

*WORLDMARK, THE CLUB*  
**REGULAR MEETING OF THE BOARD OF DIRECTORS**  
November 9, 2022  
Windsor, CA

**1. CALL TO ORDER**

In attendance were *Cecilia Cuevas*, President and Director; *Bob Hartsock*, Vice President and Director; *Mark Payette*, Secretary and Director; *Martin Hernandez*, Director; *Kevin Maciulewicz*, Director; *Richard Scinta*, Wyndham Destinations Vice President – Club and Association Governance; *Stephanie Shugarts*, Wyndham Destinations Director – Owner Relations; *Jodi Rogers*, Wyndham Destinations Vice President – Accounting; *Tim Dierks*, Wyndham Destinations Director – Club Management; *Jeff Pank*, Wyndham Destinations Regional Vice President; *Shawn Losk*, Wyndham Destinations Director – Accounting; *Trina Miller*, Wyndham Destinations Vice President - Insight; *Kristin Bendt*, Wyndham Destinations Manager – Hospitality Content; *David Oigarden*, Wyndham Destinations Vice President – Legal; *Alan Hopkins*, Wyndham Destinations Director Resort Operations; *Chris Churchwell*, Wyndham Destinations Manager Club & Owner Services; and *Sandy Robertson*, Wyndham Destinations Assistant General Manager – WorldMark Windsor. Owners Susanna Bailey, Valerie Farrell, Linda Bohn, Mike Gaudette and Joanne Wolfgang joined the meeting.

**2. MEETING MINUTES**

The Board reviewed the minutes from the September 22, 2022 board meeting, after which the following motion was made:

**UPON A MOTION TO APPROVE THE MINUTES FROM THE SEPTEMBER 22, 2022 BOARD MEETING**, duly made by Mark Payette and seconded by Kevin Maciulewicz, the minutes were unanimously approved.

The Board reviewed the minutes from the October 24, 2022 special board meeting, after which the following motion was made:

**UPON A MOTION TO APPROVE THE MINUTES FROM THE OCTOBER 24, 2022 BOARD MEETING**, duly made by Bob Hartsock and seconded by Mark Payette, the minutes were unanimously approved.

**3. PRESIDENT'S REPORT**

Cecilia Cuevas shared her thoughts on the Annual Owner Meeting, noting that attendance in person and online is growing.

**4. TREASURER'S REPORT**

Jodi Rogers reviewed the Treasurer's Report dated September 30, 2022, including profits and losses, total revenues, total expenses, assessment receivables and reserves.

**5. RESORT OPERATIONS HIGHLIGHTS**

Kevin Maciulewicz reviewed the Resort Operations Highlights for the period ending September 30, 2022.

**6. SERVICES AND CLUB MANAGEMENT UPDATE**

Chris Churchwell provided an update on Club Services statistics, website updates, website utilization, owner education and owner campaigns.

**7. MONTHLY FINANCIAL REVIEW**

The Financial Review Committee was provided the Financial Package for the month ending August 31 on September 28, 2022 and for the month September 30 on October 31, 2022.

**UPON A MOTION TO ACKNOWLEDGE AND RATIFY THE REVIEW OF THE REFERENCED FINANCIAL PACKAGES**, duly made by Mark Payette and seconded by Martin Hernandez.

#### **8. TRANSFER AUTHORIZATION**

The Board, by written resolution dated February 14, 2019, authorized management to transfer association funds from the operating and reserve accounts related to the operation of the resorts and association. The detail of all such transfers made during the period of August 1, 2022 through September 30, 2022 was provided to the Board as part of the Monthly Financial Packages.

**UPON A MOTION TO RATIFY ALL OF THE TRANSFERS MADE TO AND FROM THE ASSOCIATION'S OPERATING AND RESERVE ACCOUNTS FOR THE PERIOD OF AUGUST 1 THROUGH SEPTEMBER 31**, duly made by Mark Payette and seconded by Martin Hernandez.

#### **9. 2022 ELECTION RESULTS**

The board reviewed the certified election results as provided by the election tabulator Computershare. Bob Hartsock and Mark Payette were elected to the two open at-large seats.

**UPON A MOTION TO ACCEPT THE CERTIFIED ELECTION RESULTS**, duly made by Kevin Maciulewicz and seconded by Cecilia Cuevas, the motion was unanimously approved.

#### **10. BOARD COMMITTEES**

The board discussed the responsibilities and composition of the various committees.

**UPON A MOTION TO APPOINT CECILIA CUEVAS AND MARTIN HERNANDEZ TO THE LITIGATION COMMITTEE, APPOINT KEVIN MACIULEWICZ AND CECILIA CUEVAS TO THE AUDIT COMMITTEE, APPOINT MARK PAYETTE AND BOB HARTSOCK TO THE ELECTION COMMITTEE AND APPOINT MARK PAYETTE AND MARTIN HERNANDEZ TO THE FINANCIAL REVIEW COMMITTEE**, duly made by Bob Hartsock and seconded by Mark Payette, the motion was unanimously approved.

#### **11. BOARD OFFICERS**

The board discussed the officer positions on the board and reviewed a proposed slate of officers to include Cecilia Cuevas as President, Bob Hartsock as Vice President, Mark Payette as Secretary, and Jodi Rogers as CFO.

**UPON A MOTION TO ACCEPT THE SLATE OF OFFICERS AS PRESENTED**, duly made by Martin Hernandez and seconded by Mark Payette, the motion was unanimously approved.

#### **12. ASSISTANT VICE PRESIDENT**

Stephanie Shugarts asked the Board to approve a resolution appointing Wyndham employee David Oigarden as Assistant Vice President of the Club for so long as he remains a Wyndham employee, for the purpose of allowing Mr. Oigarden to act as the Club's representative with respect to Club matters.

**UPON A MOTION TO APPROVE THE RESOLUTION AS PRESENTED TO THE BOARD, APPOINTING DAVID OIGARDEN AS ASSISTANT VICE PRESIDENT OF THE CLUB**, duly made by Bob Hartsock and seconded by Cecilia Cuevas, the motion was unanimously approved.

#### **13. INVESTMENT POLICY RATIFICATION**

Jodi reviewed the Club's investment policy.

**UPON A MOTION TO RATIFY THE INVESTMENT POLICY AS PRESENTED,**  
duly made by Bob Hartsock and seconded by Mark Payette, the motion was unanimously approved.

**14. ASSISTANT VICE PRESIDENT**

Stephanie Shugarts asked the Board to approve a resolution appointing Wyndham employee David Oigarden as Assistant Vice President of the Club for so long as he remains a Wyndham employee, for the purpose of allowing Mr. Oigarden to act as the Club's representative with respect to Club matters.

**UPON A MOTION TO APPROVE THE RESOLUTION AS PRESENTED TO THE BOARD,  
APPOINTING DAVID OIGARDEN AS ASSISTANT VICE PRESIDENT OF THE CLUB,**  
duly made by Bob Hartsock and seconded by Cecilia Cuevas, the motion was unanimously approved.

**15. ADJOURNMENT**

There being no further business before the Board, the meeting was adjourned.

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Mark Payette, Secretary