

**BELLA VISTA VILLAGE PROPERTY OWNERS ASSOCIATION
BOARD OF DIRECTORS MEETING - (REGULAR SESSION)
JUNE 25, 2020 6:00 p.m. BOARD ROOM AT THE COUNTRY CLUB**

BOARD MEMBERS PRESENT VIA ZOOM: Chairperson David Brandenburg, Vice-Chairperson Mary Sinkus, Directors Jerre Barron, Jr., Teah Bidwell, Sandy Fosdick, Jerry Hover, Jan Simms, and David Whelchel.

BOARD MEMBERS ABSENT: None.

BOARD MEMBER PROXY: None.

OTHERS PRESENT: Chief Operating Officer Tom Judson, Treasurer and Director of Finance and Administration Dwain Mitchell, General Counsel Doug McCash, and Corporate Secretary Tammie Loyd, 12 members and four media representatives.

I. CALL TO ORDER

Chairperson Brandenburg called the meeting to order at 6:00 p.m.

II. PLEDGE OF ALLEGIANCE

III. EXECUTIVE SESSION SUMMARY – JUNE 11, 2020

- a) A property owner brought forth an Allegation of Misconduct against a Director for allegedly violating Policy 1.11 – Conflict of Interest Policy. The Board voted 5-2 (with Directors Hover and Fosdick dissenting), that the Allegation of Misconduct was without merit.
- b) A separate property owner brought forth an Allegation of Misconduct against former Directors Hatcher and Abrahamson, and current Directors Brandenburg, Sinkus, Hover, Bidwell, and Barron, Jr. The Allegation of Misconduct stated that by providing a summary of the Member comments on May 28th, that they had violated Policy 1.10 – Board of Director’s Ethics. The Board voted 5-3 (with Directors Brandenburg, Whelchel, and Barron, Jr. dissenting), that the Directors had violated Policy 1.10 – Board of Director’s Ethics. The Directors resolved to issue a public apology to the Membership and to request the Rules & Regulations Committee review Policy 1.07, Section V and make any recommended changes to the Board. The apology to the Membership was subsequently issued on June 12th.

IV. APPROVAL OF MINUTES (BOARD VOTE)

Chairperson Brandenburg called for a motion to approve the minutes from the May 28, 2020, Regular Session Board Meeting. Director Sinkus motioned to approve the Board of Directors Regular Meeting minutes. Director Barron seconded. There was no discussion. The motion passed unanimously.

Chairperson Brandenburg called for a motion to approve the minutes from the June 18, 2020, Working Session Board Meeting. Director Whelchel motioned to approve the Board of Directors Working Session minutes. Director Sinkus seconded. There was no discussion. The motion passed unanimously.

V. JOINT ADVISORY COMMITTEE REPORTS

- a) Lakes – Mr. Judson stated winter drawdown will be on Lake Rayburn and possibly Lake Ann. The Lakes JAC Subcommittee on Boat Limits shared research they had completed on other private communities' limitations on boat sizes, speed limits, horsepower and class of boat. They are still researching additional information to aid in the development of rules and regulations of boats on our lakes, with the purpose of providing a safe environment on all our lakes.
- b) Recreation – Mr. Judson stated that several maintenance issues were presented and addressed from this month's Recreation JAC Amenity Reports. The committee will elect its officers at the July meeting and the next scheduled Meet and Greet, for new residents, is tentatively scheduled for September 12th.
- c) Golf – Mr. Judson stated that golf rounds were up over prior year and the WAPT and APT event was running smoothly. The Berksdale bridge has been removed and work continues with the Scotsdale bridge.

VI. GENERAL INFORMATION UPDATE

- a) COVID-19 – Mr. Judson stated the staff continues to follow all directives put out by the Arkansas Department of Health. Cases are hitting close to home and all staff and members should stay diligent with following the directives from the State.
- b) OPEN BOARD SEAT – Those interested in serving on the Board until May 31, 2021 should submit their resume to corporatesecretary@bvypoa.com by close of business, June 30th. Interviews will take place on the afternoon, via Zoom or in person, of July 7th. The Board of Directors will vote on July 23rd.

VII. FINANCIAL REPORT BY DWAIN MITCHELL, TREASURER

Mr. Judson reported on the May 2020 financials. The financial reports are located at <https://bellavistapoa.com/governance/financials/>.

