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Association Ombudsman
UTAH DEPARTMENT OF COMMERCE

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OFFICE OF THE HOMEOWNERS' ASSOCIATION OMBUDSMAN **ADVISORY OPINION NO. 2025-05 (AMENDED)¹**

Applicant Name: Pamela Ratz
Association Name: SunRiver St. George Community Association
Association Type: Community Association
Advisory Opinion Date: November 4, 2025
Opinion Amendment Date: November 10, 2025
Advisory Opinion Drafter: Christoffer T. Binning, Esq.

INTRODUCTION & BACKGROUND FACTS

A dispute has arisen within the SunRiver St. George Community Association (the “Association”) between the Board of Trustees (the “Board”) and homeowner/Trustee Pamela Ratz (“Ms. Ratz”). The disagreement involves issues of transparency, procedural compliance with Utah law regarding the conduct of closed-door committee meetings, amendments to the Association’s governing documents, the validity of assessments for the Reflections neighborhood, and alleged violations of the Board’s general responsibilities and those of its committees. Among other specific allegations, on July 15, 2025, the Association’s Financial Advisory Committee (the “FAC”) scheduled a closed-door meeting to discuss the Association’s budget, pursuant to the Amended Resolution 2023-04 of the Board of Trustees SunRiver St George Community Association (“Association”) Establishing a Financial Advisory Committee (“FAC”) (the “Original Resolution”). Ms. Ratz argued that this violated Utah’s open meeting requirements under both [Utah Code § 52-4-102\(2\)\(b\)](#) of the [Open and Public Meetings Act](#), as well as several provisions of the [Community Association Act](#). The Board argued that the [Open and Public Meetings Act](#) was inapplicable to the Association, and that the stated provisions of the [Community Association Act](#) applied only to the Board itself, not to its committees.

Following these disagreements, Ms. Ratz discussed her complaint with the Board during an executive session on July 29, 2025, after which the Board concluded the meeting, believing that the parties had reached a resolution. On August 15, 2025, Ms. Ratz initiated the Association’s formal dispute resolution process by submitting a Verified Complaint for Mediation (the “Mediation Demand”), demanding that the Board address the matters identified above. On August 28, 2025, the Board amended the Original Resolution to conform to the agreement reached during the July 29, 2025, executive session. The Board then held another special executive session on September 5, 2025, to discuss the Mediation Demand with Ms. Ratz and attempt to resolve matters, but no formal agreement was reached. Ms. Ratz’s attorney officially withdrew the Mediation Demand on September 16, 2025, ending the formal dispute resolution process. Ms. Ratz then submitted a request for an Advisory Opinion to the Office of the Homeowners’ Association Ombudsman (the “Office”) on September

1. Advisory Opinion 2025-05 regarding this matter was initially issued on November 4, 2025. After the original Opinion was issued, the Office learned that an updated version of the Original Resolution, adopted by the Board on August 28, 2025, had not been previously disclosed. While none of the information provided after the issuance of the original Opinion changes the analysis or conclusions, the Office issues this Amended Opinion to clarify the background and current status of the dispute between Ms. Ratz and the Association.

19, 2025. Since the disagreements remain unresolved, the Office now issues this Advisory Opinion in accordance with [Utah Code § 13-79-104](#).

ANALYSIS & OPINION

I. Open Meeting Requirements

The central dispute between the parties is whether the FAC, as a committee, must adhere to the same statutory procedural requirements as the Board itself regarding open meetings. Ms. Ratz argued that the scheduled closed-door session of the July 15, 2025, FAC meeting violated the [Open and Public Meetings Act](#), along with several provisions of the [Community Association Act](#). The Board argued that the [Open and Public Meetings Act](#) is inapplicable to the Association, and that any state laws requiring open meetings in the [Community Association Act](#) apply only to the Board itself, not to its committees.

