

SOUTH BAY COMMUNITY ASSOCIATION  
BOARD OF DIRECTORS MEETING  
November 13, 2025 9:30am  
Draft Minutes

1. Call to Order

The meeting was called to order at 9:34 am.

2. Determination of Quorum

Quorum was present to start the meeting with 4 Board members (of 7) in attendance: Carolyn O'Keeffe, Christine Spagle, Donna Colosky and John Cacho, present. Faye Beuby and Michael Stuber were absent. Rick Conrey resigned in October. There were approximately twelve SBCA members in attendance along with the SBCA's General Manager, Mark Torres.

3. Approval of Agenda

Motion to approve the agenda. **Approved 4/0.**

4. Approval of meeting minutes for October 9, 2025

Motion to approve the October minutes as amended (correct the October minutes by deleting all references to motions made "in absentia" and replace with the name of the actual Board member making the motion"). **Approved 4/0**

5. President's remarks – Carolyn O'Keeffe

- a. Pres. O'Keeffe summarized activity at the recent PLVC meetings (annual meeting and regular general meeting). Pres. O'Keeffe stated there was a large portion of the annual meeting that was focused on recognition of exemplary service, namely for outgoing President John Goldwood, and longtime PLVC Board members, Dave and Tamra McDermid.
- b. Pres. O'Keeffe recognized the Activities Committee for their great work on the recent Pancake Breakfast. The fund raiser Breakfast was for the Tri-Area Food Bank. Nearly 100 people attended and donated to the mission of the Food Bank.
- c. Pres. O'Keeffe stated that a date has been established for the next SBCA Board Workshop; November 19 and will focus on the priority of the Communications Committee and website management/redesign.

6. Manager's report – Mark Torres Club Operations

- i. General Manager Torres reported on a number of various items.
  1. Staff performance reviews were completed. During the one-on-one meetings, the GM also advised the staff members of the staffing model (modification) proposal presented to HR and Finance committees.
  2. GM remarked on the recent SBCA fundraiser Pancake Breakfast for Tri-Area Food Bank, nearly 100 people were served and between the proceeds from the breakfast and direct donations at breakfast and individual donations before and after the breakfast

the SBCA has collected nearly \$7,500 for the Tri Area Food bank. The annual fundraiser concludes on November 24. GM also provided an update on the Members' Lounge that transitioned to Thursday service (from Wednesday) in October. Since the transition, there has been little to bolster total attendance with exception of a Halloween themed service that occurred on October 30<sup>th</sup>. The GM stated that Kare Sargent and staff member Edie Baffaro did an excellent job coordinating a costume and spooky snack contest that resulted in over 30 people attending Thursday's Lounge service.

3. Reserve Projects were discussed, namely the IT upgrade project. GM Torres noted the project was expected to be completed by end of October and is now anticipated to be completed before end of November. GM Torres also noted that the katsura tree removal will occur on 11/18 and 11/19. The GM will alert the members via email regarding any changes to parking areas or egress due to required safety-related restrictions to areas surrounding the project activities.
4. The GM disclosed a problem with hot water in the locker rooms. The GM is working with Swift Plumbing to resolve the lack of hot water flows, especially to showers.
5. The GM reported on an audio component in the auditorium that is no longer operating and requires replacement. The GM reported that there are special circumstances relating to use of the component that necessitated advising the Finance and Facilities committees. GM stated that the committees would advise the Board on their recommendation during the Committee reporting period.
6. The GM advised that the annual inspection of the commercial kitchen was conducted by the Jefferson County Health Department on 11/12/2025 and passed without any compliance issues.
7. Other administrative projects that GM Torres commented on were as follows:
  - a. The 2024-2025 closeout of the fiscal year financials were reviewed by Newman CPA firm, and the CPA firm completed their year-end review. The report was shared with the Finance committee and the SBCA Board in advance of the Board meeting.
  - b. The GM recommended to the SBCA Board to make a motion to adopt the resolution and amended collections policy as submitted by the SBCA's legal counsel. Motion to approve the resolution and SBCA Collections Policy as

drafted and amended by the SBCA's legal counsel, Laurel Law Group. **Approved 4/0**

- c. GM Torres advised the Board of the following:
  - i. GM Torres reported on progress to secure a new source of Director & Officer liability insurance. The GM stated that State Farm of Port Townsend rejected application since there was a SBCA D& claim within the previous 5 years. The GM stated that he was still waiting for a response from CAU. A comment from a member related to date of renewals for the SBCA's insurance policies. The GM responded that all SBCA insurance policies are all renewed at the same period each year, April 1.