VIII. OPEN FORUM – PROPERTY OWNER COMMENTS LIMITED TO 3 MINUTES

- a) Joy Sawyer, Dillow Drive asked if Bella Vista Village and Bella Vista POA were one in the same entity and if the POA owned 650 lots under Bella Vista Village.
- b) Beth Tracy, Rannoch Drive, spoke regarding Policy 3.07 [sic] and the privacy of our amenities with the passing of The 2020 Plan.
- c) Steve McKee, Tiree Place, spoke regarding his recent removal from the Board, the promises connected to The 2020 Plan and the POA issuing guest passes.
- d) Chris Rose, Barra Lane, spoke regarding Policy 3.04 and his recent email to the Board. He stated the policy is written fairly, but we would like to see more wording on the limitations of Association Guests.
- e) Tommy Freytag, Pamona Drive, spoke regarding the removal of Mr. McKee and a lack of reasons given. Mr. Freytag disagrees with who was allowed to vote in the Executive

Session and the Rules & Regulations Committee should change the policy to reflect why Directors are dismissed.

- f) Missy Hyatt, Upavon Lane, spoke regarding the removal of a Director and then a policy change. She also asked what members gained by Participant Guests.
- g) Stacy Berger, Headley Circle, sent in an email, that was read by Chairperson Brandenburg, regarding the removal of Director McKee and who was allowed to vote in the Board's Executive Session.
- h) Mary Stewart, Gaydon Circle, sent an email, that was read by Chairperson Brandenburg, regarding a verbal exchange between Chairperson Brandenburg and Director Hover, that occurred on June 18, 2020. She also expressed concern with the wording of Policies 2.02 and 3.04 and the promises set forth in The 2020 Plan.
- i) Elaine Rosen-Murphey, Naworth Circle, sent an email, that was read by Chairperson Brandenburg, regarding her concern with the proposed changes to Policy 3.04 and the spirit of The 2020 Plan.
- j) Natalie Roller, Rountree Drive, sent an email, that was read by Chairperson Brandenburg, regarding the removal of Mr. McKee and the lack of consistency with standards that all Directors are held to. She also expressed her concerns with Policy 3.04 and non-member access to private amenities.

IX. RESPONSE TO OPEN FORUM

- a) Chairperson Brandenburg responded to the email from Ms. Berger in respect to the allegation of misconduct due to conflict of interest. The misconduct was found to be without merit, by a vote of 5-2.
- b) Chairperson Brandenburg responded to the email from Ms. Stewart. He stated it is the job of the Board Chair to keep the meeting focused and not allow the meeting to bog down. Regarding the proposed changes to 3.04, an example was provided to the membership in September of 2019, with the intent of communicating there would need to be some level of flexibility required in our policies.
- c) Chairperson Brandenburg responded to the email from Ms. Rosen-Murphey. He stated providing 365 days of access to private amenities for special events is an incorrect assumption she has made. Access would be limited to the day or days of the special event. He also encouraged our community to watch and listen to the entire Lakes JAC meeting to obtain a much clearer understanding of what actually took place during the meeting.
- d) Chairperson Brandenburg responded to the email from Ms. Roller. He stated that after review of the summaries of the executive sessions held on May 14th and June 11th, one will find the allegations are markedly different, and comparing them is invalid. He also stated the POA has no control of the City of Bella Vista's 2040 Plan, and all comments should be directed to the city.
- e) Mr. Judson spoke regarding the question of Bella Vista Village and the 650 lots. He asked for Ms. Sawyer to send the information to him so we could understand what the information is referring to.
- f) Mr. Judson spoke regarding Policy 3.04. He encouraged members to listen to the entire Lakes JAC video. He encourages all members to send questions and information to the Board, set up a meeting or give us a call when they have questions.

- g) Mr. Judson spoke regarding not reading all emails from members. He stated the Rules and Regulations Committee has met and is in the process of reviewing Policy 1.07 to ensure this action does not occur again.

OLD BUSINESS

NEW BUSINESS

X. OFFICER POSITIONS (PRESIDENT, VICE PRESIDENT, TREASURER, CORPORATE SECRETARY, ASSISTANT CORPORATE SECRETARY) (BOARD VOTE)

Chairperson Brandenburg called for a motion to appoint Officer Positions in accordance with Article VII of the Bylaws. Director Bidwell motioned to appoint Tom Judson as President, Doug McCash as Vice President, Tammie Loyd as Secretary, Roxie Goines as Assistant Secretary, and Dwain Mitchell as Treasurer. Director Sinkus seconded. After discussion. The motion passed 6-1-1, with Director Hover opposing and Director Fosdick abstaining.

XI. NOMINATIONS FOR CHARITABLE GIVING COMMITTEE (BOARD VOTE)

Director Barron motioned to elect Tom Throne for a second, three-year term to the Charitable Giving Committee. Director Whelchel seconded. There was no discussion. The motion passed 7-0-1, with Director Fosdick abstaining.

Director Sinkus motioned to elect Bob Ritschel for a second, three-year term to the Charitable Giving Committee. Director Barron seconded. There was no discussion. The motion passed 7-0-1, with Director Fosdick abstaining.

