

**For: The Villages at Mt. Hood Board of Directors
December 19, 2006**

Three Glitches in the recent operations of the Villages at Mt. Hood

5 Since September, there have been 3 "glitches" that have marred the operation of the Villages at Mt. Hood:

1. A Project Team did not receive a resolution of support to the BCC to proceed as a "supported activity" but thought they had.
- 10 2. A Letter, dated September 27, 2006, was written to the County in the name of the Villages at Mt. Hood Board of Directors but did not correctly represent the resolution approved by the BOD at the September meeting
- 15 3. The Letter, dated September 27, 2006, to the County in the name of the Villages at Mt. Hood Board of Directors was incorrect but this was not detected until after the October Board meeting

This note looks at each of these "glitches" and summaries:

1. the data and background behind the "glitch",
- 20 2. a brief analysis of the defects in process and procedures that caused the "glitch",
3. a set of proposed policy and procedural changes that would help remove the opportunity for "glitches" in the future.

Glitch #1: Project Team did not receive a resolution of support to the BCC to proceed as a "supported activity" but thought they had.

Data/background:

- a. The Agenda for the September BOD meeting identified:
Proposed supported activity: Villages at Mt. Hood Community Recreation Area
- 30 b. The primary elements of the proposal were a 2500 person Amphitheater and an 800 car parking lot.
- c. The project team did not provide any materials on the project before the meeting
- d. The project team handed out substantial quantities of materials at the meeting, and made a long presentation.
- 35 e. The project team requested that the project be moved forward to the November Town Hall for vote as a supported activity and that 15 acres of the Cedar Ridge property not be summarily sold by the county.
- f. The project team did not provide any drafts of letters for review and consideration
- g. A resolution was passed for:
a letter to be written to Dan Zinzer giving the Village Boards permission for reserving
40 the 15 acres for a future community par
- h. No other motion was proposed or voted on
- i. There, apparently, was some discussion by individuals on support for going forward to Town Hall for "supported activity" status
- 45 j. Per email:
The Tapes Showed:
1) The motion and discussion was quite unorganized
- k. The project team appears to have come away from the meeting thinking they were supported to go forward.

50 Analysis

- a. The project team apparently was not clear on process that *only* approved resolutions, however worded, are the outcomes of the deliberation

- b. The import of the passed resolution was apparently not clear to the project team
- c. The lack of "final draft" letters for review led to confusion
- d. The project size and complexity was not clear from the Agenda title
- e. The requested action by the BOD was not clear from the Agenda Title
- f. The failure to have the voluminous materials significantly before the meeting did not allow detailed review and did not allow Directors, present or not, to contribute written comments.

60 Proposed changes in process and procedures:

- 1. Motion: all agenda items shall be clear as to scope and desired action.
- 2. Motion: all proposed, non-administrative, resolutions of the Villages at Mt. Hood Board of Directs shall be made available in written form to the Board and to the audience before a vote is taken: recommended practice is utilization of an overhead projector or laptop projector but paper copies can be utilized if no changes are made.
- 3. Motion: the Meeting Chair shall make reasonable effort to insure that the implications of a proposed resolution are understood by the Board and by the Audience, especially project teams impacted by the resolution
- 4. Motion: any and all materials for presentation shall be provided to the Board at least 7 days before the Board meeting
- 5. Motion: any project proposing the dedication or use of significant amounts of community or county resources shall require discussion at a Town Hall meeting and other community input venues, as identified by the BOD, before requesting "supported activity status".

75 **Glitch #2: A Letter, dated September 27, 2006, was written to the County in the name of the Villages at Mt. Hood Board of Directors but did not correctly represent the resolution approved by the BOD**

80 Data/background:

- a. The BOD Chair of the Villages at Mt. Hood Board of Directors was not in attendance at the September meeting.
- b. The BOD Vice-Chair was also not in attendance
- c. The September Board of Director's meeting was chaired by the Treasurer.
- d. The project team created "multiple drafts" of letters to be sent to the county after the Board meeting
- e. The project team brought the proposed letters to the BOD Chair rather to the September Board Meeting Chair (the Board Treasurer)
- f. The BOD Chair did not have access to meeting minutes nor does it appear that he consulted with any Board member present at the meeting.
- g. The BOD Chair signed one of the letters provided by the team and sent it to the County.
- h. The letter thus signed did not correctly represent the resolution of the BOD.
- i. The letter thus signed went further and stated that the BOD approved the project for going forward as a supported activity.

