



HSVPOA Board Directors Take Oath- 2020

Description

By Cheryl Dowden, April 15, 2020

Special Board Meeting 4.15.20

On April 15, 2020, the Hot Springs Village Property Owners Association held its [Special Board Meeting](#) at the conclusion of the Annual Meeting. [\(Click here to see the 2019 Special Meeting. This is last year's meeting.\)](#)

Due to the COVID-19 pandemic, the public was not allowed to personally attend the meeting. Instead, the meeting was live-streamed via YouTube.

Newly elected Board Members in physical attendance were Lloyd Sherman, Tucker Omohundro, and Dick Garrison.

Newly elected Board Member attending via video/telephone conference was Kirk Denger.

Other Board Members in attendance were Diana Podawiltz, Nancy Luehring, and Tormey Campagna.

Staff members in attendance were CEO Lesley Nalley and CFO Liz Mathis.

Board Vice-chair, [Tormey Campagna](#) called the Special Meeting to order.

Four agenda items:

1. The oath of office of new Board Members,
2. The election of officers,
3. The signing of the Indemnification Agreement, and
4. Conflict of Interest Disclosure.

Transcription of 4.15.20 Special Meeting

The following is transcribed to the best of my ability. For simplicity, quotations marks are not used except in one case where there is a quote within a quote. Anything in brackets [] is not a quote and headings are not quotes.

Campagna: Well, I'd like to call this Special Meeting to order for the purpose of seating the four new Board Members and for electing the individual senior positions of the Board Chair, Vice-chair, Treasurer, and Secretary and then naming the Parliamentarian.

Campagna: So the first order of business is for the four new Members to take their oaths. So I ask you to stay in your seats. That's all you need to do.

[Feedback from the video/phone conference call]

Campagna: Is that alright now?

[Agreement]

Campagna: So I, each of you say your name, do solemnly swear that to the best of my abilities, I shall faithfully discharge the responsibilities entrusted to me as a Member of the Board of Directors of Hot Springs Village Property Owners' Association and shall uphold the Articles of Incorporation, Bylaws, Declarations, Covenants, Policies pertaining hereto.

Campagna: This is sworn on the 15th day of April, 2020.

Campagna: So at this point, I'll turn the microphone over to Lesley who will go through the process of electing the Chair of the 2020 Board of Directors and after that election then that Chair will take over the rest of it.

Nalley: As Tormey went over in orientation, the Board Chair's duties are detailed in Governance Policy, Chapter 8, Article 4, Section 5. And were there any questions about the Chair's duties?

Nominations and Vote for Chair

Nalley: If not, I will open up the floor for nominations for position of Board Chair.

Nancy Luehring: I nominate Tormey Campagna.

Nalley: We have a nomination for Tormey. Tormey do you accept the nomination?

Tormey: Yes.

Nalley: Are there any other nominations for Chair?

Garrison: I'd like to nominate Diana Podawiltz.

Nalley: Diana Podawiltz has a nomination. Diana, do you accept the nomination?

Podawiltz: Yes, I do.

Nalley: Okay.

Nalley: Are there any other nominations?

Nalley: Does someone have an extra pen?

Nalley: If there are no other nominations at this time, I'll close nominations and we will be taking those votes by ballot.

Nalley: Kirk, as we talked about, if you would just shoot me a chat, I will write yours on a ballot to be cast with the others.

Nalley: Kirk, are you typing in chat?

Kirk: You mean like in...?

Nalley: You can either send it to me by text if you want or you can type it here in chat in this meeting...whichever you prefer. And I'll write it on a piece of paper.

Denger: Okay, let me see. First I have to find your phone number.

Nalley: Kirk, I'm going to send you a text right now.

Denger: Okay. Is that...

Nalley: All right. I have all of the votes and

- first vote, Diana
- second vote, Diana
- third vote, Diana
- fourth vote, Tormey
- fifth vote, Diana
- sixth vote, Tormey
- seventh vote, Diana.

Nalley: Congratulations, Diana. You are Chair and you can take over the duties from here.

New Chair comments

Podawiltz: Thank you. I'm honored to do this and I'd like to make a comment. In our orientation last week, we received a detailed explanation from Association Attorney, John Baker of fiduciary duty.

