

**Governors Village POA  
Board of Directors Special Meeting  
October 18, 2023**

Minutes of the Board of Directors for Governors Village Board Meeting, held at 10100 Governors Drive, Chapel Hill, NC 27517, on October 18, 2023.

I. **Establish a Quorum** – A quorum was established.

II. **Call to Order**

Meeting was called to order on October 18, 2023 at 6:10pm.

**Roll Call**

Board Members present:

- Don Prost, President
- Michael Barefoot, Vice President
- Doug Fein
- Chris Gamber
- Tyler Ritter

Board Members absent:

- Ruth Benton, Treasurer
- Dan Chegash, Secretary
- Brooke Crouter
- David Weikert

Additional persons present:

- Josh Lindgren, President

Clerk present:

- Chloe Donohoe

III. **Approval of Meeting Minutes**

For the purpose of publishing our minutes promptly, the board members present at today's meeting unanimously consent to correcting/approving these minutes by email correspondence, to be completed within 10 days. If it should be determined that a "special meeting" is technically required for approval, we consent to this virtual meeting, to be completed at noon on the 10th day following today's meeting.

IV. **Open Forum**

As this was a special meeting, no POA members appeared before the board to present their concerns.

V. **New Business**

1) Clarification of Election Procedures for the 2023 Annual Meeting

- a) The Board was alerted to confusion and concern amongst community members about the election procedures for the Governor's Village POA Board. The Board convened to settle questions regarding election procedures and provide clarity for the upcoming Elections at the 2023 Annual Meeting. The Board sought the legal advice of Governor's Village's Attorney to better understand the existing election guidelines contained within

the Board's covenants and bylaws. The Attorney recommended considering prior conduct of elections as one basis for determining the procedures for future elections.

- b) **MOTION – Review existing documentation; discuss the results; weigh the merits of proposed election procedures; select an election format to be used, beginning this year; document this process in the minutes of tonight's meeting; make a clear, concise announcement to the community ASAP; and ask the future Board to consider incorporating this in the bylaws.**
  - i) This motion was made by Michael Barefoot, seconded by Don Prost, and passed unanimously.
- c) Michael shared findings from research into the election procedures documented in the last 13 years of Governor's Village POA Board Minutes. There is a substantial record of Board Members being elected through a simplified 1 Step election method. Although there has been discussion of a staggered 2 Step election method occurring within Governor's Village's history, this was not demonstrated in the available Board documentation since 2010.
- d) The Board discussed the need to formally draft and document clear election procedures within the official Board documents, with the assistance of an attorney. However, there was consensus around tabling this formalization process to an upcoming Board meeting.
- e) The Board emphasized the need for a fair and equitable solution for the upcoming Elections during the 2023 Annual Meeting. The Board reviewed the existing language in the bylaws related to the election of Board Members, which indicates that the Board is to consist of 1 member per neighborhood.
- f) **MOTION – The 2023 Board Member Elections will adhere to the following practices: If there is an open seat in a candidate's neighborhood, then they do not have the option to run at large, unless there are other candidates running for the seat in the candidate's neighborhood. If there are multiple candidates in a neighborhood, then at least one of the candidates must pursue the neighborhood seat. Candidates cannot run for two seats at the same time.**
  - i) This motion was made by Tyler Ritter, seconded by Don Prost, and passed unanimously.
- g) The Board requested that Kimberly revise the Elections-related communications in light of the Board's decision for the upcoming Elections and send to the Board for revisions before sharing with the community.
- h) The Board also requested that Kimberly contact each candidate, share the decision of the Board, and ask them to determine which seat they would like to run for during the 2023 Annual Meeting, in adherence with the Board decision.

## VI. Adjournment

Don Prost adjourned the Special meeting at 7:11pm.

The next regularly scheduled Board meeting will take place after the Annual meeting, held on November 6, 2023 at 6:00pm.

These minutes were prepared by Chloe Donohoe, BOD clerk. Approved by the majority of the Board and posted to websites on 10/29/23.