



## HSVPOA Board Meeting 1/15/20

### Description

I divided the January 15, 2020 Board meeting into several reports due to the meeting being so lengthy. The links to the accompanying reports are inside this report. Also, the link to the video is located at the end of the article.

The article below is not a full transcript, although I have included many quotations. This report is deemed to be accurate to the best of my ability.

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Hot Springs Village Board of Directors met for the first public meeting of the year on Wednesday, January 15, 2020. The Directors in attendance were Chairperson, Cindi Erickson; Vice-chair, Tormey Campagna; Director Diana Podawiltz, Director Mike Medica and Director Buddy Dixon.

Also present were CEO/Corporate Secretary, Lesley Nalley; CFO/Corporate Treasurer, Liz Mathis.

Parliamentarian/Director Nancy Luehring had an excused absence in order to attend a medical appointment with her husband.

The meeting was called to order promptly at 9:00 a.m. at the Ouachita Room at the Ponce de Leon Center.

Prayer was given by Director Dixon and the Pledge of Allegiance was led by Director Podawiltz.

Chair Erickson introduced guests: Mike Sells from the [Sells Marketing and Advertising Agency](#) in Little Rock, [Mr. Richard McGrew](#), and the five Board of Director candidates. The candidates for the 2020 election are Lloyd Sherman, Dick Garrison, Tucker Omohundro, Kirk Denger and Nikki Choyce.

Erickson asked if any Director wanted to move any item from the current Consent Agenda to New or Current Business.

## Director Podawiltz makes a request

Podawiltz responded, “No, Madam Chair but I would like to make a request regarding the question relating to the privilege of the assembly. I would refer you to [Robert’s Rules of Order](#), Number 11, Pages 224-229.”

Erickson: “You’ll have to educate me on that.”

Podawiltz: “This is a request. It is not a motion. It does not require a second. It is not amenable and it is not debatable. It is an opportunity for me to ask a question and to raise a question that can be remedied by you, Chair.”

Erickson: “Can you tell me a little bit about what it is you are attempting to do?”

Podawiltz: “Yes, ma’am, Madam Chair. I would like to make a statement regarding the Consent Agenda appointment to the Governance Committee and ask a question for clarification of the assemblage.”

Erickson: “So, our practice has been to move that to Current Business. Are you okay with that practice?”

Podawiltz: “No, Ma’am. I would just simply like to raise my question to the chair and have you answer it.”

Erickson: “Does any Board Member have an objection?”

Podawiltz: “This is not a debatable issue. It is per Robert’s Rules of Order.”

Erickson: “I am not familiar with that rule so I am just making certain that no one understands it differently. Okay. Alright. Proceed then.”

Podawiltz: “This is in regard to the now second and last nonmember Board appointment to the Governance Committee. When this Board voted, several months ago, to change the charter of the committee, I believe that we did that in the spirit that this committee would be made up of Board Members and two non-Board Member representatives. Appointing two past Board Directors, both of which served as either Chairman or President, whichever title was in effect at the time of their service, goes against the spirit of our intent.”

Podawiltz: “Madam Chair, as an integral part of the Governance Committee, and our Chairperson, would you please explain to the assembly your or the Governance Committee’s, which you also Chair, reconciliation of the intent of two nonBoard Members seats being added to the revised charter and the very much Board Member credentials of the two members selected to fill those seats?”

Erickson: “You are right. The charter was changed to allow for two Property Owners to serve on the Governance Committee. There was no stipulation that qualified or disqualified any Property Owner from serving on those committees. We interviewed all who applied for the committee and reached a recommendation based on the merits of the experiences that they brought to the table and their

understanding of the purpose of the Governance Committee.”

Erickson: “Votes were taken and that’s how those individuals were selected. That was true for Mr. Weidert. I will qualify with Mr. Misch, who already had served on a subcommittee and had had experience with the Governance Committee Members who recommended him to join the committee, based on their experience, recent experience, serving on that subcommittee. That’s the reason that they were chosen. There was nothing that qualified or disqualified any Property Owner from serving based on past experience.”

Podawiltz: “On behalf of the assembly and myself as a Director, I appreciate that clarification. Thank you.”

