

# Holley-Navarre Water System, Inc.

## Regular Board Meeting Minutes

May 16<sup>th</sup>, 2017

Bien May, Board President, called the meeting to order at 7:00 P.M. The following Board of Directors were present: Bien May, Gaius Bruce, Ricki DeSantis, Robert Coley, Brian Kelly and James Calkins. Troy Bossier was absent. Also present were: Phil Phillips, Zach Lewis, Clinton Wells, Cory Snyder, Paul Gardner, Barbara Carawan, Dale Long, Danny Hawkins, Mike Tidwell and Deborah Kharuf (stenographer).

**April 2017 Minutes** – Discussion on timeframes allowed for the review of meeting minutes prior to approval. **Robert Coley motions to accept the minutes as presented. Motion fails without a second.** Further Discussion. **James Calkins motions to table the approval of the April 2017 minutes until next month’s board meeting. Gaius Bruce seconds. Ricki, James, Gaius and Brian vote aye, with Robert and Bien voting against. Motion passes.**

### **Financial Report**

Brian Kelly goes over the Financial Report and Water/Sewer Taps. Revenues were up 15.9% from March and Expenses were down 21.2% in April. April had 36 water taps and 31 sewer taps. **Gaius Bruce motions to accept the financial report as presented. Ricki DeSantis seconds. Motion passed by unanimous vote.**

### **Information Request**

James Calkins would like to receive copies of the video recordings from tonight’s board meeting as well as the prior meeting. Bien explains that according to Robert’s Rules of Order a 2/3 vote is required to add the item to the agenda before it can be addressed. **James Calkins motions to receive the video recording of this meeting and the previous board meeting. Ricki DeSantis seconds.** Discussion ensues on Robert’s Rules of Order and whether or not the Board has a policy requiring them to adhere to them. Mike Tidwell provides clarification that it’s been board policy to follow Robert’s Rules of Order and the item should be voted upon to first be added to the agenda. **James Calkins motions to add the video request for himself to the agenda, for both the May 16<sup>th</sup> board meeting and the April 21<sup>st</sup> board meeting. Ricki DeSantis seconds. James, Ricki and Brian vote aye. Robert, Bien and Gaius vote against. Motion fails.** Gaius suggested taking it up in the workshop. Bien states that the workshop needs to be scheduled.

### **Personnel Committee**

Robert Coley states there is nothing new to report, as there was not a meeting this month.

### Retirement Committee

Brian Kelly comments that Wells Fargo has been doing an excellent job and they will be reviewing statement allocations over the next few months.

### Engineering Report

Phil Phillips reports that construction has begun on the Panhandle lift station project and construction will start next Monday on the Greskovich project, as the last permit has been obtained. Future reuse needs will also be discussed with both the county and with Gulf Breeze in upcoming meetings. Additionally, Paul gives an update that Buck Paulchek is no longer with HNWS and all engineering needs will now be handled by M.E.S.I. Phil introduces Cory Snyder as the new M.E.S.I employee. Cory will be dedicated to HNWS but will also be handling 3<sup>rd</sup> party work for M.E.S.I.

### Unfinished Business

1. Recognition of Rob Williamson – Commissioner Rob Williamson was presented with a Letter of Appreciation, for which he accepted and thanked the Board.
2. Board Member Resource Manual – Bien thanks management and staff for preparing the manual and would like all new board members to receive the packet upon becoming directors. **Gaius Bruce motions to approve the distribution of the Board Member Resource Manual to all new board members. Robert Coley seconds and the motion passes unanimously.**

### New Business

None.

### Open forum

1. Yvonne Harper – A member, who represents a local homeowner's association, questions the board on providing public notice for board meetings, specifically notice for the previous board meeting held on April 21<sup>st</sup>, 2017. She asks if the meeting was noticed two days in advance and how it was noticed. Barb states it was emailed to the Board of Directors. She then questions why members were not notified. Discussion ensues on F.S. 617 and whether or not both directors and members need to be notified, with clarification provided by Mike Tidwell. She then questions the purpose of preboard meetings and why they are not noticed if board issues are being discussed. Bien states the purpose of preboard meetings is to plan and prepare for the regular meetings, as well as discuss confidential matters that may include legal and personnel issues. He also points out that information requests for the transcripts can be submitted. Ms. Harper then asks if the agenda has been approved, as Robert's Rules of Order indicates they are typically approved at the start of board meetings and amendments can be made at that time. Bien clarifies, stating past board procedure allows the chairman to

control the agenda. She asks next if any board members will be resigning in the near future, with Bien confirming that he has not received any resignations from any board members. Each board member then confirmed that they are not resigning. Next, she questions a previous policy which stated that if any board members had relatives working for the system they were not permitted to serve on the board and that you had to reside in the franchise area to serve; when did that policy change? Bien stated he would have to research that. Gaius confirmed the rule is that they have to be a member of the water district. Paul confirms there is a policy in place to address board members having a relative (it stops at uncle) working at HNWS.

