVITY

11. Architectural: Charlotte Bassett-Zimmerman has agreed to continue as assistant to Paul Wieland. Two projects were reviewed and approved during the past month. Charlotte and Paul are continuing to monitor the increased signage waivers being sought from Fairfax County by building owners across from the Hamlet in Tysons Corner.
- 2n. Connections: Jan reported that, on average, 1-2 calls per month are received from residents seeking services offered through Hamlet Connections.
13. Homeowners Counsel: Ralph continues to send out the Contractors List to residents who request it.
14. Distribution of Local Newspapers: John Mealy has obtained “unsubscribe dots” that can be applied to ones mailbox, which in turn are designed to prevent the unwanted delivery of The Examiner and The Times. The yellow-green and blue dots, respectively, are available to anyone that contacts him.
15. Covenants Committee: Wayne Tate discussed the potential for consolidating the multiple Covenant with the attorney (Bruce Easmunt) again. The lawyer’s opinion was the same - any changes would require approval by a substantial percentage of property owners, wherever they may be, which is not a practical option. Thus, as a civic organization only, MHCA will continue to promote recommended “community standards”. Wayne suggested that no further efforts be expended to change the covenants, and there was no objection.
16. HamNet: Roxanne Axtell was welcomed as the new Chairperson, taking over from Jerry Swigget. She is in touch with Betty Grimes and Jerry, and Ralph will provide her with the HamNet operational policies previously approved by the Board.
17. Entrance Landscaping: Maggie Law was not in attendance, but it was acknowledged that the large island and side entrance walls are in particular need of attention. It was agreed that Mr. O’Grady should be approached for an estimate to clean up the island.

With regard to maintenance of other Hamlet open spaces, John will obtain estimates from landscaping companies to supplement Fairfax County's current grass mowing schedule in Hamlet Park's "picnic field" every other month, that is, the months that Fairfax County does not plan to mow it. It was reported that the Park Authority plans to mow the grass at the picnic field every 60 days and to stop mowing all other areas of the Park and allow those areas to return to their natural state, but this was not verified.

18. Membership: [Betty Grimes provided the following update to the Board by email on 8/29]

67% have paid dues thus far, which is roughly the same pace as in previous years. Dues and informational sheets continue to be received.

19. Newsletter: Lee Rainey is on track to distribute the fall Newsletter before the picnic.

20. Picnic: Pat Bowman indicated that she has started lining up vendors for the picnic, but does not have commitments from all of them yet. Tom Reilly volunteered to call "Games People Play".

21. Complaints:

- Storm water drainage continues to cause sink hole damage in the back yard(s) on Capulet Court.
- Decreased water pressure in early morning hours still occasionally occur
- Many residents experienced a loss of all water pressure in the early morning of Aug. 19 after heavy rain damaged a water pipe on Swinks Mill
- A bicycle was stolen from a residence on Ariel Way
- Grass is growing in the curbs and cracks in the streets. Fairfax County does not have the resources to eliminate the problem, thus a HamNet message will be sent suggesting that nearby residents address the problem themselves.

22. Other Community Associations: John reported that MCA did not meet in August.

The Meeting was adjourned at approximately 9:45 pm.

The NEXT BOARD MEETING will be Monday, September 13, 2010, 7:30 pm, at the Spring Hill ES library

**MCLEAN HAMLET COMMUNITY ASSOCIATION  
POLICY RESOLUTION**

**CODE OF CONDUCT AND OPERATING PROCEDURES FOR THE  
BOARD OF DIRECTORS**

WHEREAS, Article IV, Section 1 of the Bylaws for the McLean Hamlet Community Association (“Association”) provides that the Board of Directors (“Board”) shall manage the business and affairs of the Association, and that the Board may exercise all the powers of the Association,; and

WHEREAS, the Board has determined there to be a need to establish a code of conduct and operating procedures for members of the Board of Directors;

NOW, THEREFORE, BE IT RESOLVED that the Board adopts the following operating procedures and code of conduct as its formal policy:

**I. BOARD OF DIRECTORS CODE OF CONDUCT**

**A. CONFLICT OF INTEREST**

Members of the Board owe a fiduciary duty to the Association, which requires them to consider only the best interests of the Association when they vote or discuss any matter and thus must exclude any self-interest or any competing interest from their consideration.

Each director or officer shall exercise such director’s or officer’s powers and duties in good faith and in the best interests of the Association. Any common or interested director or officer may be counted in determining the presence of a quorum of any meeting of the Board of Directors, or a committee of the owners which authorizes, approves or ratifies any contract or transaction. Any Board member who has, or thinks that he/she may have a conflict of interest, either presently or in the future on any issue that is likely to be introduced for discussion at a Board meeting, then prior to any discussion or vote on this issue, shall immediately make known to the Board members this potential conflict of interest. Such director’s or officer’s vote shall not be counted with respect to any matter as to which such director or officer would have identified a conflict of interest. Such director or officer may vote, however, at the meeting to authorize any other contract or transaction. The voidability of a transaction involving a director or officer with a conflict of interest shall be determined in accordance with Section 13.1-871 of the Virginia Non-Stock Corporation Act.