[Utah Code § 52-4-102\(2\)\(b\)](#) says that “it is the intent of the Legislature that the state, its agencies, and its political subdivisions conduct their deliberations openly.” Nowhere in the [Open and Public Meetings Act](#) does it define private entities like community associations as public bodies subject to its requirements; therefore, the requirements applicable to such public bodies do not apply to community associations. An association may decide to adopt similar requirements in its governing documents, but they are not required to do so under Utah law. [Utah Code § 57-8a-226\(3\)\(a\)](#) does require board meetings to be open to lot owners, except under limited circumstances. This requirement, however, is only imposed on boards, not committees. Under [Utah Code § 57-8a-102\(4\)](#), a “board” is defined as “the entity, regardless of name, with primary authority to manage the affairs of the association.” Under [Utah Code § 57-8a-102\(3\)](#), a “board meeting” is “a gathering of a board, whether in person or by means of electronic communication, at which the board can take binding action.”

Neither the [Utah Revised Nonprofit Corporation Act](#) nor the [Community Association Act](#) addresses the subject of open meetings as applicable to committees created by a board. [Utah Code § 57-8a-212.5](#), however, does require that the Board and the Association comply with the requirements of their own governing documents. Section 6.3 of the 2021 Amended and Restated Bylaws of SunRiver St George Community Association, Inc., dated December 18, 2021 (the “Bylaws”) states that “each committee meeting shall be open to all Owners unless indicated to the contrary by Board resolution”. Section 1G of the Original Resolution – which was the resolution in effect at the time of the July 15, 2025, meeting – states that “committee meetings shall be open to all SunRiver St George members, *except* for portions of a meeting recognized as Executive Session and budget review and preparation meetings.”

[Utah Code § 16-6a-817\(6\)\(a\)](#) makes it clear that the Association’s Bylaws and Board can grant a committee the authority to carry out the duties and responsibilities of the Association. Furthermore, Section 6.1 of the Bylaws explicitly empowers the Board to create committees to assist in fulfilling its duties as outlined in [Utah Code § 16-6a-817](#). Under [Utah Code § 16-6a-817\(6\)\(b\)](#), if a committee has one or more members who are not also members of the board of directors, which is the case here, the committee “may not exercise any power or authority reserved for the board of directors.” Section II of the Original Resolution states that the purpose of the FAC is to “review,” “provide recommendations,” and “draft” information to be submitted to the Board. Nothing about the July 15, 2025, meeting indicates that the FAC violated the Original Resolution, the Bylaws, or Utah law by scheduling a closed meeting to discuss the Association’s budget. Although [Utah Code § 57-8a-215](#) requires the Board to present an adopted budget in an open meeting to the members, no such requirement is imposed upon a committee formed solely to review information and recommend action to the Board.

Ultimately, the FAC chose not to enter executive session during the July 15, 2025, meeting; however, even if it had, its decision to do so would have been in line with the requirements of the Bylaws and the Original Resolution,² and no violation of Utah law would have occurred.

II. Due Process Violations During Board Meetings

Ms. Ratz further argues that the Board and the FAC have deprived her of her due process rights by excluding her from closed executive sessions and other meetings, despite her position as a Trustee. Specifically, on September 12, 2025, after the September 5, 2025, attempt to mediate during an executive session, the Board held a closed executive session, during which Ms. Ratz was asked to leave so that they might discuss the Mediation Demand and other related litigation matters with counsel retained for that purpose. [Utah Code § 57-8a-226\(3\)\(b\)](#) permits the closing of a meeting for executive session for specific purposes, including to “consult with an attorney for legal advice,” “discuss litigation, mediation, or other legal proceedings,” or address several other sensitive matters. The exclusion of Ms. Ratz from that portion of the executive session was reasonably necessary to protect attorney-client privilege, despite her being a member of the Board, as her position was legally adverse to that of the Association’s. Such exclusion does not constitute a denial of Ms. Ratz’s due process rights under the circumstances, and no Utah law was violated in so doing.

III. Business Judgment Rule

Ms. Ratz raised further concerns about the Board President’s actions, including delays in sharing information related to ongoing litigation with the entire Board, alteration of financial figures in Association records, and the failure to obtain multiple bids for contracted services, alleging these actions constituted gross negligence and a breach of fiduciary duty, thus forfeiting the protection of the business judgment rule. In response to these claims, the Board asserts that these actions were prudent and in compliance with its legal duties.

Utah courts have broadly protected board members’ decisions, starting with the presumption that the decisions made are reasonable unless it is shown to be “unreasonable, arbitrary, and capricious.” *Fort Pierce Indus. Park Phases II, III & IV Owners Ass’n v. Shakespeare*, 2016 UT 28, ¶¶ 26-29. Section 4.1 of the Association’s Bylaws grants the Board broad authority to manage the Association’s affairs by giving the Board and the Trustees significant discretion to act in what they believe is the best interest of the Association. Determining whether specific actions fall outside the scope of the business judgment rule would require the Office to engage in a fact-intensive analysis that is beyond the Office’s scope. Therefore, the Office lacks jurisdiction under [Utah Code § 13-79-104\(7\)\(a\)\(iii\)](#), and declines to opine on the specific alleged conduct. Any further action regarding these allegations should be addressed with independent legal counsel.

IV. Governing Document Modifications

In late 2024, the Board began reviewing the Association’s governing documents in consultation with legal counsel to identify necessary changes to reflect updates in Utah law and address outdated provisions. Ms. Ratz claims that in so doing, the Association unlawfully amended or attempted to amend the governing documents. The Association asserts that the review process is ongoing, that no votes to amend these documents have been held, and no amended documents have been filed with Washington County. The Association further states that once these proposed changes have been reviewed and approved by the entire Board, red-lined drafts will be sent to all members, and meetings will be held to address questions and comments before any formal vote to amend the documents occurs.

[Utah Code § 57-8a-107](#) states that an association may amend its declaration to conform to changes in Utah law that are enacted after the declaration is recorded. To make such an amendment, the association must comply with the amendment procedures in the Association’s governing documents, or in the [Community](#)

2. As stated previously, the Original Resolution was amended on August 28, 2025, to remove “budget review and preparation” from the authorized reasons to enter a closed meeting. Therefore, starting from that date, the Association is required to comply with the revised terms of the Original Resolution in the conduct of future FAC meetings.

Association Act, if the declaration does not contain any amendment provisions. Utah Code § 57-8a-104(1)(a)(ii) also says that “an amendment to the declaration may be adopted by a majority of voters, or a greater percentage if required in the declaration, at a meeting where at least 51% of the voting interests are present”. Section 18.1 of the CC&Rs requires a vote of 67% to amend the 2021 Amended and Restated Declaration of Covenants, Conditions, and Restrictions for SunRiver St George Community Association, dated December 18, 2021 (the “CC&Rs”), which is compliant with Utah law. Article 10 of the Bylaws says the same, with the additional caveat that “the Board shall have the right to amend the Bylaws without Owner approval to comply with federal, state, or local mandated legislation.” Utah law does not require the Board to share initial drafts created for review by the Board and its counsel. So long as the Association’s process outlined above is followed and all additional requirements regarding notice, opportunity for member comments, and proper voting procedures are met, the Board has not violated Utah law.

V. Differing Assessment Amounts

Ms. Ratz argues that the “Reflections Assessment,” which is an extra annual fee assessed only to lot owners in the gated Reflections neighborhood, is illegal. She contends that it violates Utah law by creating a system based on the legally unrecognized term “Exclusive Common Area.” She points to conflicts within the CC&Rs, which require one regular assessment for all “Common Expenses,” despite the Association billing Reflections separately for expenses related to its exclusive common areas. Ms. Ratz argues that, when assessments are recalculated yearly, the rate of increase for Reflections is significantly higher than in other neighborhoods within the Association. The Board argues that the different annual assessments are authorized by the CC&Rs and aligned with the developer’s original vision for Reflections as a unique neighborhood with exclusive privileges and responsibilities, such as private roads and a separate clubhouse. The Board argues that its financial decisions, including managing an individual budget and reserve fund for Reflections, are within its obligations under Utah law and the governing documents.

