

WESTLAKE LAKE MANAGEMENT ASSOCIATION

Communications Policy

Effective February 2024

I. PURPOSE AND EFFECT OF THE PROPOSED POLICY

Westlake Lake Management Association (“Association”) requires a clear and consistent policy, regarding, among other things, communications made on behalf of the Association and Board of Representatives (collectively “Board” and individually “Board Member(s)”), the use of social media by members of the Board, communications by the Board, and the use of Association letterhead. This Policy is intended to provide guidance on communications made by the Board as a whole or Board Members individually on behalf of the Association (“Association Communication”).

Additionally, the Policy is intended to provide guidance on the use of Association owned and maintained social media platforms, including, but not limited to, the Association website, PMP Gateway, and Facebook, Twitter, Instagram, YouTube, Tick-Tok, Linked-in, Align, Snapchat, Tumblr, Pinterest, LinkedIn, forums, blogs, and instant messaging (collectively, “Association Social Media” or “Association Social Media Platforms”), in light of potential legal and ethical implications for the Board and Association, and provides a mechanism for addressing same.

By expressing a consistent policy to govern Association Social Media use by the Board, consistent with the requirements of the law and the Association’s governing documents, the Board seeks to address potential concerns regarding the Board Members’ fiduciary obligations. This Communications Policy (“Policy”) has been adopted by the Board in the exercise of its duty to maintain, protect and enhance the value of Westlake Lake (“Lake”), as well as the interests of all Association Members. **Except for maintaining confidentiality, this Policy does not apply to Board members’ communications or posts on individual social media pages.**

Important Note: *Due to the desire to maintain lake privacy and safety, and confidentiality, including confidentiality of Members and residents, the Board’s general and longstanding policy is to minimize attention and/or publicity to the Lake by significantly limiting communications with the public, whether through social media, the press or local, state, or federal agencies, unless required and/or doing so is in the Association’s best interests. The Association’s website will not be used to participate in social media, other than to post photographs, events, and similar newsworthy information. Our purpose is to communicate with the 1300 WLMA members and the Landing, and any communication outside of the WLMA members and the Landing requires approval by WLMA.*

II. BOARD RESPONSIBILITIES

The general duties for Board Members are to enforce the Association's governing documents, collect and preserve the Association's financial resources, insure the Association's assets against loss, and keep the Lake and surrounding areas in a state of good repair. Board Members must also act professionally with the Association's Members, vendors and management and conduct all dealings with honesty and fairness. In fulfilling these responsibilities, Board Members must meet their fiduciary obligations of loyalty, due care, and confidentiality. Accomplishing same requires, at a minimum, that Board Members

1. Regularly attend Board meetings;
2. Review material provided in preparation for Board meetings;
3. Review the Association's financial reports;
4. Make reasonable inquiry before making decisions; and
5. Make all decisions and actions in good faith, and with the best interests of the Association in mind.

A. Confidentiality

The Board is responsible for protecting the Association's confidential information. Except when disclosure is duly authorized or legally mandated, no director may disclose confidential information. Each member of the Board should assume any information shared in a Board meeting, closed to the Association's Members, or provided or learned by the Board member outside the Board meeting in their capacity as a director, is confidential unless stated otherwise. The authority to release information is held by the Board as a whole. Accordingly, unauthorized Association Communication or Association Social Media communications by Board Members run the risk of exposing the Board to liability for disclosing confidential information without prior Board approval. Additionally, Board Members could be held personally liable for acting outside of their scope of authority.

B. Accuracy of Information

Board Members may not knowingly or negligently misrepresent facts. All Association Communications, including Association Social Media communications, must be accurate and truthful and prepared in a proper manner. To ensure that the Board is meeting this obligation, collaboration should be encouraged, and unilateral communication, whether in person or on Association Social Media Platforms to Owners or others, without coordination and sanctioning by the Board (and consideration for legal review), is prohibited.

C. Professionalism

Board Members are obligated to act with proper decorum and conduct themselves with courtesy toward other members of the Board, management, vendors and Members. This responsibility extends to all Association Communications, including communications made via Association Social Media Platforms.

D. Acting as a Whole

The Corporations Code requires the Association's affairs to "be exercised by or under the direction of the board." The Board may delegate management activities, but ultimately, the Association's affairs and all of the Association's corporate powers must be directed by the Board. The Board has one legal voice and must act as a whole, not unilaterally. Thus, Members may assume that Association Communications and Association Social Media communications by a single Board Member have been sanctioned by the Board when in fact, they have not. When Board Members take unilateral action, acting contrary to Board decisions, the Association and individual Board members are exposed to liability.

Board Members should not hold meetings without the approval of the entire Board. In the event that an individual Board Member would like to voice their opinion as a Member, not in an official capacity, the director must disclose that their opinion is their own and in no way represents the Association as a whole. Any Board Member who violates this rule will be subject to disciplinary action.

