

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
DIAMONDHEAD COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION, INC.
August 17, 2020

A meeting of the Board was held at 7610 Country Club Circle, Diamondhead Mississippi. President Knobloch chaired the meeting and called it to order at 6:00 P.M.

Present were President Knobloch, Vice President Gillen, Secretary Sislow, Treasurer Rayner, Director Becker, Director Ertel, Director James, Director Nutting, Director Ramirez, Director Tauzin, and Ex-Officio Marthouse. Also present were General Manager Abadie, Attorney Rechten, Controller McInnis and 56 members.

MINUTES – A motion to approve the minutes of the Executive Session of 7/15/20, the Annual Meeting of 7/18/20, the Executive Session of 7/18/20, Board Meeting of 7/21/20 and the Executive Session of 8/10/20 was made by Director James and seconded by Director Nutting. The motion passed unanimously.

APPROVAL/AMEND MEETING AGENDA – A motion to amend the agenda to remove Elliott Homes from the Presentation list and move the President’s Report to follow the Presentation list was made by Vice-President Gillen and seconded by Director James. The motion passed unanimously.

PRESENTATION – Sheriff Ricky Adam discussed the community/police relationship, noting that issues and concerns were and would be addressed as they arose. Sheriff Adam provided his cell phone (228-216-8888) and office phone (228-466-6900), encouraging all to call at any time with concerns or questions. He also noted that Captain Gambino is the Diamondhead contact.

PRESIDENTS REPORT – President Knobloch reported on the activities since July which include:

- an organizational chart of the POA staff available at the meeting with about 145 full and part time employees;
- the financial loss in food, beverage, room rentals and outside golf as a result of Covid-19 restrictions;
- an Executive session of the Board held for personnel and legal issues (5 lawsuits pending);
- the status of the Covid-19 Payroll Protection Plan loan;
- approximately 80 volunteers for Board Committees with 30 members appointed;
- an update of the well-written POA Disaster Management Plan;
- the much-needed maintenance and re-marking of the RV Park;
- a meeting with local real estate Brokers discussing improving the POA website, and reasons for buying in Diamondhead – safety, clean, well-maintained look, and amenities available;

- that when covenants expire, City ordinances take their place (or if there is no city, then county ordinances would apply);
- new ID cards that allow staff to have immediate access to whether a member is in good standing (not over 60 days late in paying dues);
- process for developing 2021 budget has begun;
- that the Board is impressed with the competence and dedication of the staff we have met;
- the first Board meeting was recorded and uploaded to YouTube with hopes to continue and improve the process;
- a detailed map of when covenants expire in specific areas is available at the POA Office, at all Board meetings and on the POA website;
- the POA is not a true public entity so discussion is taking place as to the legality of posting vendor payments for all to see or only for members in good standing; and
- the process for addressing any agenda items was described and will be used as needed with changes possible if necessary.

GENERAL MANAGER’S REPORT – General Manager Abadie provided a report of the current status of operations including a financial summary, 2021 budget preparation schedule, member amenity use statistics, proposed rates to be used for budget planning, violations, and request for constructive criticism at any time.

POA MEMBERS COMMENTS ON AGENDA ITEMS – None made.

UNFINISHED BUSINESS –

1. **Member Comments Procedure** – A motion to table the procedure was made by Director Tauzin and seconded by Vice-President Gillen. The motion passed unanimously.
2. **Approval of Meeting Minutes by Email Vote** – A motion to allow the approval of meeting minutes by email vote was made by Director Ramirez and seconded by Secretary Sislow. The motion passed unanimously.

CONSENT AGENDA – Ex Officio Marthouse requested that the items in the consent agenda be addressed individually.

1. **Violations Committee** - Motion to approve Violations Committee members - Chair Genevieve Mansbridge, Director Teresa Ertel, Director Dennis Tauzin, Member Pat Burgoyne, Member Lee Robinson, Member Ricky Sheppard, and Member Danny Lammers was made by Vice President Gillen and seconded by Director Becker. The motion passed with Knobloch, Gillen, Sislow, Rayner, Becker, Ertel, James, Nutting, Ramirez, and Tauzin for, and Marthouse against.
2. **Recreation Committee** - Motion to approve the Charter of the Recreation Committee and appoint the following members – Chair Director Dennis Tauzin, Secretary Nancy Sislow, Treasurer Karen Rayner, Member KK Walk, Member David Flowers, Member Tiffany Seager, and Member Barbara Gibbons was made by Director Tauzin and seconded by Director Ramirez.

The motion passed with Knobloch, Gillen, Sislow, Becker, Ertel, James, Nutting, Ramirez, and Tauzin for, and Marthouse and Rayner against.