### **Chairperson Erickson read the Consent Agenda**

(See Order of Business PDF below.) The Consent Agenda was adopted.

### **HSVPOA Agenda for 1/15/2020 BOD Meeting**

[101-15-20\\_Agenda](#)

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[Click here to read the CEO/Corporate Secretary Presentation](#)

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[Click here to read the HSVPOA CFO presentation](#)

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[Click here to read and watch the presentation from Nikki Choyce, Chairperson of the Comprehensive Master Plan Advisory Committee](#)

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## **Current Business**

### **Policy Revisions**

### **Proposed revisions to the Governing Documents Review Committee**

[801-15-20\\_Proposed-Policy-Revisions](#)

Dixon makes a motion for proposed revisions to the Governing Documents Review Committee. Please see pdf above for details.

Dixon: “The background on this, the ad hoc Governing Documents Committee recommended revisions

to the following policies:

Dixon: As noted on the attached red-line versions to comply with Arkansas law as it relates to records, inspection and copying by members. This was discussed at our last meeting and this is now to be voted on today.”

The motion passed unanimously.

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### **Proposed Voting Procedures changes**

#### [9Proposed-Chapter-8-Article-8-Voting-Procedures](#)

Please see pdf above for details. This motion passed unanimously.

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### **Proposed Finance Committee Charter**

#### [10Proposed-Finance-Committee-Charter](#)

Podawiltz: “I move to approve the Finance Committee Charter as presented.” This motion was given a second.

Poawiltz: “The background on this is that in our retreat in May last year [2019] we the Board expressed an intent to establish a standing Finance Committee for the purpose of assisting and advising the Board on governance and oversight responsibilities relating to fiscal management and likewise, assisting and advising staff upon their request.”

Podawiltz: “On November 13, and December 6 of 2019, the Board held public work sessions for the purpose of discussing the establishment of a Finance Committee and it’s charter.”

Podawiltz: “Subsequently, the Board discussed the proposed finance charter at our December 18, 2019 regular meeting. The attached charter, which includes changes discussed and recommended by the Board at the December 18, 2019 regular meeting defines the proposed establishment of this new standing committee.”

Podawiltz: “Do I have to read this entire charter?”

Erickson: “No, you don’t.”

Podawiltz: “Okay. I would like to point out one thing that I believe that we fixed as a result of our discussion last month was under, “Duties and Responsibilities,” we have item I, that the committee (this is referring to the Finance Committee) is empowered to remand any request that is overburdensome or in conflict with their charter back to us, the Board for its disposition.”

Erickson: "That is correct. There is one other change we made from last time too and that was that one Board Director shall be selected by the Board to serve as a committee member."

Podawiltz: "And I also think that we have to put the committee members in line with the committee, Article 12 Bylaws, that their terms are staggered and go in June. We had April in here. This is a correction."

The motion passed unanimously.

### **Board Director appointed to newly-formed Finance Committee**

Erickson: "Item 14, then. As a result of the passage of that Finance Committee Charter, the charter calls for a Board Director to be appointed to the Finance Committee as elected by the Board, itself. So at this point I would entertain a motion to name a Director, other than Diana. Diana, the charter itself says that the Chair of the Audit Committee cannot serve on this committee. So that excludes her."

Podawiltz: "Madam Chair."

Erickson: "Isn't that right?"

Podawiltz: "Madam Chair, that is correct. However I would like to say to the body that the audit for 2019 has already started. I've met with, we the committee have met with the auditors. The scope of the audit is already written. So in reality, my function for the 2019 audit has been fulfilled, other than the receipt of the end product and some fraud questions, which if someone else on the Board would like to step up to that position, I would be more than happy to relinquish my Chair of the Audit Committee to serve as the Board representative on the Finance Committee."

Erickson: "Is there anybody so interested?"

Medica: "Interested in taking over the Audit Committee?"

Erickson: "Taking over the Audit Committee, so that Diana can become eligible..."

Campagna: "Let me ask a question. After the new Board is seated, we could actually change those candidates. Correct?"

Campagna: "And so I think it would be of value and to your point Diana, I think we should look at who's been seated, who gets seated on the Board and then make a determination at that point. But personally..."

