

**SPRUCE HILL ESTATES HOMEOWNERS ASSOCIATION,
INC.**

Policy Resolution P3-2016

PROCEDURES FOR PRIVACY & ACCESS TO RECORDS

WHEREAS, Article II, Section 2.2(a) of the Bylaws for SPRUCE HILL ESTATES HOMEOWNER'S ASSOCIATION, INC., ("Association") empowers the Executive Board with the authority to establish formal policies in connection with the manner in which the Executive Board conducts the business of the Association; and

WHEREAS, the Executive Board has established the goal of conducting the business of the Association with high levels of dignity, civility, and respect for the Association as an entity and for the individual members of the Association, Board, and Committees; and

WHEREAS, the Executive Board desires to establish and publish a privacy policy so to comply with federal and state laws, as they apply to the Association regarding maintaining the privacy of information the Association maintains for its owners; and

WHEREAS, the Executive Board has the obligation and duty to protect personal, and sensitive information of its owners that may be part of the business records of the Association; and

WHEREAS, the Executive Board has decided to establish rules governing member conduct during Association meetings, as well as set forth its policy regarding disclosure of sensitive personal information contained within the Association's business records so as to be in compliance with applicable laws and regulations concerning private financial information.

NOW THEREFORE BE IT RESOLVED, that the Executive Board adopts the following rules pertaining the Privacy Policy and Access to Records policy:

I. CONFIDENTIALITY

- A. Executive Board Members and Committee Members shall respect the confidentiality of information exchanged in executive sessions or which is otherwise privileged under operative laws and Executive Board policy. They shall neither disclose confidential information without proper legal authorization, nor use such information to advance personal, financial or other private interests. The same applies, but is not limited, to any written communications from legal counsel denoted as a confidential document. Executive Board Members and Committee Members should not forward email communications from Legal Counsel to others without the express consent of Legal Counsel for the Association. Executive Board members shall not disclose confidential information under any circumstances to any person not on the Executive Board without the express consent of a majority of the Executive Board voting at a duly convened meeting and as permitted by applicable laws.
- B. For the purpose of this Resolution, the term "Confidential Information" shall mean any information related to:
 - 1. communications, including by email or text message with legal counsel or professional consultants;
 - 2. pending or probable litigation;

3. pending matters involving formal proceedings for enforcement of the governing documents or rules or regulations of the Association;
4. pending negotiations for vendor or legal transactions involving the Association and agreements containing confidentiality requirements;
5. employment records or personnel matters;
6. an Owner's assessment obligations to the Association; or
7. matters identified by Federal, State or local laws and regulations as private or confidential information.

C. Confidential Information shall not be deemed to include information:

1. that at the time of disclosure is available to the general public through public records or records of the Association that the Association must make available to the owner's for inspection or copy under State law, or
2. that an administrative agency or court of competent jurisdiction orders to be disclosed by order, subpoena, or summons of any kind. Before providing the information or document requested, the Executive Board member receiving such request shall give the entire Executive Board immediate notice thereof in order to allow the Executive Board an opportunity to protect confidential information, if any. The Executive Board shall provide all necessary cooperation for this purpose.

D. Executive Board members shall consult with the President before making any disclosure to any third party which might arguably release confidential information covered by this Resolution, as that term is defined above.

E. All Confidential Information is the property of the Association. Executive Board and Committee members shall keep in strict confidence any and all information, documentation, records and devices which contain Confidential Information, and, upon the expiration of the Executive Board member's term, shall return all Confidential Information in their possession to the Association and shall keep confidential all non-tangible Confidential Information.

F. No private financial information, information deemed confidential, or non-public personal information, personnel matters relating to specific, identified persons or a person's medical records will be shared with members or Committee Members. An owner's private financial information or non-public personal information may be shared with the Executive Board, as needed to perform Board actions. The Managing Agent shall restrict access to owner's financial data in accordance with their internal policies, and ensure that an individual's financial information is not accessed during an inspection of the Association records.

II. MEMBER ACCESS TO RECORDS OF THE ASSOCIATION

A. Based upon applicable West Virginia law, as well as the Bylaws of the Association, the following documents will be maintained by the Association:

1. Minutes of all meetings of the Owners and Executive;
2. All actions taken and decisions made at Owner's meetings or Executive Board Meetings;
3. A record of all actions taken by the Owners or Executive Board without a meeting.
4. A record of all actions taken by a committee of the Executive Board on behalf of the corporation;
5. Resolutions adopted by the Executive Board relating to the characteristics, qualifications, rights, limitations and obligations of Owners;
6. All written communications to Owners generally within the past three (3) years, including the financial statements furnished for the past three (3) years;
7. Any agreements among Owners;
8. The Association's most recent annual report; and
9. A list of the names and business addresses of the Association's current Executive Board officers.

B. Based upon applicable West Virginia law, the following documents will be available for inspection by Association members:

1. Financial Records of the Association.
 - a. Annual Financial Statements, including last completed Audit, Review and/or Compilation; and
 - b. Current Balance Sheet and Income Statement.
2. Owner List.
 - a. Only names and addresses are required, no telephone numbers or email addresses.
3. Governing Documents of the Association.
 - a. The Association's Articles of Incorporation;
 - b. The Association's Bylaws and all amendments;
 - c. The Association's rules, regulation, policies, and procedures pertaining to enforcement, assessment collection or architectural control;

- d. Minutes of all meetings of the Owners and Executive Board Meeting;
 - e. All actions taken and decisions made at Owner's meetings or Executive Board Meetings;
 - f. Minutes and a record of all actions taken by the Owners or Executive Board without a meeting;
 - g. A record of all actions taken by a committee of the Executive Board on behalf of the corporation;
 - h. Resolutions adopted by the Executive Board relating to the characteristics, qualifications, rights, limitations and obligations of Owners; and
 - i. A list of the names and business addresses of the Association's current directors and officers.
- C. Based upon West Virginia law, documents or information which may be withheld from Owners who request to view these records include:
- 1. Privileged communication between an attorney for the Association and the Association;
 - 2. Pending litigation concerning the Association;
 - 3. Meeting minutes or other records of a session of a board meeting that is not required to be open to all Owners (i.e. executive sessions);
 - 4. Personal, medical or financial records of an individual Owner of the Association, an individual employee of the Association or an individual employee of a contractor for the Association, including records of the Association directly related to the personal, medical or financial information about an individual Owner of the Association, and individual employee of the Association or an individual employee of a contractor for the Association; and
 - 5. Records relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the Association or an individual employee of a contractor of the Association who works under the direction of the Association.
- D. The following process will be followed concerning records requests:
- 1. Owners are required to make their requests to view Association records in writing and in good faith setting forth the purpose or purposes for which they seek to inspect and a description of the requested documents;
 - 2. The Association has ten (10) business days to fulfill a request by an owner to view Association records or to provide a written response as to why the request will not be granted;

3. The Association may not charge a Owner or any person designated by the Owner for making records available for review, even if the Association must spend money to prepare the records for review by the Owner;
4. If a Owner or his representative requests copies of documents, the Association must provide copies of the requested records within ten (10) business days. The Association may charge a fee for making copies of not more than fifteen cents per page in addition to the labor costs for making any such copies, if any.

Adopted by the Executive Board this 17th day of May, 2016.

ATTEST:

**SPRUCE HILL ESTATES HOMEOWNER'S
ASSOCIATION, INC**

BY:


V, President

WITNESSED BY:

