



HSVPOA Executive Session Actions

Description

By Cheryl Dowden, May 11, 2020

HSVPOA Special Board Meeting, Part 1

HSVPOA Executive Session actions taken prior to 5-11-20

Editor's note: The May 11, 2020 Special Board Meeting will be presented in a three-part series. The first part is a discussion/transcription of the first part of the meeting in which Chair Podawiltz updated the community on the actions taken in previous executive sessions. Let's begin.

Background

- This is the second time the new Board has called for a special meeting since four new Board Members were seated on April 15, 2020.
- Board Director Nancy Luehring was removed for cause on Wednesday, May 6, 2020. At the time of Luehring's removal, Tormey Campagna also resigned at an Executive Session on Wednesday, May 6, 2020.
- Although we could not find the official Agenda for the meeting on the [Explore the Village website](#), according to last Friday's HSVPOA Digest, the purpose of this special board meeting was to discuss:
 - Executive Session Actions since 4-20-20
 - Board Membership Composition
 - PPP/Cares Act update by CEO, Lesley Nalley

Meeting overview and some details

Chair Podawiltz began May 11th Special Meeting by discussing Board Actions taken at the previous Executive Sessions. She then discussed Board Composition, during which the Board approved the appointment of Chuck Alvord as the 6th Board Director. Finishing up, a presentation by CEO Lesley Nalley was given on the Paycheck Protection Program and discussion ensued.

Physically present at this Special Board Meeting were Chairperson, Diana Podawiltz; Vice-chair, Lloyd Sherman; Director Tucker Omohundro; Director Dick Garrison; Corporate Secretary and Parliamentarian, Marcy Mermel; Corporate Treasurer, Dan Aylward; Chief Executive Officer, Lesley Nalley, and Chief Financial Officer, Liz Mathis.

Participating via video/audio conferencing was Director Kirk Denger. **(After his appointment and swearing in, Director Chuck Alvord also participated in the meeting.)**

The Special Board Meeting was live-streamed. The public was not permitted to attend the meeting due to COVID-19 meeting protocol. [Click here to watch meetings at the HSV POA Official YouTube site.](#)

Below is a transcription of the first part of the May 11, 2020, Special Meeting. I have made every attempt to be as accurate as possible. Headers and items in brackets are not quotations.

Transcription of Actions taken in Executive Session prior to 5-11 Special Board Meeting

Podawiltz: The purpose of this meeting [referring to May 11, 2020 Special Meeting] is to disclose executive meeting sessions that were held since our last public meeting, which we had one held on 4-27 and 5-6. The second agenda topic is Board Member composition. And the third topic is Lesley Nalley and I believe CFO, Liz Mathis, are going to explain and provide an update to the PPP Cares Act and the issues and opportunities for HSVPOA.

Podawiltz: So, I'll begin now with agenda item number one- Executive Meetings held 4-27-20 and 5-6-20. Under Bylaw 9, Board Responsibilities, Authority and Accountability, Section 3, Board Accountability, Private Board Deliberations are permitted and their confidentiality required in the matter of discussions regarding various topics. Among those topics, the Bylaws specifically state discussions regarding legal matters and discussions regarding Board Member conduct. Furthermore, a Board vote, whether taken privately or publicly and as documented and allowed within these bylaws shall be binding on the organization.

Podawiltz: Board actions taken privately shall be communicated during the next Board Meeting, which that's today. Our last public Board Meeting was on 4-20 and our discussion sessions are not business meetings.

Rose Law enters into negotiations with CEO's attorney

Podawiltz: On 4-27-20 we met in executive session for the purpose of discussing legal issues. The following motion was made by Director Lloyd Sherman and seconded by Director Omohundro.

Podawiltz: [quoting Sherman] 'I move to task Rose Law Firm to enter into negotiations with [John D. Coulter of the McMath Woods P.A.](#), the stated attorney representing CEO, Lesley Nalley, for the purpose of the CEO contract currently expiring 3-21-21 [sic] and Board authority.'

Podawiltz: A roll call vote was taken. Those voting 'yes' were Sherman, Campagna, Garrison and Omohundro. Those [sic] voting 'no' was Luehring. Chair Podawiltz did not vote. The motion passed.

Board Member Conduct

Podawiltz: On 5-6-2020 we met in executive session for the purpose of discussing Board Member conduct. There were multiple areas of discussion. The following motion was made by Director Sherman and seconded by Director Omohundro.

Podawiltz: 'I move to remove Director Luehring from the Hot Springs Village Property Owner Association for cause.'

Podawiltz: A ballot vote was taken. The motion passed 5 to 2.

Podawiltz: Director Campagna then wished to read a prepared statement into the record. Chair Podawiltz authorized it. His statement began with a subject that had not been a part of the meeting in any manner. Chair Podawiltz said that would not be allowed. Director Campagna said he would go home and rewrite for submittal. He then read some additional parts of his previously-prepared statement, in which he tendered his resignation.

[Click here to view the video of the 5-11-2020 Special Meeting Video on the HSVPOA Official YouTube channel.](#)

[embedyt] https://www.youtube.com/watch?v=azFhhKr-PfA[/embedyt]

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