Neither party disputes that the differing assessments have been occurring since at least 2021. While they may also exist in the 2025 budget, the underlying issue was known to Ms. Ratz more than one year before the Advisory Opinion request was filed. Accordingly, the Office lacks jurisdiction to address the validity of the differing assessments under Utah Code § 13-79-104(2)(a)(iii). However, while the Office lacks jurisdiction and declines to opine on the specifics of Ms. Ratz’s request, this provides an opportunity to provide general clarification and education regarding differing assessments within an Association. Utah Code § 57-8a-201 requires owners to pay their proportionate share of common expenses *and any other assessments* levied by the Association. Additionally, Utah Code § 16-6a-602 permits a nonprofit corporation to have multiple distinct classes of membership, allowing for modifications to standard requirements based on the class of membership. Taken together, these provisions could allow an association to impose differing assessment amounts based on the neighborhood, services, amenities, or other distinguishing factors outlined in the association’s governing documents, provided that the governing documents permit the deviation and are not otherwise in conflict with Utah law.

VI. Meeting Minutes

Ms. Ratz claims that the Association has failed to properly create, approve, and provide access to official records as required by Utah law and its governing documents, particularly those from executive sessions that began in January 2024 and continue to the present. The Board defends these actions as necessary to protect confidential information, among other reasons. Ms. Ratz argues that there is a systemic failure in record-keeping, alleging that the Board withheld executive session minutes from other Trustees and restricted their access to a supervised, on-screen-only review, thereby violating the requirement for mandatory transparency. She cites alleged secret meetings lacking minutes and the omission of key verbal agreements from official records as evidence of these procedural failures. The Association emphasizes its duty to protect attorney-client privilege in handling sensitive records. Its counsel advised withholding minutes containing legal strategy from Ms. Ratz because the Mediation Demand placed her in an adverse legal position to the Association. While acknowledging the process of using recordings and notes to prepare official minutes, the Board maintains that certain legal counsel and litigation records must remain confidential and are not subject to the same access

rules. While these concerns may be ongoing, the underlying issue was known to Ms. Ratz more than one year before the Advisory Opinion request was filed. Accordingly, the Office lacks jurisdiction to address the validity of Ms. Ratz's allegations under [Utah Code § 13-79-104\(2\)\(a\)\(iii\)](#). However, this provides another opportunity to offer general clarification and education regarding the records that an association is required to maintain and provide to members upon request.

Utah law requires associations to maintain and provide access to specific records for their members. Under [Utah Code § 57-8a-227](#), these include copies of the association's

- governing documents;
- most recent approved minutes;
- most recent annual budget and financial statement;
- most recent reserve analysis;
- certificate of insurance for each insurance policy the association of unit owners holds;
- management committee meeting minutes from the previous three calendar years;
- a profit and loss statement for the previous three fiscal years; and
- a balance sheet for the previous three fiscal years.

Additionally, under [Utah Code § 57-8-227\(1\)](#), an association is required to maintain and make accessible certain documents specified in the [Utah Revised Nonprofit Corporation Act](#). Specifically, [Utah Code § 16-6a-1601](#) mandates that it maintain

- minutes of all meetings of its members and the board of directors;
- a record of all actions taken by the members or board of directors without a meeting;
- a record of all actions taken by a committee of the board of directors on behalf of the nonprofit corporation;
- a record of all waivers of notices of meetings of members, the board of directors, or any committee of the board of directors;
- a record of its members in a form that allows for preparing a list of all members' names and addresses: ordered alphabetically by class; and indicating the number of votes each member is entitled to;
- resolutions adopted by its board of directors regarding the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- all written communications to members generally as members for a period of three years;
- appropriate accounting records;
- all financial statements prepared for periods ending within the past three years;
- a copy of its most recent annual report; and
- a list of the names and business or residential addresses of its current directors and officers.

[Utah Code § 57-8a-227](#), [Utah Code § 16-6a-1602](#), and the Association's governing documents govern the inspection rights of members and directors of an association. In addition to these requirements, before the documents are produced, [Utah Code § 57-8a-227\(1\)\(b\)](#) allows the association to redact certain sensitive information, such as social security numbers, bank account numbers, and communication subject to attorney-client privilege.

VII. Harassment and Retaliation

Finally, Ms. Ratz claims that the Board has engaged in a pattern of intimidation and retaliation since February 2025 for "whistleblowing," including harassment, mockery, threats, and surveillance. She also alleges procedural harassment, including the exclusion from executive sessions and public disclosure of the Mediation Demand, which she claims were intended to embarrass her and to chill dissent. The Association argues that their actions were legally required to protect attorney-client privilege, as the Mediation Demand placed Ms.

