

**Discussion Item**

Review of AR#41 – Board/Staff  
Communications

These are the operative paragraphs of the resolution on Board/Staff Relationship and Conduct, and some personal observations:

**NOW, THEREFORE, BE IT RESOLVED**, that the Association has hired the General Manager to implement Board policy through the resources available to the General Manager through the Association and to oversee the administration and operation of the Association, including its employees and staff, pursuant to the terms and conditions of an Employment Agreement approved by the Board of Directors and agreed to by the General Manager.

In reviewing the Employment Agreement I believe that several parts of the resolution do not comport. I suggest Board Members review the document and make their own determination.

Clause 1.B of the Employment Agreement says: “Employee fully understands that his function is to provide operational, administrative, maintenance and community management services for the Association under supervision and direction of the Board, and the Association’s President (“President”) or the Board’s designee serves as the direct liaison between the Board and the Employee.”

**BE IT FURTHER RESOLVED**, that in order to promote the effective and efficient administration and operation of the Association the General Manager shall be responsible to and report to the Board of Directors through the President and that the Board of Directors. Individual Directors, between meetings of the Board of Directors, shall deal only through the President or the General Manager on matters concerning the Association, unless otherwise specifically authorized by bylaws and resolutions, board directive, or the General Manager to such other senior staff as the General Manager may designate.

The highlighted section must be removed – not only is it dangling, but it binds the Manager to report to the Board only through the President – no President should be granted that power and no Manager should be bound by it. Members may remember that I was opposed to moving this important resolution from discussion to decision because if we acted in haste, we would repent at leisure. When I was pointedly asked if I had any written changes to the resolution I responded that if I had known that we would not be following our general rule of discussion at one meeting and decision at the next, I would have provided a fully marked up copy of my suggestions – I then pointed out several suggested revisions, beginning with the one highlighted above. Sometime during the confused discussion that followed this was overlooked.

**BE IT FURTHER RESOLVED**, that in order to promote the effective and efficient administration and operation of the Association and to minimize any adverse impact on the Association staff, the Board of Directors and the individual Directors and Officers may request general routine administrative information and assistance only from or through the General Manager, unless expressly authorized by bylaws and resolutions, board directive, or the General Manager to such other senior staff as the General Manager may expressly designate.

This section adds more red tape to an already well wrapped process. One of the requirements here would appear to be that Board Members would have to request information from the Manager when receiving a concern from a resident/unit owner or come directly to the Board for permission to seek information. On simple questions and requests this will tie up the manager and the process – we simply should not seek to constrict Board Members to such an extent. For these kind of simple requests I can see little reason why every member of the board could not be allowed to speak to the AGM or Maintenance Director. I do not believe that this section makes administration either effective or efficient. It should be added that the Bylaws are relatively silent on the duties/obligations of individual Board Members, concentrating rather on those enjoyed by the Officers. Fortunately, this section does continue to provide an avenue for Board Liaisons to make requests from committees, but I continue to believe that Committee Chairs should be allowed to work directly with the Manager without having to seek permission in every instance – it

promotes good conversation to have an open door policy rather than having a liaison as a bottleneck. However, it is proper to note that the board can direct that a Committee Chair be allowed unrestricted access or that the GM, once having received a request through a liaison, could not do the same.

**BE IT FURTHER RESOLVED**, that, if, in the opinion of the General Manager, information or requests for assistance, including any request which might require staff to generate and produce reports, opinions and/or analyses, that go beyond “general routine administrative”, such requests shall be forwarded for action to the full Board of Directors during their next Regular meeting

This will slow down committee business considerably, leaves subjective consideration to the GM (which may not be fully helpful) and unnecessarily ties up business at board meetings as the board would have to consider each request, debate it, refine it and then decide on whether it was worthy to send on. Matters which should only take days would end up taking weeks or, indeed, even months.

**BE IT FURTHER RESOLVED**, that while the Association’s Legal Counsel reports directly to the Board of Directors and the President, that the General Manager, as necessary and appropriate may request opinions and analyses from the Association’s Legal Counsel.

I believe this is covered in other documents, but repeating it is constructive.

Finally, I again assert that we should strictly follow the rule that a matter be discussed at one meeting and acted upon at the next. This allows ample time to review while acting with dispatch on important items all too often can lead to confusion.

**ATTEST:** Resolution was adopted at a Regular Meeting of the Association’s Board of Directors held February 16, 2022

**PARKFAIRFAX CONDOMINIUM UNIT OWNERS ASSOCIATION**

**ADMINISTRATIVE RESOLUTION NUMBER FORTY-ONE**

**BOARD-STAFF RELATIONSHIP AND CONDUCT**

**WHEREAS**, the Board of Directors is responsible for the administration and operation of the Association consistent with the Condominium Instruments of the Parkfairfax Condominium Unit Owners Association (“Association”); and

**WHEREAS**, Section III, Section 2 of the Bylaws of the Association, as amended, provides the Board of Directors with all of the powers and duties necessary for the administration of the affairs of the Unit Owners Association and may do all such acts and things as are not by the Condominium Act, the Declaration or by these Bylaws required to be exercised and done by the Unit Owners Association; and

**WHEREAS**, Section III., Section 2 (c.) of the Association’s Bylaws, as amended, provides that the Board of Directors shall provide for the operation, care, upkeep, and maintenance of all of the Property and services of the Condominium.; and

**WHEREAS**, the Association’s Board of Directors wishes to reaffirm that the General Manager is a professional employed by the Association to assist the Board in carrying out those responsibilities, duties, and obligations as are set forth in the Association’s Condominium Instruments; and

**WHEREAS**, the Association’s Board of Directors desires to promote and contribute to the effective and coordinated administration of and communications within the Association.

**NOW, THEREFORE, BE IT RESOLVED**, that the Association has hired the General Manager to implement Board policy through the resources available to the General Manager through the Association and to oversee the administration and operation of the Association, including its employees and staff, pursuant to the terms and conditions of an Employment Agreement approved by the Board of Directors and agreed to by the General Manager.

**BE IT FURTHER RESOLVED**, that in order to promote the effective and efficient administration and operation of the Association the General Manager shall be responsible to and report to the Board of Directors through the President and that the Board of Directors. Individual Directors, between meetings of the Board of Directors, shall deal only through the President or the General Manager on matters concerning the Association, unless otherwise specifically authorized by bylaws and resolutions, board directive, or the General Manager to such other senior staff as the General Manager may designate.

**BE IT FURTHER RESOLVED**, that in order to promote the effective and efficient administration and operation of the Association and to minimize any adverse impact on the

Association staff, the Board of Directors and the individual Directors and Officers may request general routine administrative information and assistance only from or through the General Manager, unless expressly authorized by bylaws and resolutions, board directive, or the General Manager to such other senior staff as the General Manager may expressly designate.

**BE IT FURTHER RESOLVED**, that, if, in the opinion of the General Manager, information or requests for assistance, including any request which might require staff to generate and produce reports, opinions and/or analyses, that go beyond “general routine administrative”, such requests shall be forwarded for action to the full Board of Directors during their next Regular meeting

**BE IT FURTHER RESOLVED**, that while the Association’s Legal Counsel reports directly to the Board of Directors and the President, that the General Manager, as necessary and appropriate may request opinions and analyses from the Association’s Legal Counsel.

**ATTEST:** Resolution was adopted at a Regular Meeting of the Association’s Board of Directors held February 16, 2022.