

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
DIAMONDHEAD COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION, INC**

August 20, 2018

A regular meeting of the Board was held at the Diamondhead Country Club, Diamondhead, MS. President Bob Marthouse chaired the meeting and called it to order at 7:00 PM.

Present were President Marthouse, Vice President Craig Harvey, Secretary Karen Rice, Treasurer Bill Hatchett, Director Gary Becker, Director Teresa Ertel, Director Dick Nolan, Director Stewart Nutting, Director Don Silcio, and Ex-Officio Pat Laird. Also present were General Manager Tom Koger, Controller Darrion McInnis, 2020 Chair Annette Williams and approximately 55 members. Director Jerome Tullier was absent.

Minutes of the July 12, 2018 meeting of the Board of Directors – It was noted by Secretary Rice that the motion to approve the minutes of the July 12, 2018 meeting was approved by unanimous Consent to Action on July 19, 2018.

Opening Remarks were made by President Marthouse. He introduced and welcomed Tom Koger as our new General Manager.

Mr. Koger addressed the group saying that he was looking forward to working with the Board going forward.

Diamondhead 2020 Committee Chair, Annette Williams, addressed the group and outlined the make-up of the committee and what work they had begun.

New Business:

- 1. Administration Committee Charter** - Director Nolan moved to approve the charter of the Administration Committee and to delegate the appointment of the committee chairman to the President. Motion was seconded by Director Nutting and passed unanimously. Attached as Exhibit "A".
- 2. Recreation Committee Charter** - Director Nolan moved to approve the charter of the Recreation Committee and to delegate the appointment of the committee chairman to the President. Motion was seconded by Director Silcio and passed unanimously. Attached as Exhibit "B".
- 3. Golf and Country Club Committee Charter** - Director Nolan moved to approve the charter of the Golf and Country Club Committee and to delegate the appointment of the committee chairman to the President. Motion was seconded by Director Harvey and passed unanimously. Attached as Exhibit "C".
- 4. Diamondhead 2020 Committee Recommendation to Dismiss the "Covenants Litigation"** - Treasurer Hatchett moved that the Board of Directors accept the recommendation of the Diamondhead 2020 Committee to authorize and instruct legal

counsel to take all necessary action to voluntarily dismiss the pending litigation styled In Re: Diamondhead Covenants, in the Chancery Court of Hancock County, Mississippi, Cause No. 23CHI:16-cv-403. Motion was seconded by Director Nutting and passed unanimously.

5. **Executive Session meeting time** - Secretary Rice moved to set the Executive Sessions for the hour preceding the monthly public meetings. Motion was seconded by Director Becker and passed unanimously.
6. President Marthouse announced that the next regular meeting of the Board of Directors will be held on Monday, September 17, 2018 at 7:00 PM at the Diamondhead Country Club.

Executive Session - The Executive Session was held at 6:00 PM prior to the evening's meeting to discuss legal and personnel matters. The Executive Session adjourned at 6:55 PM.

Adjournment – A motion to adjourn the meeting was made by President Marthouse and seconded by Ex Officio Laird. The motion passed unanimously. The meeting was adjourned at 7:25 PM.

Respectfully submitted,



Karen Rice

Secretary

approved
8/22/18

**Diamondhead Property Owners Association
Administration Committee Charter**

Purpose

This document details the establishment of an "Administration Committee" to provide support to the General Manager (GM), Comptroller, and any staff member, as identified by the GM that is in need of support. The committee is advisory in nature and has no executive authority.

Meeting Frequency, Format, and Minutes

Meeting Frequency – as required and determined by the Chair.

Location – will be announced by the Committee Chair.

Meeting Format – meetings may be held via telephone, electronic mail, or in person as determined by the Committee Chair.

Minutes – the committee shall keep minutes of its meetings and they will be electronically transmitted to the Board Secretary for archival purposes.

Membership

The committee is shall be comprised of three members, with the chair selected by the Diamondhead POA Board President.

Chair:

Member:

Member:

Hierarchical Structure

The Committee Chairman reports directly to the President of the Diamondhead POA Board. The Chairman will make an official written report monthly to the President regarding the committee's activities.

Background

The Diamondhead Property Owners Association has been in a long period of operation without the benefit of a full-time General Manager. The new General Manager will need support and background information as he or she manages the transition. The Association is in a state of transition, migrating from an antiquated highly proprietary accounting system to commercial off the shelf software, *QuickBooks Enterprise*. The comptroller will need support as budgets are reviewed and reporting details and procedures is updated.