Podawiltz: I would like to emphasize a key point. As Board Members, we have a primary responsibility to be informed, to ask questions, to, as he says, 'look under the rocks.'

Podawiltz: To assist with this and help us to develop as a team, I'm asking for your support in attending Board Discussion Meetings. These meetings will be held the first and second Wednesday of every month at 2:00 p.m.

Podawiltz: Until COVID-19 restrictions are lifted, this will be a Zoom meeting. Once we can all safely be together, we will hold these meetings in a venue that will allow for attendance by the community.

Podawiltz: Attendance is not mandatory. And life will prevent attendance on some occasions by each of us. But do make an effort to participate.

Podawiltz: I also have a letter, which I want to distribute to every POA employee as soon as possible and I will be handing out this letter for you to read. And if you have any suggested changes, please give them back to me before this afternoon.

Podawiltz: Kirk, I will email this to you during the lunch break.

Podawiltz: Our Corporate Secretary and I will prepare a final draft for your review before we send this.

Podawiltz: Lastly, we are a new Board. And it's a new time of governance for our Village. We have a lot of work that needs to be done posthaste in order for us to be effective.

Podawiltz: Much of this involves committees. Their work is an integral part of the success of HSV.

Special Meeting called by New Chair

Podawiltz: To that end, I am calling a Special Meeting for Monday, April 20th at 2:00 p.m. for four purposes.

- To discuss committees and related matters,
- To review and possibly revise the job descriptions of our officers,
- Number three, to discuss the necessity of the Retreat, as we will now be meeting in two discussion sessions each month plus our regularly scheduled Board Meeting, and
- Number four, to direct the Treasurer to prepare with the help of the Finance Committee a restated budget covering the period of July 1st through December 31st of 2021.

Vice-chair chosen

Podawiltz: I would now like to take nominations for the Vice-chair of the Hot Springs Village Association 20/21 Board.

Garrison: Madam Chair, I'd like to nominate Lloyd Sherman.

Podawiltz: Lloyd Sherman, do you accept this nomination?

Sherman: I do.

Podawiltz: Thank you.

Podawiltz: Are there any further nominations?

[Chair Podawiltz did not have to pass out ballots due to their being only one nomination.]

Podawiltz: We only have one person. So congratulations, Lloyd. New Vice-chair.

Nominations for Corporate Secretary

Podawiltz: I would now like to take nominations for Secretary. Do I have any nominations for Secretary?

Luehring: I nominate Lesley Nalley.

Podawiltz: Lesley Nalley, do you accept the nomination for Secretary?

[CEO Nalley faintly accepts.]

Garrison: Madam Chair, I'd like to nominate Marcy Mermel.

Podawiltz: Okay. Is Marcy Mermel sitting in her car or anywhere near this building?

[Faint discussion regarding texting Mermel]

[More discussion about letting her in the room and it was decided she could not come in]

Podawiltz: Okay.

Nalley: If you have her...we're at ten. But certainly if she is somewhere, you're communicating with her...

Podawiltz: Okay. I can communicate...

[More faint discussion]

Podawiltz: I just sent a text to Marcy.

[Faint discussion]

Podawiltz: Marcy has responded in the affirmative that she accepts the nomination for [sic] Chair. Not chair. For Secretary. Excuse me. For Secretary. Are there any further nominations?

Podawiltz: At this time then I will pass out the ballot to vote for Secretary and Kirk you can respond by either text or video chat- whichever is easier.

Nalley: Kirk, are you going to text me?

Denger: Well I texted Diana.

Nalley: Oh, okay so you have a...

Denger: If you shoot me another mail, I can answer it.

Podawiltz: I have his answer.

Podawiltz: Okay, I have seven ballots.

- The first ballot, the first vote is for Marcy,
- The second vote is for Marcy,
- The third vote is for Lesley,
- The fourth vote is for Marcy,
- The fifth vote is for Lesley,
- The sixth vote is for Marcy, and
- The seventh vote is for Marcy.

Podawiltz: Marcy Mermel is the Secretary for the 20/21 Board.

Corporate Treasurer

Podawiltz: At this time I would like to entertain motions, or nominations for the Board Treasurer. Do I have any nominations for Board Treasurer?

Podawiltz: Yes, Ms. Luehring.

