

**SPECIAL MEETING MINUTES**  
**SHHA Special Meeting, January 23, 2025, 6:30 P.M.**  
**HELD AT CHURCH OF THE GOOD SHEPHERD, 7834 TENNYSON ST, NE**

1. **CALL TO ORDER:** SHHA President Jim Stewart called the meeting to order at 6:35 pm.
2. **Per SHHA Bylaws 5.2.1,** this Special Meeting was requested by a petition signed “by at least Forty Association Members,” and presented in writing to the SHHA President on December 11, 2024. Per SHHA Bylaws 5.2.1, “No other business except that stated shall be conducted at the Special Meeting.” *See attached.*

3. **ATTENDANCE and ESTABLISHMENT OF A QUORUM:**

**Board of Directors present (Y / N):**

Jim Stewart	<u>Y</u>	Kathleen McCaughey	<u>Y</u>
Eric Faulring	<u>Y</u>	Martin Kirk	<u>N</u>
Charles Ewing	<u>Y</u>	Claudia Mitchell	<u>Y</u>
Phil Krehbiel	<u>Y</u>	Arthur Romero	<u>Y</u>
Stan Davis	<u>Y</u>	Randy Tripp	<u>Y</u>
Larry Dragan	<u>Y</u>	Terry Walker	<u>Y</u>
Elizabeth Edgren	<u>Y</u>	Cathy Yandell	<u>Y</u>
Heidi Komkov	<u>Y</u>		

Is a quorum of the Board present? Yes 14/15

Residents/homeowners (by household) present: 140

Per SHHA Bylaws 5.3, is a quorum of at least twenty-five (25) voting members (including a quorum of the Board) present? Yes

4. **INTRODUCTION OF FACILITATOR - Ward Camp**

Goals:

- That the petitioners feel their concerns have been heard and understood,
- That those concerns are being addressed and acted on, and
- That any other actionable items be suggested to the Board. Or “what else needs to be done?”

Larry Layne, spokesperson for the petitioners, introduced himself and gave some background to the petition, including his involvement with Sandia Heights Insights, as well as to SHHA’s formation history, and that he has become more educated in the last 6 months.

5. **AGENDA**

- a. The Board’s current status and disposition for universal membership.
  - Rescinded at the 12/24 Board Meeting.

- Satisfied that this is not being pursued right now, but key concern: how to prevent it ever happening in the future.
  - No actions specified.
  
- b. The Board's current status and disposition for damage assessments.
  - The Board is not moving forward or pursuing damage assessments, it has been rescinded.
  - Communication to the entire community through resolution in Dec '24 minutes, and "Message from the President," January 2025 GRIT.
  - Main concern and desire are that this not ever be pursued in the future.
  - Moderator's suggestion that the Board and/or Membership could institute a policy requiring a certain threshold of members' vote in order to permit damage assessments.
  - No actions specified.
  
- c. No procedures or policies in place to provide checks and balances, or otherwise prevent corruption/abuse, for the above.
  - Brief mention of newly established Governance Committee January 2025.
  - Question: Is the Board signing agreement to abide by existing Code of Conduct?
  - **ACTION ITEM:** *Ensure all Directors read, commit to following, and sign agreement with regards to SHHA Rules & Regulations Code of Conduct.*
  
- d. Why questions from the February 2024 Annual Meeting have not been addressed even as late as October 2024.
  - Petitioners believes the entire membership should be included in all answers.
  - Not aware of the entire membership notified of the answers.
  - **ACTION ITEM:** *Consider sharing 2024 answers with entire membership and determine what method would be used to share those answers.*
  
- e. The Board's progressive assertion of having the authority of a Homeowners Association (HoA), when in fact it is not an HoA under the New Mexico HoA Act.
  - If SHHA is not an HOA, what is it, and what can it do? What should it do?
  - Board and membership need to discuss and agree on the way forward, whatever the legal determination is.
  - On what factual basis is SHHA an HOA or not?
  - Some believe that SHHA has no authority to act as an HOA.
  - **ACTION ITEM:** *Continue to work in conjunction with the entire membership towards clarifying the status of the SHHA.*
  
- f. The use of workshops where Board business is discussed and conducted, but minutes are not required to be kept and reported to the SHHA membership.

- August 2024 Board meeting minutes indicate a workshop to pursue covenant changes.
  - No decisions were made at the workshop.
  - Moderator clarified that workshops are common, and OK to have no minutes if no “business” is conducted, but only discussion.
  - No actions are taken in workshops or EC sessions/meetings.
  - ***ACTION ITEM: Any future workshops will be communicated to the membership.***
- g. The use of executive sessions where minutes are not required to be kept and reported to SHHA membership.
- Personal, litigation, things that cannot be shared with the public, can be held in Executive Session.
  - Minutes of Executive Session can indicate date, who attended, time, and subject matter.
  - Matters discussed in Executive Session, are conversations only, no decisions are made.
  - Discussion between Moderator and members re: the use of Executive Session et al, its proper use clarified, and Board’s commitment to include topic in all future minutes.
  - ***ACTION ITEM: The Board has committed to the keeping of minutes whenever business is conducted, and to include in those minutes the topic of Executive Session.***

6. MEETING ADJOURNED at 7:52 p.m.