Guidance

The Committee shall perform its duties within the following guidelines:

- The Committee's recommendation(s) to the Board shall be based on a majority vote. No single Committee member may act on their own.
- The Committee has no fiscal authority and no direct authority over an Association Department Head or employee.
- No Committee member will direct or otherwise inform an Association employee.
- The Committee shall comply with memorializing their actions in writing and deliver them to the Board Secretary within one week of meeting.

Submitted for consideration by the Board of Directors this _____the day of _____, 2018.

Robert Marthouse
President, Diamondhead POA Board of Directors

**Diamondhead Property Owners Association
Recreation Committee Charter**

Purpose

This document details the establishment of a "Recreation Committee" (the Committee) to provide advice and recommendations to the Property Owners Association Board regarding policies, procedures and initiatives within the Association's Recreation Department.

Meeting Frequency, Format and Minutes

Meeting Frequency: as required and determined by the Chair.

Location: will be announced by the Committee Chair.

Meeting Format: meetings will be held in person, typically in the Diamondhead Country Club meeting rooms or the Community Center as determined by the Chair.

Minutes: the committee shall keep minutes of its meetings and they will be electronically transmitted to the Board Secretary for archival purposes within one week of meeting.

Membership

The committee is shall be comprised of three members, with the chair selected by the Diamondhead POA Board President.

Chair

Member

Member

Hierarchical Structure

The Committee Chairman reports directly to the President of the Diamondhead POA Board. The Chairman will make an official written report monthly to the President regarding the committee's activities.

Background

The Diamondhead Property Owners Association provides and maintains, at a certain level, amenities for the use of its members. One key aspect that crosses all amenities is recreation. The Property Owner's Association Board supports a robust recreation program in support of our entire population. While the focus of the Committee is primarily recreation opportunities for school-aged children, their span of interest includes recreation opportunities for all ages.

Guidance

The Committee shall perform its duties within the following guidelines:

- The Committee shall consult with the POA General Manager to recommend policy or procedural changes or develop and recommend new initiatives for the Board to review and vote upon.
- The Committee's recommendation(s) to the Board shall be based on a majority vote. No single Committee member may act on their own.
- The Committee has no fiscal authority and no direct authority over any Association Department Head or employee.
- No Committee member will direct or otherwise inform an Association employee.
- The Committee shall comply with memorializing their actions in writing and deliver them to the Board Secretary within one week of meeting.

Submitted for consideration by the Board of Directors this _____ the day of _____, 2018.

Robert Marthouse
President, Diamondhead POA Board

**Diamondhead Property Owners Association
Golf and Country Club Committee Charter**

Purpose

This document details the establishment of a "Golf and Country Club Committee" (the Committee) to provide support to the General Manager (GM) of the Property Owners Association (the Association). The Committee will act as a recommending body and support resource to the President and the GM. Areas of focus will be golf operations and course maintenance and food, beverage, and banquet services. The committee will be tasked with the evaluation of specific areas (e.g., 19th Hole, Pro-Shop, Dining Room, etc.) of the operation as determined and directed by the President and the GM.

Meeting Frequency, Format and Minutes

Meeting Frequency: as required and determined by the Chair.

Location: will be announced by the Committee Chair.

Meeting Format: meetings may be held via telephone, electronic mail, or in person as determined by the Committee Chair.

Minutes: the committee shall keep minutes of its meetings and they will be electronically transmitted to the Board Secretary for archival purposes within one week of each meeting.

Membership

The committee is shall be comprised of four members, with the chair selected by the Diamondhead POA Board President.

Chair:

Member:

Member:

Member:

Hierarchical Structure

The Committee Chairman reports directly to the President of the Diamondhead POA Board. The Chairman will make an official written report monthly to the President regarding the committee's activities. The Committee may form sub-committees as needed. Such sub-committees will be overseen by the parent committee and will report as the Chairman directs.

Background

As the newly elected board and GM begin a transition and evaluation period, support including historical information and evaluation will be needed. The Country Club operational losses must be addressed. As the Board decides to implement change, it will consider the Committee's research, recommendations, and reports on the operational components in question.

Procedures

The Committee shall perform its duties within the following procedures:

- The Committee's recommendation(s) to the Board shall be based on a majority vote. No single Committee member may act on their own.
- The Committee has no executive or fiscal authority and no direct authority over an Association Department Head or employee.
- No Committee member will direct or otherwise inform an Association employee.
- The Committee shall comply with memorializing their actions in writing and deliver them to the Board Secretary within one week of meeting.

Submitted for consideration by the Board of Directors this _____ the day of _____, 2018.

Robert Marthouse
President, Diamondhead POA Board