

DRAFT Meeting Minutes

Regular Meeting of the OLSBA Board of Governors on Wednesday, January 24, 2024 at 7 p.m. via Zoom

A quorum was verified and the meeting was called to order at 7:02 PM

President Diane Duhaime welcomed all attendees, and all officers and governors were present.

Officers:

Diane Duhaime (**Diane D**), President
Paul Yellen (**Paul Y**), Vice President
Norm Yester (**Norm Y**), Treasurer
Joanne Gilland (**Joanne G**), Secretary

Board of Governors:

John Mandracchia (**John M**)
Jay Moynihan (**Jay M**)
MaryKate Reynolds (**MaryKate R**)
Scott Rottinghaus (**Scott R**)
Kathi Stickley (**Kathi S**)
Gregory Symon (**Greg S**)

40 attendees were on the Zoom meeting.

Vote seeking to approve the minutes for the January 6, 2024 Special Meeting of the BOG.

A motion made by **Jay M**/ seconded by **Greg S**

Roll Call: YES -ALL

NO- none

Abstain- none

Motion passes.

I. **Proxy Form**

Vote seeking to approve the attached proxy form for use by voting members

[Proxy Form](#)

A motion made by **Scott R**/ seconded by **Jay M**

Discussion: John M clarified that the proxy form is not for use as a form for online voting but rather for someone voting on a resident's behalf if that resident could not attend an association meeting.

Roll Call: YES -ALL

NO- none

Abstain- none

Motion passes.

II. **Sheffield Brook-Related Invoice.** **Vote** seeking to approve payment of the Ramboll invoice by our treasurer - Sheffield Brook Outfall Assessment for Old Colony Beach and OLS, \$4,875 (one-half of \$9,750).

A motion made by **Jay M**/ seconded by **John M**

Discussion: Past agreement with Old Colony (July 2016) has OLS reserve up to \$3,000 a year to help maintain Sheffield Brook. However, records agreeing to split the Ramboll invoice cannot be found. Jay M said our agreement with OLS is for the maintenance of the brook and BOG is not authorized to pay for work being done since he has not seen any vote agreeing to the work by Ramboll, and would like to know more about this before he agrees to have it paid. Diane D noted that an email she had forwarded to the BOG and officers an email sent from Old Colony Beach which evidences that two former officers of our association were on notice of and invited to walk with the Ramboll engineers, and at least two members (unknown) went on the walk. Diane D said that since the motion was tabled at the last meeting, a lot of research was conducted and

although it seems there was no BOG vote approving this expense, Old Colony Beach rightfully believes we owe it. Greg S advised that we do a reset, and make sure we are on the same page with Old Colony Beach as it relates to whatever has been agreed to previously so it can be passed down cleanly to future teams.

Roll Call: YES-John M, Scott R, MaryKate R, Kathy S, Greg S NO-Jay M Abstain- none

Motion passes.

III. **Invoices/Expenses. Vote** seeking to approve payment of the following by our treasurer:

<u>Date Rec.</u>	<u>Vendor Name</u>	<u>For</u>	<u>Amount</u>	<u>Line Item</u>
1/5/2024	Eversource	Street Lights	\$19.34	Utilities
1/24/2024*	Eversource	Street Lights	\$10.58	Utilities

*Paul Y said he received this bill today

A motion made by **Greg S**/ seconded by **Jay M**

Roll Call: YES - ALL NO- none Abstain- none

Motion passes.

Discussion: Norm Y mentioned that the payroll taxes for the year have all been paid with the exception of Form 940 FUTA which is a small balance due at the end of the month.

Motion made by **Greg S** to pay the FUTA taxes that are due this month, in an amount not to exceed \$500. Seconded by **MaryKate R**

Roll Call: YES - ALL NO- none Abstain- none

Motion passes.

IV. **Information Technology (IT) Expenses.** Discuss potential for a new expense line item in the FY2024-2025 budget titled "IT Expenses."

Jay M wants to address IT expenses in the budget at the Spring meeting; Greg S wants reimbursement sooner than that for John Cunningham who has been covering IT expenses out of pocket for several years. Norm Y whose accounting firm has covered postage for several years for the association said that we do pay our own QuickBooks. John C. said OLS started paying for QuickBooks in Spring 2022. Greg S wants more info on when subscriptions are due. Scott R questioned why the Old Lyme Shores email addresses are necessary. John Cunningham stated that having a domain name allows us to use the Google suites platform which in addition to the oldlymeshores email addresses, gives us the ability to have shared documents and spreadsheets edited in real time with an editing history and to make sure that we get all the information available to the decision makers and then to the association. Greg S noted that he rather have one repository for his OLS information, and would prefer to keep his personal email out of any communications review/audit.