2. Ken Walker – Ken, the former General Manager for HNWS, provides additional clarification on board policies and rules that were questioned by Ms. Harper. He confirms that there are policies as well as rules and regulations that the board approves. There was a rule the board approved that provided regulations on who could serve on the board, but several years back the board reviewed and changed the rule stating that you don't have to reside in the franchise area, but he did not believe the rule was changed on the relative or to what degree of relative. He also explained the purpose behind preboard meetings (which he initiated during his time as General Manager). He states their main purpose is for management to meet and update board members in preparation of upcoming board meetings and to discuss confidential matters. He also emphasized the importance of the board member's main function, which is to do those things that are in the best interests of HNWS, not the community, not the employee and not the board of directors, but HNWS; and if they don't they should not serve on the board and he feels creating negative correspondence against HNWS is not appropriate. The only things individual board members are allowed to do are those things that the board approves you to do.
3. Carmen Reynolds, 9621 Sunnybrook Dr. – Ms.Reynolds expressed her concern over the lack of respect shown in the preboard meeting and would like to see the Board to put aside their differences and move forward. She also brought up quality control issues with the contractor handling the FlexNet meter change out. Clinton Wells asked for the addresses of the effected homes in order to have the problems addressed. The reasoning behind having a contractor perform the change out and the cost was also explained.
4. Debbie Gunnoe, 2143 Chatsworth Dr. – Ms. Gunnoe inquires on resigning board members, what the process is for replacing them and if members are notified. Bien states the replacement is appointed by the Board at the next regularly scheduled board meeting and serves until the next election takes place. She expresses her concerns over the membership not being able to have a say in

picking a replacement. Paul then explains that the appointed board member would have to be elected by the members at the next election.

5. Geo Mayer, 6931 Turnberry Cir. – Mr. Mayer asks if members have access to the minutes and financial statements contained in the member packet. Bien states the financials are posted on the website and minutes can be obtained via an information request. He states James made a motion to have the minutes posted to the website 14 months ago and it passed. The minutes will be reviewed for confirmation.

**James Calkins motions to have an item added to the agenda, providing notice of the preboard meetings and the minutes on the website.** Gaius reminded James of the purpose of the preboard meeting and asked if he disagrees with the purpose. Although James agrees with the purpose he feels that they should be open to the public. Bien addressed confidential discussion that is sometimes held in those meetings. Bien directs the meeting back to open forum.

6. Tamara Fountain, 2022 Fountainview Ct – She starts by commending the Board on the many positive things they've done. She then inquires on the chartering of HNWS and if the governing rules of Sunshine apply. It is her opinion that HNWS may be subject to Sunshine after researching HNWS' charter and their franchise information.

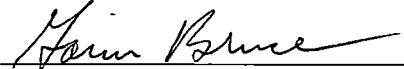
Bien returns to James' request. **James motions to add an item to the agenda, which is to add the minutes to the website and post the notice of the preboard meetings to the website.** Discussion continues on whether or not they should be posted due to confidential information. Ms. Harper voices her opinion that the minutes should be released except for any confidential minutes. Ms. Fountain suggests amending the motion to redact confidential information prior to posting the minutes. Robert Coley suggests tabling the issue to allow for attorney review. **James changed his motion to add an item to the agenda, to add the notice of the preboard meeting to the website.** Robert asks if James is referring to posting the actual agenda or notification of the meeting. James wants the meeting agenda and notice posted to the public. **Ricki Desantis seconds. Motion to add this item to the agenda passes unanimously.**

**James Calkins motions to notify the public of preboard meetings on the website and to also post the meeting's agenda, on the Friday prior to the Tuesday meeting. Ricki seconds.** Ramifications of posting the agenda are discussed, as it's common for it to be amended during preboard meetings. James stated the agenda can be amended at the meeting and the public can make recommendations. **Motion passed unanimously.**

**Action Items**

1. Board meeting minutes from approximately 14 months ago will be reviewed for motions regarding minutes/transcripts being posted to the website.
2. April 2017 board meeting minutes are pending approval until the next board meeting.
3. Workshops will need to be scheduled for board members to attend.
4. Set in place a policy to notify the public of preboard meetings on the website and also post the meeting's agenda, on the Friday prior to the Tuesday meeting.

Meeting adjourned 8:10 P.M.

  
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Gaius Bruce Secretary/Treasurer