

**SUNRIVER OWNERS ASSOCIATION
BOARD OF DIRECTORS SPECIAL MEETING
SROA BOARD ROOM
AUGUST 31, 2023**

DIRECTORS PRESENT: Clark Pederson, Bill Burke, Gerhard Beenen, Scott Gillies, Tony De Alicante
Linda Beard

DIRECTORS PRESENT VIA ZOOM: Keith Mobley & Julianna Hayes

STAFF: James Lewis, Keith Kessarlis & Jesus Mendoza

The Board of Directors meeting was called to order at 9:00 A.M.

NUMBER OF ATTENDEES: 1

OWNERS FORUM

No owners addressed the Board.

President Beenen referenced the Sunriver Bylaws Section 4. Vacancies, which states:

- (a) A vacancy on the Board shall exist upon the death, resignation, or removal of any Director or if the members fail to elect the full authorized number of Directors at the annual election.

- (b) Vacancies on the Board for any cause may be filled by a majority vote of the Directors then in office. Each Director so elected shall hold office for the balance of the unexpired term or until his successor is elected.

President Beenen commented that what he wanted to do today is talk about the process the Board would like to use to gather names and ultimately select the replacement director. There is no election in this case, it is up to a vote of the Board of Directors as stated in the SROA Bylaws.

Director De Alicante commented that when Paul Coughlin resigned from the Board after one year, the Board went to the candidate who got the next most votes in that election, which was Julianna Hayes. In this case, that spot would fall to Bob Tiernan.

Director Pederson commented that the time before that when we lost two board members, one, Mark Burford who we lost to cancer and the other, Mandy Gray, who resigned. The Board, in that instance, went to two previous SROA/SSD board members, Mark Murray and Mike Gocke and asked them to complete the two plus years left on the positions vacated.

Both of those processes have been used in the past and either of those processes could be used now.

President Beenen suggested perhaps coming up with some criteria of what the Board is looking for would be helpful and Director Burke noted the importance of asking the same questions of all possible replacements.

The Board discussed a number of other names as possibilities and Director Pederson noted that we also need to choose someone who is also willing to take on other roles such as serve as a liaison to committees or serve on a taskforce, workgroup or perhaps serve as a board officer.

Upon further reflection, Director De Alicante believes that having someone who has served on the Board previously would make the most sense as they already know what is expected of them and they have that historical knowledge.

Director Mobley noted that when we had the situation when Mark Burford passed away and Mandy Gray resigned, he asked staff to provide a list of past board members who still lived in Sunriver and that is how the Board came up the two that were chosen. Director Mobley agrees with Director De Alicante that it would be a good idea to work with a previous board member. The fact that they have had the experience and were previously elected by the owners goes a long way. As for Mr. Tiernan, Director Mobley would be reluctant to support his appointment because of a number of factors, perhaps the most prominent being the fact that it his was the candidacy that was supported by the group that failed to follow best practices and protocol.

Director Gillies commented that he feels the Board should not set a precedent, just because it was done a certain way last time, we need to do it that way again this time. We need to pick who we think will do the best job on the Board, period.

Director Burke noted on the issue of Mr. Tiernan, he is concerned about the level of anger in the community right now as people are trying to get beyond this election thing. He feels considering Mr. Tiernan at this point would result in a petition of 500 owner names to start a recall process on Mr. Tiernan would be close behind. Additionally, he does not feel that it would reflect too well on the Board. Unfortunately, Mr. Tiernan's comments when interviewed for a local news story commenting that he "did not think it was that big of a deal" did not help his situation.

President Beenen commented the direction he is hearing the Board wishes to take is to have staff compile a list of past board members who still own property in Sunriver. President Beenen will then reach out to those people to see if they have an interest in serving the remainder of the term of the unfilled position. Once that list is established, and depending on how many people are on the list, the Board will vote on who will fill the position.

If there are no previous board members who would be interested in fulfilling the remainder of the open term on the Board, the Board will then look to committee members.

The Board discussed how the next steps in this matter will be handled at their next meeting in September.

There being no other business, President Beenen asked for motion to adjourn.

Director De Alicante moved to adjourn the meeting. Seconded by Director Burke the motion passed unanimously.

The meeting was adjourned at 9:38 A.M.

Respectfully Submitted,

Scott Gillies, SROA Secretary