V. **OLSBA Checking Account Signatories.** **Vote** seeking approval to remove Bryan Even and Thomas Annulli as authorized signers of OLSBA checks, and substitute Diane Duhaime and Paul Yellen therefor; and maintain Norman Yester, Treasurer, as an authorized signer of OLSBA checks.

A motion made by **John M/** seconded by **Greg S**

Roll Call: YES - ALL NO- none Abstain- none

Motion passes.

VI. **OLSBA BOG Policy for Approving and Paying Invoices.** **Vote** seeking approval to adopt a written policy for receiving, approving and paying invoices issued to OLSBA, in the form of the January 20, 2024 draft; and requiring that updates to the written policy also require BOG approval.

[Inv Payment Policy](#)

A motion made by **Scott R/** seconded by **Jay M**

Discussion: John M hoping that the policy would include how payroll checks are approved and if not, should be expanded to include payroll approval. Should expand the writing to include payroll. Norm Y said perhaps a separate form for payroll and payroll tax won't be needed until May. Currently hours are submitted to an officer, reviewed for accuracy, and signed off with another officer which is a form of checks and balances. Recommend to adopt as is and amend to address for another vote before May.

Roll Call: YES - ALL NO- none Abstain- none

Motion passes.

VII. **Parliamentarian Committee.** **Vote** seeking approval to create a standing Parliamentarian Committee, and to appoint Kathy Olsen to serve on this committee. Responsibilities include serving as parliamentarian at BOG and Association meetings in accordance with Robert's Rules of Order, and any other parliamentary-related areas of responsibility as may be assigned by the BOG.

A motion made by **John M/** seconded by **Greg S**

Discussion: John M introduced Kathy Olsen, noting she is an active board member of the American Association of University Women which runs its meetings using Robert's Rules of Order. Kathy Olson said she uses Robert's Rules of Order in other associations in which she is affiliated, served as a reference librarian, and while she would appreciate having other volunteers for this committee, she is happy to serve the board in any capacity. John M said that they were still seeking an additional member or two to serve on this committee, and any community member can serve on the boards and to email Governance@oldlymeshores.org expressing an interest.

Roll Call: YES - ALL NO- none Abstain- none

Motion passes.

VIII. **Finance Committee. Vote** seeking approval to create a standing Finance Committee, and appoint the following to this committee:

John Cunningham, Greg Symon, Jay Moynihan, Kathi Stickley, Paul Yellen, Norm Yester
Committee activities include:

- Monthly Financial Reports
- Developing proposed budget and mill rate for FY2024-2025 in advance of and for sending written notice to the membership at least 10 days' prior to the annual meeting
- Developing slide presentation for presentation at the June 15, 2024 annual meeting and for posting at the oldlymeshores.org web site on the topic of why and how the proposed mill rate is determined and related to the proposed budget, both of which are presented for a vote by the membership at each annual meeting
- Monitoring compliance with the BOG's written policy for receiving, approving and paying invoices issued to OLSBA
- Memorializing all this activity to guide the membership in future years
- Any other finance-related activities as may be requested by the BOG

A motion made by **Scott R/** seconded by **John M**

Roll Call: YES - ALL

NO- none

Abstain- none

Motion passes.

IX. **Communications Committee. Vote** seeking approval to create this standing committee and to appoint the following to this standing committee:

Maggie Caron, John Cunningham, DeDe DeRosa, Diane Duhaime, John Mandracchia, MaryKate Reynolds, Greg Symon

Committee activities include:

- Web site refresh
- E-Newsletter
- Facebook and Instagram Presence
- Developing and recommending a budget line item with regard to its activities
- Memorializing its activities to guide the membership in future years
- Any other communications-related activities as may be requested by the BOG

A motion made by **Kathy S/** seconded by **Scott R**

Roll Call: YES - ALL

NO- none

Abstain- none

Motion passes.