A conflict of interest transaction is a transaction of the Board of Directors in which a Board member has a direct or indirect personal interest. A conflict of interest transaction is not voidable by the Board solely because of the Board member’s interest in the transaction if any one of the following is true:

1. The material facts of the transaction and the Board member’s interest were

disclosed or known to the Board of Directors and the Board authorized, approved or ratified the transaction; or

2. The material facts of the transaction and the Board member's interest were disclosed to the members entitled to vote and they authorized, approved or ratified the transaction; or
3. The transaction was fair to the Association.

A Board member has an indirect personal interest in a transaction if: (i) another entity in which he has a material financial interest or in which he is a general partner is party to the transaction; or (ii) another entity of which he is a director, officer or trustee is a party to the transaction and the transaction is, or should be, considered by the Board of Directors.

A conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of the majority of the Board members who have no direct or indirect personal interest in the transaction; however, a transaction may not be authorized or approved by a single Board member. If a majority of the Board members who have no direct or indirect personal interest in the transaction, vote to approve the transaction, a quorum is present for the purpose of taking action pursuant to this paragraph. The presence of, or a vote cast by, a Board member with a direct or indirect personal interest in the transaction does not affect the validity of any action taken pursuant to the paragraphs of this section, if the transaction is otherwise authorized or approved as provided in these paragraphs.

No Board member shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan, or other item of monetary value from a person who is seeking to obtain contractual or financial relationships with the Association.

No Board member shall accept any gifts or favors made with the intent of influencing any decisions or actions on any official matter.

No Board member shall misrepresent facts to the residents of the community for the purpose of advancing a personal cause or influencing the community to put pressure on the Board to advance a Board member's personal cause.

## **B. MOTIONS AND VOTING**

No actions shall be taken by the Board, unless such action has been considered at the Board meeting by a motion and a vote. The results of any vote taken shall be recorded in the Board meeting minutes. Board meeting minutes will include a listing of the meeting participants, a record of business conducted, motions made, votes taken, and will include who voted and how they voted on each issue. The aforementioned listing of the meeting participants may either be within the body of the minutes or attached thereto.

Those Board members voting against any motion that is ultimately voted on affirmatively by the Board shall stand behind the vote taken and move forward positively with the Board in any action needed to be taken in order to implement the issue voted upon.

Board meetings will be conducted generally in accordance with Robert's Rules of Order.

### C. CODE OF CONDUCT

No Board member shall act on his or her own, in the capacity of a Board member, or under color thereof, with respect to any decisions or actions that is within the purview of the entire Board, unless the Board member is specifically authorized to so act beforehand, by vote of the entire Board.

Each Board member, when dealing with outside entities, third parties, or residents not on the Board, must consider how they are viewed by whomever they are dealing with, and should make it clear to whomever, whether they are speaking as a Board member or as a resident of the community.

If a Board member is contacted directly by a resident concerning Association matters that are currently, or that should properly be, before the entire Board, then the Board member should inform the resident that he is unable to speak on the issue, and either request the resident to put his/her questions or concerns in writing and submit them to the Board, or, if appropriate, invite the resident to the next Board meeting to address the entire Board regarding the questions or concerns. If a discussion is unavoidable with said resident and an interaction does ensue, the Board member should attempt to get a second Board member or other witness to be included in or to overhear the discussion if at all possible. Afterwards, the Board member should prepare a memorandum of the conversation and submit same to the Board for review at the next scheduled Board meeting, as well as send a letter to the homeowner memorializing the conversation.

No Board members have the authority to interact individually in the capacity of representing the Board, with persons representing any outside entities, such as any member of the Federal, State or local governments, members of the local press or newspaper, police and fire departments, business contractors, or other third parties. If such interaction is unavoidable for any reason, then that Board member is required to disclose to the Board the circumstances and content of any communications as soon as is possible, through the General Manager or Board President.

Each Board member shall observe Roberts Rules of Order in any Association meeting, as set forth in Article IV, Section 2(a) of the Bylaws and shall wait to speak until recognized by the presiding chair of such meeting.

No Board member may act in an unprofessional manner or utilize unprofessional language in any Association meeting. For purposes of this section, if a majority of the Board deems a member's conduct to be inappropriate, such conduct shall be deemed to be

unprofessional.

**D. SANCTIONS AND ENFORCEMENT**

In the event that a majority of the members of the Board of Directors determine that a director has violated any provision of this resolution, upon consideration of the facts, the Board of directors may impose the following sanctions:

1. Censure: The Board of Directors may publicly censure a director by resolution of the Board of Directors.
2. Special Meeting: After a public censure, the President or the Board of Directors may call a special meeting of the association members for purposes of removal of a director pursuant to Section 13.1-860 of the Virginia Nonstock Corporation Act; and/or
3. Legal Action: The Board of Directors may seek injunctive relief against a violating director.

Duly adopted at a meeting of the Board of Directors held on August 30, 2010.

ATTEST:

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MHCA Secretary

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Date