7. Treasurer's Report – John Cacho

- a. We are four months into the fiscal year and financially in good shape.
- b. YTD there is a net surplus (approx. \$37K). YTD surplus drivers are related to increased income over forecast from (new) Associate Members and expenses being less than planned, mainly due to timing issues, and a significant reduction in payroll expense associated with ongoing staffing shortage. A question from the members was asked relating to Associate member population, and limits to growing Associate membership. John Cacho responded to the member.
- c. John Cacho reported that the recent addition of Edward Jones as additional holder of SBCA idle cash reserves has produced a significant benefit in additional interest income over forecast – YTD interest income is nearly 3x more than plan.

8. Board Communication

- a. A complaint issue involving pool/spa use was addressed. The issue involved a conflict between two activities – a virtual instructor led exercise class and added noise from use of the spa (with jets on). The complainant recommended restricting use of the jets during class, while the users of the spa suggested raising the volume of the TV or “boom box” so that both activities could occur harmoniously. The discussion between the Board and the SBCA members went on for approximately 10 minutes, then the matter was tabled, to allow the Board time, at a later date, to discuss all the resolution suggestions presented by all parties. The Board will follow up with the complainant and advise them of the Board's decision once a conclusion is reached.

9. Committee Reports – President O'Keeffe advised the Board and attendees that due to a practical necessity of topics being covered in various committee reports, the order of committee reporting would be modified from that which was represented on the printed Agenda.

- a. ARC – Mark Torres
  - i. ARC Committee Report (October meeting): There were four applications submitted for October – three of the four applications were unconditionally approved; the other application was ratified. The ratified application was approved in advance of the meeting and involved an

urgent action associated with a hazard tree (removal). No other items discussed. No action items for the SBCA Board.

- b. Activities – Pres. O’Keeffe reported for Michael Stuber.
  - i. 96 attendees for the recent backpack for Kids Pancake Breakfast fundraiser. Nearly \$2500 donated.
  - ii. The November Member Social: “Salmon Enchanted Evening” is sold out and is taking place on Friday, November 14.
  - iii. Upcoming events for people to note on their calendars: the SBCA Member Holiday Gala on December 12<sup>th</sup>. There will be promotional notices sent out to SBCA members soon.
  - iv. The Bay Club Holiday Decorations will be installed on the Friday and Saturday after Thanksgiving Holiday.
  - v. The series on the topic of First Nations is next scheduled for November 25<sup>th</sup> and attendee Gil Skinner noted that the series will continue into 2026.
  - vi. Pres. O’Keeffe acknowledged and thanked Activities Committee, specifically Kare Sargent, for the success of the Halloween themed Member Lounge service on October 30<sup>th</sup>.
- c. Communications
  - i. No report.
- d. Health & Fitness – Christine Spagle
  - i. Christine provided a synopsis of a proposal to reconfigure the fitness areas (weight and cardio rooms) for the purpose of enhancing user experience and replacing some equipment with better choice to serve to wellness objectives and best members experience for the long term (next 15-20 years). The proposal included replacing most equipment in the weight room and replacing one piece of equipment in the cardio room, project forecast; \$26,000. A modification of one cabinet in the weight room would be required to accommodate a relocation of dumbbell storage and involve an added operational expense of \$500. The cost of the new fitness equipment would be drawn from SBCA Reserves as already allocated. Christine reported that the Committee had no objections to the proposal and moved it on to the Facility and Finance Committees.
  - ii. Spagle also commented on the Committee’s continuing interest in and pursuit of equipment to monitor usage of the Club’s exercise machines to better serve the Committee’s efforts for planning and optimizing the user experience.
  - iii. The Committee also check with GM on status of providing 1<sup>st</sup> Aid and CPR training for staff and SBCA members. The pursuit of a qualified vendor is ongoing.
  - iv. A rule issue was discussed since receiving more than a few notifications that some occasional users of the pool or spa did not appear to shower

before use. The cleansing shower before use rule is aligned with Washington State Law. The GM as posted signs at the pool entry to remind members that showers are required. A question was brought up inquiring about whether there was a rule on wearing bathing caps in the pool. The GM and Christine Spagle responding stating that there was no such rule, nor was there any known issue cause for considering such a rule. Spagle advised the member that she would bring the issue up at the next Health & Fitness meeting.