X. **Infrastructure Committee (e.g., road, gate, sign repairs, bulletin boards, catch basin maintenance, etc.). Vote** seeking approval to create this standing committee and to appoint John M, Greg S, Paul Y and MaryKate R to this new standing Infrastructure Committee. Committee activities include:

- Assessing infrastructure needs and associated expenses
- Surveying membership to prioritize infrastructure expenditures
- Developing and recommending a budget line item with regard to its activities
- Planning, budgeting, preparing RFPs, managing contracts and monitoring contractor performance and invoicing

- Memorializing its activities to guide the membership in future years
- Any other infrastructure-related activities as may be requested by the BOG

A motion made by **John M** / seconded by **Greg S**

Roll Call: YES - ALL

NO- none

Abstain- none

Motion passes.

XI. **Voting Operations Committee.** Discussed the potential for this new standing committee, with appointments from among the officers, BOG, WPCA and general membership. John M said there is a need for a mechanism for voting by people who can't attend meetings – should be able to submit proxy online voting or mail-in paper voting. Diane D said a budget will be necessary for such a mechanism. Diane D noted that this committee's activities would also include a methodical check in and verification process for membership meetings, for example, verifying there's only one vote per home against a roster of addresses, a current roster that has the named owners for each address, making sure that only one set of yes and no laminated voting cards are distributed to only one named owner for that address (or their proxy holder).

XII. **Welcome and Directory Committee.** Discussed the potential for this new standing committee, with appointments from among the officers, BOG, WPCA and general membership. MaryKate R discussed that such a committee would be responsible for orienting new members of OLS, updating and maintaining email distribution list, maintaining directory, etc.

XIII. **Service Manual Committee. Vote** seeking approval to create this standing committee and to appoint the following to this standing committee: Paul Y, Scott R and John M
Committee activities include:

- Creating and maintaining a service manual for officers and BOG members, including topics such as the charter, by-laws, Robert's Rules of Order, and budget-related policies and procedures
- Creating an orientation program for new officers and governors
- Developing and recommending a budget line item with regard to its activities
- Any other activities related thereto as may be requested by the BOG

A motion made by **John M**/ seconded by **Scott R**

Roll Call: YES - ALL

NO- none

Abstain- none

Motion passes.

XIV. **Beach Committee. Vote** seeking approval to appoint the following to this standing committee: Rick Duhaime, George Finley, Greg Symon, John Mandracchia, Paul Yellen [*and Mark Phelan but per separate vote see below*]

Committee activities include:

- Developing and recommending an annual beach maintenance plan and associated budget line item with regard to all aspects of maintaining the beach for the OLS membership (including, without limitation, such items as sand moving, removing, raking, seaweed removal, routine beach cleanup, storm response beach cleanup, management of raft, swim lines, buoys, trash and recycle bins, boats, racks, planters, benches

- Coordinating with Old Colony Beach the maintenance items per OLS's obligations as set forth in the July 25, 2016 Sheffield Brook maintenance agreement
 - Reviewing and suggesting updates to OLS ordinance titled "beach"
 - Planning, budgeting, seeking RFPs, managing contracts and monitoring contractor performance and invoicing
 - Developing and recommending a budget line item with regard to its activities
 - Memorializing its activities to guide the membership in future years
 - Any other activities related thereto as may requested by the BOG
- A motion made by **Scott R**/ seconded by **MaryKate R**

Roll Call: YES - ALL

NO- none

Abstain- none

Motion passes.

XV. **Entertainment Committee. Vote** seeking approval to create this new standing Entertainment Committee and to appoint Margaret Caron, Julia Nixon and Dave French to this committee. Committee activities include:

- Planning and running the July 4th parade, all other activities associated with OLS July 4th celebrations, and Carousel Night for OLS
- Planning two events per summer for new and long-time members to mingle and get to know each other (e.g., live band, social gathering, karaoke)
- Coordinating all aspects of Friday night movies on beach, including equipment and staff
- Developing and recommending a budget line item with regard to its activities
- Memorializing its activities to guide the membership in future years
- Any other activities related thereto as may requested by the BOG

A motion made by **Scott R**/ seconded by **Mary Kate R**

Roll Call: YES - ALL
none

NO- none

Abstain-

Motion passes.

XVI. **Commence Discussions for Summer 2024 Gate and Beach Attendants (fka Security), Traffic Control, and Recreation Program**

John M wants to begin discussions for a committee with Greg S, John M, Paul Y. Paul Y wants to survey past officers and beach attendants about what is working well and not working well and how we can improve going forward. Wonders if we need to solicit older adults to assist the teen and young adult beach attendants.

XVII. **Independent Audit Firm Search Committee Report**

Jay M recommendations include hiring a firm to audit the financial records in past few years and will help with guidance going forward.

