

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

February 18, 2019

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 Donald Silcio, and Ex-Officio Pat Laird. Absent was Director Jerome Tullier. Also present were GM Tom Koger, Controller Darrion McInnis and approximately 25 members.

Financials – Controller McInnis presented the financials for January 2019. They are attached as Exhibit “A”.

New Business:

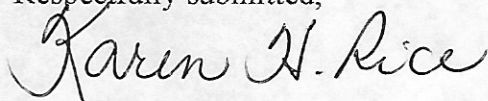
1. **Airport and Marina Committee** – A motion was made by Secretary Rice to establish the Airport and Marina Committee, to approve the charter of the committee, and to delegate appointment of the Committee chair to the President. The motion was seconded by Vice President Harvey. The motion passed unanimously. The motion and the Charter are attached as Exhibit “B”.
2. **Next Regular Meeting of the Board** – Monday, April 15, 2019.
3. **By-Laws Mandated Open Meeting** – March 15, 2019. A short business meeting will be followed by a Town Hall Format event.

Executive Session - The Executive Session was held at 6:00 PM prior to the evening’s meeting to discuss privileged legal and human resource matters. The Executive Session ended at 6:50pm.

Member Forum – Several members took advantage of the time to address the Board with questions or concerns.

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

Respectfully submitted,


Karen H Rice

Secretary

Approved by action of the Board on March 15, 2019

DIAMONDHEAD COUNTRY CLUB & PROPERTY OWNERS ASSOCIATION, INC.
Board of Directors Financial Summary, January 31, 2019

<u>Month</u>	<u>Revenue</u>	<u>Expense</u>	<u>Net Income (Net Loss)</u>	<u>Budget</u>	<u>Budget Variance</u>	<u>Dues Allocation</u>
Membership Dues	275,840	-	275,840	271,138	4,702	-
Country Club	137,069	223,266	(86,197)	(44,050)	(42,147)	86,197
Academy	-	8,840	(8,840)	(7,020)	(1,820)	8,840
Tennis	7,103	14,766	(7,663)	(7,573)	(90)	7,663
Golf Shop	97,678	38,539	59,139	83,856	(24,717)	-
Golf Course Maint	-	86,328	(86,328)	(96,300)	9,972	-
Grounds Maint	-	29,100	(29,100)	(34,101)	5,001	29,100
Facilities Maint	-	41,537	(41,537)	(40,707)	(830)	41,537
Marketing	-	13,202	(13,202)	(13,662)	459	13,202
Pier House	6,250	30,732	(24,482)	(26,008)	1,526	24,482
Airport	2,735	2,907	(171)	87	(258)	171
Marina	6,789	8,887	(2,098)	(2,984)	886	2,098
Recreation	1,534	27,026	(25,492)	(25,014)	(478)	25,492
Administration	21,400	130,470	(109,070)	(118,664)	9,594	109,070
Totals	556,399	655,602	(99,203)	(61,002)	(38,201)	347,854

<u>Year-to-Date</u>	<u>Revenue</u>	<u>Expense</u>	<u>Net Income (Net Loss)</u>	<u>Budget</u>	<u>Budget Variance</u>	<u>Dues Allocation</u>
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<u>Capital Projects</u>	<u>Expensed</u>	<u>Approved</u>	<u>Variance</u>
Grounds	55,854	75,000	19,146
Country Club	-	103,000	103,000
Golf	42,692	224,000	181,308
Tennis	-	14,000	14,000
Recreation	-	36,000	36,000
Facilities/Maintenance	-	25,000	25,000
Administration	-	-	-
Marina	-	-	-
Airport	-	-	-
Contingency	-	255,000	255,000
Totals	98,546	732,000	633,454

**MOTION TO ESTABLISH AIRPORT AND MARINA COMMITTEE
AND
TO APPROVE CHARTER OF AIRPORT AND MARINA COMMITTEE
AND
TO DELEGATE APPOINTMENT OF COMMITTEE CHAIRMAN TO THE
PRESIDENT**

I move that an Airport and Marina Committee be established; that the initial members of the Committee be Bill Hatchett, Gary Becker and Craig Harvey; that the Airport and Marina Committee operate consistent with the Airport and Marina Committee Charter attached hereto as Exhibit A; that the Board of Directors delegate selection of the Chairman of the Airport and Marina Committee to the President; and that the Airport and Marina Committee exist until dissolved by the Board of Directors.

Diamondhead Property Owners Association Airport and Marina Committee Charter

Purpose

This document details the establishment of a "Airport and Marina 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 airport operations, marina operations, ship store operations and the harbor house. The committee will be tasked with the evaluation of specific areas 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 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. 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

The Diamondhead Property Owners Association provides and maintains, at a certain level, an Airport and Marina for the use of its members. As the Board decides to implement change, it

will consider the Committee's research, recommendations, and reports on the operational components of the Airport and Marina (including the ship store,.

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 18th the day of February, 2019.

Robert Marthouse
President, Diamondhead POA Board