95 Analysis

- a. The project team wanted specific letters and wording but did not provide drafts
- b. The project team worked with someone who was not in attendance at the meeting and did not have minutes of the meeting.
- c. The BOD Chair did not contact anyone in attendance at the meeting to confirm the results of the meeting and the wording of the letter
- d. Having official correspondence "signed" by someone who was not in attendance at the Board Meeting approving the correspondence is problematic

Proposed changes to process and procedures

- 105 6. Motion: "final drafts" of any and all requested "letters of support", motions, etc requested by
non-board members and, preferably, by Directors as well, shall be provided to the Board at
at least 7 days before the Board meeting. Such drafts may be amended or edited at the
meeting but all such edits shall be displayed to the Board and the audience before a vote is
taken. At any time in the discussion, any Director may state that the changes exceed what
110 can easily understand, at which statement, the item will be tabled until the next meeting
where a revised version is to follow this process.
7. Motion: any Board of Directors official correspondence approved at a Board meeting shall
be signed by the Chair of that meeting and countersigned by the Secretary of that meeting.

115 **Glitch #3: The Letter, dated September 27, 2006, to the County in the name of the Villages at
Mt. Hood Board of Directors was incorrect but this was not detected until after the October
Board meeting**

Data/background:

- 120 a. The BOD Chair of the Villages at Mt. Hood Board of Directors did not provide the Secretary
with copy as required by the Bylaws
- b. The BOD Chair did not copy the other Directors as required by resolution of the Board in
the August Board of Directors Meeting
- 125 c. Repeated requests by the Web Master (Oct. 3, Oct. 10, Oct. 13, and Nov 5) to the BOD
Chair did not elicit the document for posting on the Web
- d. Apparently, no one who was at the meeting was consulted nor saw the signed version of
the letter until at least Dec. 6 when a copy was placed on the Web
- e. Apparently, the error was not detected until Nov. 3 which did not allow for discussion at a
Board meeting before the next Town Hall meeting

130 Analysis

- a. Not being reviewed by multiple Directors who were actually at the meeting was problematic
- b. Not being copied to the Board members in a timely fashion delayed recognition of the
problem until it was too late to remedy

135 Proposed changes to process and procedures

8. Motion: per the Bylaws, any and all official correspondence of Villages at Mt. Hood Board of
Directors shall be handled by the Secretary or the designee of the Secretary. If delegated,
the Secretary will still be responsible for insure correct process, distribution, and archiving.
- 140 9. Motion: each Director is responsible for insuring that "official correspondence" they create,
distribute, send, or receive to or from the county, any other external agency or person, shall
be copied in its entirety to the entire Board in a timely fashion. This includes press
releases, complaints, response to complaints, etc. Posting on the web site and notification
of the precise location of such posting shall satisfy this requirement and is preferred for
145 large documents.

Other information:

Article VIII. Board of Directors

Section 5: Duties of the Officers

150 Secretary: The Secretary will be responsible for keeping the Villages records. The Secretary
will insure conformance with the Oregon Public Meeting Laws (ORS 192). The Secretary
shall handle all correspondence of the Villages and give or cause to be given all notices
of meetings of the Board of Directors, Town Hall meetings, and all other notices required
155 by law or by these bylaws. The Secretary will be the custodian of all books,
correspondence, and paper relating to the business of the Villages, except those of the
Treasurer. The Secretary will present at each meeting of the Board of Directors and at

160 each Town Hall Meeting a full report of the transactions and affairs of the Villages for the preceding period and will also prepare and present to the Board of Directors such other reports as it may desire and request at such time or times as it may designate

165 Respectfully submitted,
Susan Corwin
Vice Chair
Villages at Mt. Hood Board of Directors