

# Tangerine Bay Club Association, Inc.

A Not-For-Profit Corporation

Minutes of the Board Meeting

February 28, 2024

**A scheduled meeting of the Tangerine Bay Club Board** was held via the Zoom online platform and in the Cabana on February 28, 2024.

**The meeting was called to order** at 2:08 P.M. by Clare Villari.

**A quorum was established.** Board members present were Clare Villari, Dave Van Ess, Karen Wiltsie, Mike Wells, Jeff Spalter, Andy Schaer, and Rick Henry.

**Proof of notice was posted** per Association By-laws and Florida Statutes 718

## **Board Actions:**

- 1. Motion** to approve the minutes of the January 31, 2024, Board Meeting was made by Dave Van Ess and seconded by Karen Wiltsie. All were in favor, none were opposed. **Motion approved.**
- 2. Ratification of Board Member Appointment:** Clare reminded all attendees that on January 31, 2024 they received an announcement that Board Member Jim Curtis had resigned thereby creating an open Board Seat. The announcement asked owners who wanted to be considered to fill the vacant seat to contact the Board President. TBC Owner Rick Henry asked to be considered and submitted his resume. The Board considered Rick's candidacy and announced via email to all Owners his appointment on February 4 to fill the remainder of Jim's term.

**MOTION:** To ratify the appointment of Rick Henry to serve on the Board of Directors to fill the remainder of the term vacated by Jim Curtis. Motion made by Dave Van Ess; seconded by Karen Wiltsie. All were in favor, none were opposed. **Motion approved.**

- 3. Association Insurance, Discussion of 2024 Renewal:** Clare introduced the discussion by explaining that a TBC Owner had introduced an insurance agent to her to be considered for the placement of the Association's 2024-2025 insurance. The agent, Jon Henningsgard of Alliant, would replace Joe Thompson of Gulfshore who served the Association for eight years. Board Member and insurance professional Mike Wells explained that in FL the practice of the commercial insurance market for condo associations only permits one insurance agent to represent an association at one time. Therefore, it is not possible to have both Joe and Jon compete against each other to bring TBC the most favorable renewal package. Rather, the Association must make its choice of agent before seeing a renewal proposal from either agent. Based on numerous discussions that Mike had with

Joe and Jon in recent weeks, he explained each agent's process and approach to the commercial insurance market.

The change of insurance agent does not require a vote of the Insurance Committee or the Board. Rather, it is a management decision as is the change of any outside service provider. Therefore, Mike and Clare provided members of the Insurance Committee and the Board with information obtained during the due diligence process and were seeking the consensus of each group as input to their final decision. Clare informed all that the final decision would be made after the Board Meeting by Mike Wells, Karen Wiltsie (Finance Committee Chair), Bill Chapman (Treasurer), GM Michael, and herself as Board President.

**4. TBC Committees & Personnel:** Clare informed Owners that on Feb 26 the Board met in a Closed Board session to assess the Association's current level of staffing and to discuss ways to support the staff. The Board focused on two areas:

A. Adding Standing Committees that report to the Board, each chaired by a Board Member and populated by Owners; Clare asked Karen Wiltsie to summarize the Board's discussion on Standing Committees.

Karen reviewed the purpose of Standing Committees, the Association's existing ones, and the addition of two new ones. Existing: Finance, Insurance, Legal, and Architectural Review. New: Landscape & Grounds and Amenities. Each Committee would develop a Charter that stated its responsibilities which the Board would approve. Karen encouraged Owners to volunteer on a committee.

B. Adding a part-time Office Administrator to report to the General Manager to support him, Owners, and the Board. Clare asked Andy Schaer to summarize the Board's discussion on a new administrative position.

Andy described the responsibilities of a new part-time position to include organization and maintenance of records, correspondence and files; prioritizing and responding to emails, phone calls, and texts from owners, vendors, and contractors in a timely manner, assistance in the preparation of owner correspondence and reports, and preparation of materials for Board and Committee Meetings; maintenance of the Resident Directory and TBC website; onboarding of new Owners and assistance in the Unit sales process; special projects as need by the General Manager. The Association will seek a schedule of 25 hours/week, Monday through Friday. Experience in office administration will be required. Experience with multi-family property management will be preferred.

**MOTION:** A motion was made by Karen Wiltsie to adopt Resolution 2024-1 which authorizes three Standing Committees: Architecture Review, Landscape & Grounds,

and Amenities; seconded by Andy Schaer. All were in favor, none were opposed.  
**Motion approved.**

**MOTION:** To authorize the hiring of a part-time office administrator to support the General Manager, Owners, and the Board. Motion made by Dave Van Ess; seconded by Mike Wells. All were in favor, none were opposed. **Motion approved.**

5. **General Manager's Report:** Given the late hour, the GM Report was deferred.
6. **Next Regular Board Meeting:** Wednesday, April 17, 2024, at 2:00 P.M.
7. **2024 Annual Membership Meeting:** Friday, March 22, 2024, at 1:00 P.M. with options to attend in-person at All Angels by the Sea Church on Bay Isles Road on LBK or on the Zoom online platform. Second Notice of the Annual Membership Meeting was distributed to owners on February 22, 2024 (via hand-delivery) and February 28, 2024 (via email). Clare explained that the instructions for Owners to submit their election ballots for the Director election are set by FL Statute 718 and need to be followed precisely in order for a ballot to be included in the election tally. She also mentioned that FL 718 requires that an Election Committee be appointed to tally the ballots and asked for volunteers to contact her.
8. **Motion** to adjourn the meeting was made at 4:00 P.M. by Dave Van Ess and seconded by Rick Henry. All were in favor, none were opposed. **Motion approved.**

Respectfully submitted,

Clare Villari  
President of the Board of Directors