Director Bidwell motioned to elect Tony Licausi for a second, two-year term to the Charitable Giving Committee. Director Whelchel seconded. There was no discussion. The motion passed 7-0-1, with Director Fosdick abstaining.

Director Sinkus motioned to elect John Rice for a second, two-year term to the Charitable Giving Committee. Director Bidwell seconded. There was no discussion. The motion passed 7-0-1, with Director Fosdick abstaining.

XII. JOINT ADVISORY COMMITTEE MEMBER NOMINATIONS. (BOARD VOTE)

Director Barron motioned to accept the Recreation JAC nomination of Scott Dreas to an initial, three-year term. Director Sinkus seconded. There was no discussion. The motion passed 7-0-1, with Director Fosdick abstaining.

Director Simms motioned to accept the Golf Joint Advisory Committees nomination of Dave DeGraff for an initial, three-year term. Director Whelchel seconded. There was no discussion. The motion passed 7-0-1, with Director Fosdick abstaining.

XIII. REVIEW OF AMENDED POLICY 2.05, REGULATION OF COMMON PROPERTY – SECOND OF TWO READINGS. (BOARD VOTE)

Director Barron motioned to approve the amended changes to Policy 2.05, with this being the second of two required readings. Director Bidwell seconded. There was no discussion. The motion passed unanimously.

XIV. REVIEW OF BYLAWS, ARTICLE VI, BOARD OF DIRECTORS: MEETINGS – SECOND OF TWO READINGS. (BOARD VOTE)

Director Sinkus motioned to approve the changes to Bylaws Article VI as recommended by the Rules and Regulations Committee. This is the second of two required readings. Director Barron seconded. There was no discussion. The motion passed unanimously.

XV. REVIEW OF BYLAWS, ARTICLE XI, MEETING OF MEMBERS – SECOND OF TWO READINGS. (BOARD VOTE)

Director Welchel motioned to approve the changes to Bylaws Article XI as recommended by the Rules and Regulations Committee. This is the second of two required readings. Director Simms seconded. There was no discussion. The motion passed unanimously.

XVI. REVIEW OF POLICY 2.02, RESERVATION OF AMENITIES AND FEE POLICY – SECOND OF TWO REQUIRED READINGS. (BOARD VOTE)

Director Barron motioned to approve the changes to Policy 2.02 as recommended by the Rules and Regulations Committee. This is the second of two required readings. Director Welchel seconded. After discussion, the motion passed 6-2, with Directors Hover and Fosdick opposing.

XVII. REVIEW OF POLICY 3.03, MEMBERSHIP CARDS – SECOND OF TWO REQUIRED READINGS. (BOARD VOTE)

Director Welchel motioned to approve the changes to Policy 3.03 as recommended by the Rules and Regulations Committee. This is the second of two required readings. Director Barron seconded. After discussion, the motion passed unanimously.

XVIII. REVIEW OF POLICY 3.04, GUEST POLICIES – FIRST OF TWO REQUIRED READINGS. (BOARD VOTE)

Mr. Judson stated the proposed changes in Policy 3.04 clarifies the different categories of guests and their access to the amenities. It also grants the Board or Association Committees limited ability to allow special events.

After further discussion, Director Sinkus motioned to table Policy 3.04 and send it back to the Rules and Regulations Committee. Director Fosdick seconded. There was no further discussion. The motion to table failed 2-6, with Chairperson Brandenburg, and Directors Sinkus, Barron, Bidwell, Simms, and Welchel opposing.

Director Bidwell motioned to approve the changes to Policy 3.04 as recommended by the Rules and Regulations Committee. This is the second of two required readings. Director Barron seconded. There was no discussion. The motion passed 6-2, with Directors Hover and Fosdick dissenting.

Chairperson Brandenburg asked the Rules & Regulations Committee to go back and review Policy 3.04 to make additional changes that are warranted and necessary. He also asked that Joint Advisory Committees to discuss special events and place them on their agendas. The Joint Advisory Committees will be trained in August.

XIX. ANNOUNCEMENTS – Meetings dates and times are subject to change as a result of the COVID-19 pandemic.

- a) **Board of Directors GM Meeting** – Monday, June 29th at 4:30 p.m. in the Boardroom at the Country Club. (This is a closed meeting)
- b) **Board of Directors GM Meeting** – Tuesday July 7th at 4:30 p.m. in the Boardroom at the Country Club. (This is a closed meeting)
- c) **Board of Directors Work Session** – Thursday, July 16th at 9:00 a.m. in the Boardroom at the Country Club.
- d) **Board of Directors Regular Session** – Thursday, July 23rd at 6:00 p.m. in the Boardroom at the Country Club.

XX. ADJOURNMENT

Chairperson Brandenburg adjourned the meeting at 7:44 p.m.

Submitted:

Approved:

Tammie Loyd, Corporate Secretary

Chairperson

David Brandenburg, Board