Luehring: I nominate Liz Mathis.

Podawiltz: Liz Mathis has been nominated. Are there any other nominations for Treasurer?

Sherman: Madam Chair, I nominate Dan Aylward.

Podawiltz: Dan Aylward has been nominated. Do I have any other nominations?

Podawiltz: At this time I would like to text Dan to see if he will accept this nomination.

Campagna: Did Liz accept?

Podawiltz: Well let me ask Liz. Liz Mathis, do you accept the nomination for Treasurer?

Mathis: I do.

Podawiltz: She does.

Podawiltz: Dan has replied to my text in the affirmative that yes he does accept the nomination. So now we will hand out the ballots for voting and Kirk you can text me for your vote. Thank you.

Podawiltz: Okay. [Video cut out, but it sounded like she said she had seven ballots]

- The first one is Liz Mathis,
- The second one is Dan Aylward,
- The third one is Dan Aylward,
- The fourth one is Liz Mathis,
- The fifth one is Dan,
- The sixth one is Dan, and
- The seventh one is Dan.

Podawiltz: Dan is our new Treasurer for the 20/21 Board.

Indemnification Agreement/ Parliamentarian & Conflict of Interest Statement

Podawiltz: At this time I believe that Liz Mathis would like to handle the signing of the Indemnification Agreement.

[Faint talk]

Podawiltz: At this time (I need to get new bifocals. I had to cancel my eye doctor's appointment because of the COVID-19. At this time I would like to appoint Marcy Mermel as our Parliamentarian for our 2020 Board.

Podawiltz: Now I would like for Liz to please conduct the signing of the Indemnification Agreement.

[Mathis asks for clarification on how to spell Dan Aylward's name.]

Mathis: If you would each sign your names and your address under the Indemnities. You're already listed up above here.

Campagna asks about the Parliamentarian

Campagna: I'd like to ask the Chair a question. We've always had a Parliamentarian because we follow Parliamentarian Rules at our Executive Committee Meetings.

Campagna: Marcy, in that role, cannot attend those meetings.

Podawiltz: I don't believe that to be true.

Campagna: The Executive Committee is made up of if you read the Bylaws...

Podawiltz: The Parliamentarian is an ex officio office. She's the Secretary so she's ex officio officer of the Board. So she will be allowed to attend Executive Meetings as a Secretary and can, therefore, fulfill the Parliamentarian duties at the same time.

Nalley: So both of those people will need to fill out conflicts of interest and sign the Indemnity Agreement.

Podawiltz: Yes they will. But due to COVID-19, they are not able to be in the room with us so we will have to give that to them to sign. To read and sign and date. Thank you.

Nalley: But this won't be in effect until everybody signs. Just so...

Podawiltz: Yes. I would be willing to have that done during our lunch break.

[Faint background talk]

[Campagna asks if he has to sign again and Podawiltz says he does because it is a new Board year]

Podawiltz: Because it's a new Board year, right? Is that why you're signing it again? We're a new Board. Everything we did with the Old Board is over and done. We're starting new, fresh today.

Nalley: That's right.

[Faint background talk]

[Tucker asked what would be considered a conflict of interest]

Nalley: What I always say on all the Boards I've ever served on, the advice given is if you think that a personal interest would ever come up in the course of, be it a competing interest or a similar interest, then you should go ahead and disclose. It doesn't mean that it is a conflict.

[Faint background talk]

Nalley: Okay. Just reading them into the record.

- Tucker, C & O Properties and Tucker Home Builders
- Diana lists no conflicts of interest
- Tormey lists no conflicts of interest
- Dick Garrison- no conflicts of interest
- Nancy Luehring- blank- should I write no? [Luehring gives Nalley permission to write no]
- Lloyd Sherman who is an active real estate agent, Evening Lions Board and Hot Springs Village Real Estate Board

Podawiltz: The meeting now stands adjourned.

The Board had a break until 2:00 p.m. at which time they held an Executive Meeting. Executive Meetings are private and this was not live-streamed.

[Click here to watch the 4.15.20 Special Board Meeting YouTube video.](#)

[embedyt] https://www.youtube.com/watch?v=QaFR2t6fuwI[/embedyt]
By Cheryl Dowden, April 15, 2020

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Author

lynn