- v. The reserve project to replace lockers in the men's and women's locker rooms is ongoing. The Committee has not decided on a model they prefer for both locker rooms. The Committee will forward their preference on to the GM so the GM can order the products and schedule the installation.
  - vi. Spagle reported that the Committee heard a suggestion and recommended it be considered; the suggestion was to have the SBCA host a cancer screening at the Bay Club for members and/or the community. The committee is still discussing logistics and resources.
- e. Facilities – Carolyn OKeeffe
- i. A list of upcoming projects was noted; katsura tree removal, root and stump grinding, soil enhancement of landscaped beds, and concrete repair. Another upcoming project was to install power sources for emergency air heating units. A report associated with the completed project involving the inspection and servicing of all Bay Club electric panels noted a need to replace the panel in the pool pump room.
  - ii. The fitness committee's proposal for new equipment was reviewed and discussed by the committee members. The Facility Committee had no objections to the proposal and would pass it on to the Finance Committee for final review and consideration.
- f. HR – Carolyn OKeeffe
- i. The committee met and reviewed the staffing model modification proposal submitted by the GM. The proposal summary was to resolve critical role vulnerabilities by adding two key positions over the next two years: a full-time Front Desk Supervisor/Event Coordinator and a part-time Facility Supervisor/Maintenance Tech. Then during years 3-5 all remaining staff will be trained to serve in multiple areas (cross training requirements). Also, in years 3-5 succession planning would begin for the GM and GM assistant roles. The HR Committee recommended approval for the proposal with a condition that FTE count is not increased beyond YR2. The proposal would be forwarded to Finance to review and consider.
- g. Finance – John Cacho
- i. John announced that the end of year financial review conducted by Newman CPA firm was complete. The Board was provided with the CPA report and John recommended a motion to accept the report as submitted by Newman CPA firm. Motion to accept audit report as

submitted by Newman CPA firm and to post the report on the SBCA website. **Approved 4/0**

- ii. The Finance Committee proposed adding a new Committee member, Lori MacLeod. Motion to approve Lori MacLeod to serve on the SBCA Finance Committee. **Approved 4/0**
  - iii. John stated that the committee was advised of the HVAC emergency heating power source project by Facilities Committee. Finance Committee recommended approval for the \$6,000 expense. Motion to approve the Emerg. Heating / HVAC project expense of \$6,000. **Approved 4/0.**
  - iv. John stated that the committee was advised of the staffing model modification proposal by the HR committee and the Finance Committee had no objections to direct the GM to incorporate the new model into next fiscal year's operational budget forecast.
  - v. John stated that the committee was advised of an auditorium audio component (amplifier) requiring replacement by the Facilities Committee. There was a disclosure that even though the SBCA owned the equipment, its primary use was associated exclusively with PLPA performances. The disclosure initiated discussion and suggestions for PLPA to contribute funds for the replacement expense. Motion to approve \$1,200 to replace the malfunctioning amplifier, with the expectation that the SBCA will own the equipment, that the GM will solicit a contribution from PLPA for the repair expense, and that no further expenses associated with the same circumstances will be considered until a written equipment sharing arrangement agreement is negotiated and agreed to between the SBCA and PLPA. **Approved 4/0.**
  - vi. John stated that the committee was advised by the Fitness Committee of the proposal to improve and enhance the Fitness Areas of the Bay Club. The Finance Committee had no objections to the plan and recommended that the proposal be approved as an unplanned current fiscal year Reserve Fund project and recommended that the Board approve the \$26,000 project cost, to be paid from SBCA Reserves. Motion to approve the new Fitness Equipment purchase of \$26,000 using SBCA Reserves. **Approved 4/0.**
- h. Long Range Planning – Carolyn O'Keeffe
- i. Carolyn summarized the committee's work-to-date, the Committee produced a planning tool known as the "SBCA Budget Philosophy Document". The planning tool will guide the LRP Committee's strategy to resolve SBCA financial resourcing for the long term.
  - ii. The LRP Committee will be made up of three SBCA Board Members; the President, Vice-President and Treasurer, along with four-to-six SBCA lot-owner members.
  - iii. The LRP Committee is expected to meet on the following schedule: 1<sup>st</sup> Thursday of each month and the 2<sup>nd</sup> Tuesday of ea. month.

- i. Motion to approve all committee reports. **Approved 4/0.**
- 10. Old Business
  - a. Upcoming changes (WUCIOA); already addressed during General Manager Report (*approve SBCA Collections Policy amendments*).
  - b. SBCA Board of Director open seat, vacated by Rick Conrey.
    - i. Bert Loomis, SBCA member from Edgewood Village, was asked to introduce himself to the Board and meeting attendees and speak about his interest in serving on the Board.
    - ii. Owen Dennison, SBCA member from Olympic Terrace II Village, was asked to introduce himself to the Board and meeting attendees and speak about his interest in serving on the Board.
- 11. New Business – N/A
- 12. Members' comments.
  - a. A comment was made by a member regarding Port Ludlow support for the Food Bank style program called Little Free Pantry, a Community Wellness Project.
- 13. At approximately 11:07 AM, motion to convene Executive Session to consider personnel matters. **Approved 4/0.**
- 14. At approximately 11:25am Open Session resumed.
- 15. Motion to approve Owen Dennison to fill the open seat on the SBCA Board. **Approved 4/0.**
- 16. Adjourn – A motion to adjourn was made at approximately 11:28 am. **Approved 4/0.**

Next SBCA Board Meeting: December 11, 2025, 9:30 AM.

Next SBCA Board workshop: November 19, 2025, 10:00 AM.