Podawiltz: "Let me make sure I understand you. You want to go ahead and seat the Board person to this Committee today and leave me on the Audit Committee so that then the person who is sitting...I mean, I am not trying to blow my own horn here, I don't do that. That's not me. But, I am sitting here on the Board with the financial services and that type of background in my history. And to my knowledge, there is nobody else that has that in their resume. But, if you don't want me to participate in the interview process, trying to select candidates to sit on this, or we delay seating this committee until after April. Is that what you are talking about? I am confused."

Campagna: "That's what I was...I wouldn't word what I was saying is exactly as you put it. But, it's really not my decision. It's the Chair's decision because she made the appointment of you to that committee. And if she chooses to pick someone else for that, that wants to be on it. Obviously, you've got to accept the position, then that's the decision you can make, Cindi, from my perspective."

### **A committee chair can resign at any time**

Erickson: "A chair of a committee can resign at any time. Do you resign?"

Podawiltz: "I resign."

Erickson: "Well, I'd like to, the first thing we would need to do is find a committee chair for the Audit Committee because the Charter for the Finance Committee precludes that person from being eligible from being on the Finance Committee."

Dixon: "I was on the Audit Committee before, I'd be happy to be back on it."

Erickson: "As Chair of the Audit Committee?"

Dixon: "Yes."

Erickson: "Thank you, Buddy."

[clapping]

Erickson: "Okay. So that is a Chair decision. So that is finalized. All right. So now we are entertaining motions for a person to serve on the Finance Committee."

### **Board Members needed to help with new Finance Committee & Interview Committee**

Dixon: "I recommend Tormey."

Campagna: "I would suggest that, I would suggest that Diana is a better choice because she does have a lot more..." [Indecipherable due to clapping].

Erickson: "Please. Allow us to deliberate."

Campagna: "So I would recommend Diana."

Erickson: "Okay. Anybody else? Did you decline?"

Campagna: "Yes, I decline."

Erickson: "Okay. Those in favor of Diana serving on the Finance Committee as the assigned Director, raise your hand and say, 'yes'.

The decision stood. Diana Podawiltz will serve on the Finance Committee.

[clapping]

Erickson: "A Chair decision also is to appoint a Director to serve on the interview for the rest of the Committee Members. Honestly, Diana, I had selected you to do that and that probably isn't going to work now. Is there anyone that would volunteer to do that? Serve on the interview? Tormey, would you volunteer to do that? Okay. All right. You'll serve on the interview committee. Very good."

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### **Disband Potential Board Information Committee & eliminate BOD Recruitment Policy**

[11Disband-Potential-Board-Candidate-Info-Committee](#)

The motion passed unanimously.

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### **New Business**

[Click here to read the Third-Party Marketing Services Discussion report](#)

### **Board Member comments**

Director Podawiltz stated they like doing the evening Let's Talk because they have a lot of daytime meetings and they also occasionally like to enjoy the amenities themselves, in the daytime. Also, the evening times can be better for the people who are still working. The Board also prefers a set time and place for continuity purposes. The new Let's Talk meeting policy is set through the remainder of this Board's term, which ends at the April 15, 2020 Board Meeting.

Director Podawiltz stated the Village restaurants need the support of the community.

Director Mike Medica asked COO, Jason Temple about the replacement of five HVAC units. Specifically, Medica wanted to know about the possible cost-savings we would enjoy with these new units.

COO Temple has agreed to bring this detailed information to the next Board meeting.

Director Buddy Dixon stated that it would be nice to keep up the buffets [Buddy's Buffet and Dining

with Diana] on Board meeting nights. He said, “It seems like the only way we get people to come out and eat at these places.”

Director Podawiltz requested to switch venues with Director Dixon because she needs a larger place.

[laughter]

Director Tormey Campagna echoed Director Podawiltz’s comment regarding the restaurants, stating there are four reasons why we should patronize a restaurant.

1. Convenience,
2. Good food,
3. Reasonable prices, and
4. Good service.

[Click here to view Questions/Comments from the audience](#)

[Click here to watch the HSVPOA BOD Meeting – 1/15/2020](#)

By Cheryl Dowden, January 26, 2020

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**Date Created**

01/27/2020

**Author**

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