Ratz in a legally adverse position. They defend their communications as necessary to provide truthful information to members and as a legal defense against her mischaracterization of the Mediation Demand.

As discussed above, the Board did not violate Utah law by excluding Ms. Ratz from meetings where they discussed strategy and options related to the Mediation Demand, regardless of whether legal counsel was present. Furthermore, even though Ms. Ratz claims that revealing information about the Mediation Demand and her other allegations in an open board meeting violates Utah law, that is not the case. [Utah Code § 57-8a-226\(3\)\(b\)](#) states that the Board *may* close a meeting to discuss pending litigation or issues that could embarrass a member, but it does not require them to do so. While Ms. Ratz may disagree with how the Board handled her complaints, the Board did not violate any Utah law in so doing. Furthermore, similar to Ms. Ratz's allegations regarding the business judgment rule, determining whether the alleged actions qualify as harassment is beyond the scope of the Office. Therefore, the Office does not have jurisdiction under [Utah Code § 13-79-104\(7\)\(a\)\(iii\)](#) to opine on the issue. Any further action regarding these claims should be pursued with the assistance of independent legal counsel.

CONCLUSION

Based on a review of the information provided by both Ms. Ratz and the Association, the Office concludes that:

- 1) The [Open and Public Meetings Act](#) does not apply to the Association; and while the July 15, 2025, FAC meeting was ultimately held as an open meeting, there would not have been a violation of Utah law if they had held the meeting as a closed session to discuss the Association's budget;
- 2) The Board did not violate Ms. Ratz's due process rights by excluding her from closed executive sessions to discuss the Mediation Demand;
- 3) The Board's process for drafting potential amendments to governing documents was a preliminary step and not a violation of Utah law, as long as the required homeowner review and voting procedures are followed before any changes are officially adopted or recorded with Washington County;
- 4) The Board has the discretion to determine whether to close a board meeting to discuss specific topics, and its decision to discuss the Mediation Demand and Ms. Ratz's concerns in an open board meeting did not violate Utah law; and
- 5) The Office lacks jurisdiction to address alleged business judgment rule violations, the separate assessment for the Reflections neighborhood, alleged violations of access to records, and claims of harassment or retaliation against Ms. Ratz.


Erin Rider (Nov 10, 2025 12:24:10 MST)

Erin Rider
Director



INFORMATION REGARDING ADVISORY OPINIONS

This document is an Advisory Opinion issued by the Office of the Homeowners' Association Ombudsman as an alternative dispute resolution method pursuant to [Utah Code § 13-79-104](#). The Office's jurisdiction is limited to alleged violations of state statutes, as outlined in [Utah Code § 13-79-103](#) and [Utah Code § 13-79-104](#). The opinions here are based on a review of the specific facts provided and may not correspond with outcomes in other cases where circumstances or laws differ. This opinion is not legal advice, does not establish an attorney-client relationship, and does not represent the official views of the State of Utah or the Department of Commerce. All parties are encouraged to seek legal counsel to protect their interests.

While this Advisory Opinion is not legally binding on any party, it could have potential consequences if the matter proceeds to litigation. Under Utah law, the opinion and related findings are not admissible as evidence in court, except for the specific purpose of evaluating attorney fees and costs. If a cause of action discussed in this opinion is litigated and resolved according to it, the prevailing party may recover reasonable attorney fees and court costs incurred from the date this opinion was issued. A court may also impose a civil penalty if it finds that the opposing party knowingly and intentionally violated the law. The decision to grant such awards rests within the court's discretion.

NOTICE TO ASSOCIATIONS

Condominium Associations must register with the Department of Commerce through the Office of the Homeowners' Association Ombudsman under [Utah Code § 57-8-13.1](#), and Community Associations must register under [Utah Code § 57-8a-105](#). Due to an updated registration system, any association that registered prior to September 2025 is required to complete a new registration, regardless of whether they have previously registered with the Department of Commerce. All associations must also renew their registration annually. Information about this process and the registration application is available at <https://commerce.utah.gov/hoa/new-registration/>.