XVIII. **Beach Committee.** A motion made by Greg S to appoint Mark Phelan to the Beach Committee. Seconded by Scott R.

Discussion: Mark Phelan has board experience in his past and is very passionate about keeping our beachfront beautiful.

Roll Call: YES -

ALL

NO- none

Abstain- none

Motion passes.

XIX. Nominating Committee Report

Paul Y discussed terms of officers and governors. Officers are elected for one year, and board members are elected on rotating 3-year term schedules. This year, we will have 4 board positions to be voted on. The Treasurer and Secretary have notified the board that they do not intend to run again. So six positions will need to be filled at the annual meeting in June. The nominating committee will be soliciting community members, and will review the submissions so as to put forward for nomination the most qualified members to fill these positions. There has already been some expressed interest in the Treasurer's position. MaryKate R thinks the community can expect to receive the solicitation message in mid-March to end of March.

XX. Beach Conditions Update

Paul Y gave a beach conditions update. This month's storm pushed a lot of sand up on Sea Spray. Unheard of at this time of year for our beach. Typically those things only happen in late February/March. We push the sand down, lowered about 3 feet at the end of Sea Spray, over to about halfway to Saltaire. George Finley, Paul Y, John M and a contractor came up with idea of building a 6 foot sand berm. Next storm blew through the berm and pushed the sand back up to the wall on Sea Spray. A lot of yard flooding occurred on Sea Spray and the lower part of Saltaire. Berms were created at other Old Lyme beaches as well as Old Saybrook. Plans are to push sand down to the low tide mark and distribute the sand across the beach towards Saltaire and Billow. Contractor coming back from vacation, Paul Y going on vacation for a week and nominated John M as contact in his absence.

XXI. WPCA Items

A. No discussion was held regarding the following since the WPCA tabled this item at its meeting last night: [draft Amended and Restated WPCA Ordinance located at Proposed Amendment to Ordinance Establishing the WPCA \(2024\) | OLS Standard \(oldlymeshores.org\)](#) with a letter from the working group that details the reasons for proposed changes.

B. **Vote** seeking approval and acknowledgment of the WPCA vote at its January 23, 2024 meeting which approved the signing/submission of the required documentation concerning the Project Loan and Grant Agreement 645-D between OLSBA and the State of Connecticut (e.g., certificate of extension/amendment), to extend the March 31, 2024 Scheduled Completion Date (maturity date) by an additional 12-18 months, and to approve the OLSBA president to sign/submit the same on behalf of the OLSBA.

A motion made by **Greg S/** seconded by **John M**

Discussion: Jay M would prefer to take this item at an additional meeting due to wanting to know more about it. For example, he would like to see the document 645-D Project Loan and Grant Agreement, he has no idea what this loan is, why it is on the agenda tonight for a March extension date, he has questions on extension of the maturity date, and wants more understanding of whether/when repayment is required by homeowners. Diane D - all the documentation was distributed in advance and all is on the website; approval tonight is timely because otherwise a special meeting for just this one item would be required before the next regular meeting. Dede DeRosa-this motion would

affect the loan specific to the Old Lyme Shores loan and grant agreement with State of CT dating back to 2018 for design work infrastructure within Old Lyme Shores boundaries. This design work was halted during COVID but now we are back to the drawing board. Current grant loan expires March 31. Extending the loan 18 months (min 12 months) gives us time to do our final due diligence. If we don't get this extension, on Mar 31 our principal and interest for what we already occurred will be due. As soon as we start construction, design loan rolls into a construction loan extending over 20 years at 2 percent interest. Built also into this agreement is a 25% grant. Greg S – not in a position to reject this; the extension of something that's already been pre approved by previous administrations, and don't want to be in a position of paying back a loan at 7 or 8% instead of 2%.

Roll Call: YES-John M, Scott R, MaryKate R, Kathy S, Greg S NO-Jay M Abstain- none

Motion passes.

Monthly financial report - Norm Y sent a Monthly Financial Report to all officers and board members. Will present at the next Regular BOG meeting on February. 21, 2024 at 7 pm.

XXII. **Public Comments**
None

XXIII. **Adjournment**
A motion made by **Greg S** to adjourn the meeting/ seconded by **MaryKate R**

Roll Call: YES - ALL NO- none Abstain- none

Motion passes.
Meeting adjourned at 9:27 PM.

Minutes submitted by Joanne Gilland, Secretary, Old Lyme Shores Beach Association