3. **Futures Committee** - Motion to approve the Charter of the Futures Committee and appoint the following members – Chair President Ernie Knobloch, Secretary Nancy Sislow, Member Bob Pineau, Member Cheryl Walton, Member Harold Manning, Member Paul Guichet, and Member Lloyd Ramirez, Sr. was made by Vice President Gillen and seconded by Director James. The motion passed with Knobloch, Gillen, Sislow, Becker, Ertel, James, Nutting, Ramirez, and Tauzin for, and Marthouse and Rayner against.
4. **Food and Beverage Committee** - Motion to approve the Charter of the Food & Beverage/Club Committee and appoint the following members – Chair Director Teresa Ertel, Director Lloyd Ramirez, Jr., Director Dennis Tauzin, Member Pat Burgoyne, Member Jessie Harwood, Member Anna Liese, and Member Sarah Pitts was made by Director Ertel and seconded by Director James. The motion passed with Knobloch, Gillen, Sislow, Becker, Ertel, James, Ramirez, and Tauzin for, and Marthouse, Nutting, and Rayner against.
5. **Marina/Airport Committee** - Motion to approve the Charter of the Marina/Airport Committee and appoint the following members – Chair Vice-President Jerry Gillen, Director Gary Becker, Director Stewart Nutting, Member Ricky Shepard, Member Mike Bennett, Member Dr. Anthony Jackson, Member John Bunce was made by Vice President Gillen and seconded by Director Nutting. The motion passed with Knobloch, Gillen, Sislow, Rayner, Becker, Ertel, James, Nutting, Ramirez, and Tauzin for, and Marthouse against.
6. **Grounds Committee** - Motion to approve the Charter of the Grounds Committee and appoint the following members – Chair Director Lloyd Ramirez, Jr., Director Ron James, Director Teresa Ertel, Member Joe Murray, Member Tom Begley, Member Bill Kennedy, Member Joyce Teerling was made by Director Ramirez and seconded by Director Tauzin. The motion passed with Knobloch, Gillen, Sislow, Rayner, Becker, Ertel, James, Nutting, Ramirez, and Tauzin for, and Marthouse against.
7. **Administration Committee** - Motion to approve the Charter of the Administration Committee and appoint the following members – Chair Jerry Gillen, Treasurer Karen Rayner, Director Gary Becker, Member, Stephanie Hardesty, Member Terry Waltman, Member, Joshua Lindsey, Member Margaret Dutton was made by Vice President Gillen and seconded by Director Becker. The motion passed with Knobloch, Gillen, Sislow, Rayner, Becker, Ertel, James, Nutting, Ramirez, and Tauzin for, and Marthouse against.
8. **Golf Committee** - Motion to approve the Charter of the Golf Committee and appoint the following members – Chair Director Gary Becker, Director Ron James, Director Stewart Nutting, Member Bob Cotie, Member Betty Bowen, Member Jeff Hardesty, Member Charles Bell was made by Director Becker and seconded by Director Nutting. The motion passed with Knobloch, Gillen, Sislow, Becker, Ertel, James, Nutting, Ramirez, and Tauzin for, and Marthouse and Rayner against.

REGULAR AGENDA –

- 1. Residents Not in Good Standing attending POA Events -** Motion to approve a policy that allows only Members in Good Standing to participate in POA sponsored activities was made by Director Becker and seconded by Director James. The motion passed unanimously.
- 2. Board Members Conflict of Interest -** Motion to approve that all Board Members review, adopt and sign the “Code of Ethics and Business”, dated March 15, 2019, assuring the section on Conflict of Interest, page 4, is clearly understood was made by Director Tauzin and seconded by Director James. The motion was withdrawn by Director Tauzin after discussion.
- 3. Re-establishment of Comment system –** Motion to approve the Red-Top comment card system that allows members to provide the Board with comments/questions, etc. was tabled by Director Ramirez.
- 4. Responsibilities of the Board President -** Motion to approve the Board authorization of the President to execute those general executive and administrative documents on behalf of the Corporation that do not substantively impact the Corporation or its Members and for which the governing document of the Corporation does not explicitly require approval of the full Board was made by Director Tauzin and seconded by Director Nutting. The motion was amended to include “a maximum expense limit of \$5,000” by Director Tauzin and seconded by Treasurer Raynor. The amended motion to approve the Board authorization of the President to execute those general executive and administrative documents on behalf of the Corporation that do not substantively impact the Corporation or its Members (in an amount in excess of \$5,000) and for which the governing document of the Corporation does not explicitly require approval of the full Board passed unanimously.
- 5. Airport Capital Expense –** Motion to approve a not to exceed \$4000 capital expense for fuel dispensing equipment and inspection for the Diamondhead Airport was made by Vice President Gillen and seconded by Director Becker. The motion passed unanimously.

POA MEMBERS COMMENTS ON NON-AGENDA ITEMS – Mr. C. Ingraham related his experience with the loss of a valuable item and the quality of caring and diligence of the staff in recovering the item.

NEXT MEETING – The next scheduled meeting of the POA Board will be September 21, 2020 at 6:00 P.M. in the Diamondhead Country Club.

ADJOURN – A motion was made by Director James and seconded by Director Tauzin to adjourn the meeting. The meeting adjourned at 7:05 P.M.

Respectfully submitted,

Nancy Sislow

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POA Board Secretary

Approved on 8/20/20 by email vote