



## Memo

To: Board of Directors  
From: Nancy Luehring, Board Director  
Date: March 18, 2020  
Re: Discussion – Proposed Revision to Chapter 1, Article 26 HSV POA Committee Open Meeting Policy, and Chapter 8, Article 3 HSV POA Board of Directors Open Meeting Policy

The Governance Committee has revisited an issue regarding HSV POA Committee Open Meeting Policy, Chapter 1, Article 26 and HSV POA Board of Director's Open Meeting Policy, Chapter 8, Article 3. This discussion was removed from the agenda of the November 20, 2019 regular Board Meeting.

The purpose of these changes is clarification of OFFICIAL HSV POA recordings, videos, and transcriptions of Committee meetings and Board of Director's meetings.

Proposed revisions are as follows:

### **Chapter 1, Article 26 Hot Springs Village POA Committee Open Meeting Policy**

Section D 2. is revised to delete items a-d examples of situations which may justify an executive session, as this is documented in the Bylaws Article IX, Section 3(b)1.

Section F. Video recording and/or voice recording of all Committee and Sub-Committee meetings will not be permitted except by individuals employed by the POA or hired and/or contracted by the POA for such purpose. At the start of each meeting the Committee Chair shall announce this policy to all attendees of the meeting

### **Chapter 8, Article 3, Hot Springs Village POA Board of Directors Open Meeting Policy**

Adds: C. The following statement will be read by the attending Board member or other designated individual prior to the beginning of all official HSV board and committee meetings.

Official recordings, videos or transcriptions of HSV Property Owners Association Committee meetings and/or Board meetings will be done by authorized personnel only and can be viewed on the HSV Property Owners Association YouTube channel and [explorethevillage.com](http://explorethevillage.com). Any other recording, video or transcription of HSV Property Owners Association Committee meetings and/or Board meetings is not considered the Official record of the HSV Property Owners

Association Committee meetings and/or Board meetings.

Unless granted in their charter, Standing committees, derivative sub committees and ad-hoc committees have no decision-making authority that binds the Association, and instead serve as Advisory Committees.

The red-line versions of Chapter 1, Article 26 and Chapter 8, Article 3 are attached.

ARTICLE 26

HOT SPRINGS VILLAGE POA COMMITTEE OPEN MEETING POLICY

A. Except as otherwise specifically provided herein, all meetings of Hot Springs Village POA committees shall be public meetings.

B. The time and place of each regular meeting of a committee shall be published in advance in a generally accepted manner and furnished to anyone who requests the information. If it is necessary to change the date, time or location of a meeting, the committee chairperson shall notify the POA staff and request appropriate public notification. Public notification shall normally be made at least two hours before the meeting takes place.

C. Subcommittees or individual members of committees may conduct business at times that are not announced to the public, providing that all work done by the subcommittees or individual members is reported to the full committee in a public meeting.

D. Executive sessions will be permitted only under the following circumstances:

1. For the Appeals Committee and Audit Committee under the circumstances specified in their charters.

2. When specifically authorized in advance by the CEO for staff committees or POA Board of Directors President Chair for Board committees. ~~Examples of situations which may justify an executive session are:~~

~~———— a. Legal matters.~~

~~———— b. The purchase, lease, exchange or value of real property.~~

~~———— c. Security issues and law enforcement investigations.~~

~~———— d. Economic development negotiations.~~

E. Executive sessions may not be called for the purpose of defeating the reason or the spirit of this policy.

F. Video recording and/or voice recording of all Committee and Sub-Committee meetings will not be permitted except by individuals employed by POA or hired and/or contracted by the POA for such purpose. At the start of each meeting the Committee Chair shall announce this policy to all attendees of the meeting.

**ARTICLE 3**

**HOT SPRINGS VILLAGE POA BOARD OF DIRECTORS OPEN MEETING POLICY**

- A. Except as otherwise specifically provided herein, all meetings of the Hot Springs Village POA Board of Directors shall be public meetings.
- B. (1) The time and place of each regular meeting shall be published in advance in a generally accepted manner and furnished to anyone who requests the information.
- (2) In the event of emergency or special meetings, the Secretary shall notify the public and media in a generally accepted manner of the time, place, and date of the meeting. Notification shall normally be made at least two (2) hours before the meeting takes place in order that the public and media may have representatives at the meeting.

C. The following statement will be read by the attending Board member or other designated individual prior to the beginning of all official HSV Board and committee meetings.

Official recordings, videos or transcriptions of HSV Property Owners Association Committee meetings and/or Board meetings will be done by authorized personnel only and can be viewed on the HSV Property Owners Association YouTube channel and explorethevillage.com. Any other recording, video or transcription of HSV Property Owners Association Committee meetings and/or Board meetings is not considered the Official record of the HSV Property Owners Association Committee meetings and/or Board meetings.

Unless granted in their charter, Standing Committees, derivative sub committees and ad-hoc committees have no decision-making authority that binds the Association, and instead serve as Advisory Committees.

4.D. Executive Sessions. Both confidentiality and transparency must be balanced to prevent harm to HSVPOA or frustrate the deliberations of those individuals elected to govern the organization. Executive sessions are not intended to, nor should they be used to hide important and appropriate information from the property owners, but to protect the innocent, assure confidentiality about sensitive matters, and avoid unnecessary legal expense or action.

(1) Private board deliberations are permitted, and their confidentiality required in these matters:

- i. Discussions regarding employment, appointment, promotion, demotion, disciplining, or resignation of the CEO, as well as all other personnel authority delegated to the CEO;
- ii. Discussions regarding board member conduct and conflicts of interest;
- iii. Discussions regarding legal matters;
- iv. Discussions regarding the purchase, lease, exchange, or value of real property;
- v. Discussions regarding prospective gifts to HSVPOA;

- vi. Discussions regarding security issues;
- vii. Discussions regarding economic development negotiations;
- viii. Discussions of other confidential matters as reasonably expected to protect the organization and its interests.

(2) Public deliberation is otherwise recommended to build property owner trust and support. Board members should not use private deliberations for the sole purpose of circumventing prudent transparency.

Adopted 7-18-12; Revised 12-20-17 (Changed from Chap. 1, Article 24 to Chap. 8, Article 3);