III. ASSOCIATION SOCIAL MEDIA USE

This Policy shall apply to all Association Social Media communications (comments, videos, photos, website URLs, etc.) by members of the Board. It is not intended to prohibit the use of social media platforms by Board Members, in their personal capacity; rather, it is intended to ensure that the Board is meeting its fiduciary obligations, while keeping the Members adequately informed. The Board and each of its volunteer Board Members agree to adopt and follow the following:

1. Association Social Media communications by the Board shall always be honest, impartial and dedicated to protecting the health, safety and welfare of the Association. Board Members using Association Social Media Platforms in their professional capacity must act with proper professional decorum at all times. This includes, but is not limited to, abstaining from harassing, discriminatory, abusive or unilateral/unauthorized Board communications.
2. Board Members may not post on Social Media Platforms without obtaining consent from the Board. No Board Member, acting in his or her professional capacity, may make unilateral statements on Association Social Media without the Board sanctioning same. In deciding to post on or communicate via Association Social Media, the Board shall exercise due diligence and with due

regard for the rights, responsibilities, benefits, safety and health of the Members (including considering legal advice). The Board shall not knowingly or recklessly make false or misleading statements about Members or Association business or otherwise on Association Social Media.

3. Confidential information, including, but not limited to: personnel matters, a Member's delinquency, disciplinary measures, and attorney-client privileged communications between the Association and its legal counsel, shall not be shared on Association Social Media Platform, without the unanimous approval of the Board. Board Members shall not share information obtained or discussed in executive session on any social media platform.
4. The Board and each of its individual Board Members shall not be required to respond to each and every complaint, question, or comment brought to their attention by Association Members or others, on any Association Social Media Platform. The Board may engage in communications with Members and others on Association Social Media Platforms, solely in its discretion, subject to Paragraph 2 above.
5. The Board appoints the President to serve as a Communications Chair to interface via Association Social Media communication with the Members, press and outside agencies. The President should consider Board views and provide the Board with timely updates with any such communications.
6. Communications by the Board on Association Social Media shall not be used, nor interpreted to replace the notice and enforcement procedures for violations of the governing documents.
7. Board-sanctioned Association Social Media communications, pursuant to Paragraph 2 above, shall conspicuously provide the following notice:

“THIS STATEMENT HAS BEEN SANCTIONED BY THE BOARD OF REPRESENTATIVES OF WESTLAKE LAKE MANAGEMENT ASSOCIATION PURSUANT TO THE ASSOCIATION'S GOVERNING DOCUMENTS. NOTHING CONTAINED HEREIN SHALL BE INTERPRETED OR CONSTRUED AS APPROVING ANY ACT, ACTION OR CONDUCT WHICH IS IN VIOLATION OF EXISTING LAW.”

Any Association Social Media communication or post by an individual Board Member, which does not contain the above notice, shall not be interpreted to create, control, represent, or endorse any opinions or statements by the Board.

8. The Association is not liable for injuries or damage resulting from communications made by a Member of the Board on Association Social Media when such communications are not authorized by the Board.

9. Any Board Member who violates this Policy may be subject to discipline such as censorship or fines/penalties in accordance with the Association's governing documents.

IV. ASSOCIATION COMMUNICATION

1. **Due Diligence; Legal Counsel.** All external communications shall be reviewed in advance of distribution or publication by the Association's legal counsel. "External communications" include correspondence, notices, or any other communications to: any forms of the press; local, state or federal agencies, municipalities or government; non-Association members of the public conveying a position on behalf of the Board and/or Association; substantive modifications to the Association's website; President's reports published to members and non-members; Lake Operation's Manager reports included in the minutes and before distribution or inclusion in the Association website; and any other communications the President and/or Executive Committee (majority) deem prudent.
2. **Communications with government agencies.** The Board President and, when appropriate, Lake Manager, shall be the point person for all communications with any federal, state and local governmental agencies outside normal recurring operations. Should Board members have unanswered questions regarding Association business, those questions shall be presented to the Board for further investigation and shall not be presented directly to any such agency. The President shall investigate with any agency and report back to all Board members.
3. **Communications with vendors/contractors.** The Lake Manager or designated management company manager, in his/her absence, appropriate committee chair shall be the point of contact with vendors/contractors regarding any specific project. All questions by other Board members shall be posed to the lake manager, management company manager, or committee chair, and the chair shall inquire with the lake manager or management company manager who will interface with the vendor/contractor and respond back to the inquiring Board members.
4. **Communications with press, news stations, etc.** The President shall be responsible for all communications with press, news stations, etc. No Board member is authorized to speak with members of the press, journalists, etc. on behalf of the Association without the express prior permission of the Board or designated by the President.
5. **Lake Dam; Emergency Action Plan.** Notwithstanding anything herein to the contrary, Communications in response to emergencies governed by the Association's Emergency Action Plan ("EAP") shall be addressed pursuant to the terms of the EAP.

V. ASSOCIATION LOGO AND LETTERHEAD

The Association logo and letterhead shall only be used by the Association's managing agent, the Board President, or with express permission from the Board President. Any misuse of the Association's logo and/or letterhead will be considered a violation of this Policy, and the offending Board member will be subject to disciplinary action.