

Holley Navarre Water System, Inc.
Special Session (Closed Meeting)
(Legal and Personnel Issues)

July 28, 2022

Board President, Joe Campbell, called the meeting to order at 5:58 P.M. The following Board of Directors were present: Joe Campbell, Mark Miller, Bill Thiel, Mike Kennedy, Don Linnell, James Dabney, and Daryl Lynchard. Will Dunaway, Esq., HNWS Legal Counsel was also present.

Personnel and Legal Matters: The agenda items listed below were addressed during the session. Robust discussion among Board members occurred for each item. Legal inputs from the HNWS legal representative, Will Dunaway, were provided when requested. There was one (1) formal motion presented and voted on during discussion and is listed with the appropriate new business discussion item below. Audio and video recorders were not present.

Prior to the start of any discussion items Board President Campbell reminded all Board Members of their responsibilities to adhere strictly to published HNWS “Code of Conduct” rules during all public and private meetings where they were participating in Board activities.

Unfinished Business

CEO Assessment: All HNWS Board Members were tasked at the June 29, 2022 Closed Executive Session to provide recommended inputs inclusion in the CEO Performance Assessment for the first year of his contract (December 6, 2020 to December 5, 2021) to the Board President. Comments received by the Board President will be reviewed and presented during a private feedback session between the President and the CEO. No action taken.

New Business

1. An individual Director requested access to the salary data for every employee of HNWS. The Director further stated that he had requested this data directly from HNWS Human Resources and was denied access due to HR privacy concerns. General consensus of a majority of the Board was specific salary data for individual employees of HNWS except for the CEO should be made available to the Board, if requested by the Board, but not be made available to an individual Board member or the general public.
2. Robust discussion occurred concerning a video posted on social media by the *Preserve Navarre Organization* which contained specific allegations of unlawful activities of the HNWS CEO. Detailed discussion by Board along with inputs, when requested, from HNWS Legal Counsel followed.
 - **Motion was made by Director Miller and seconded by Director Linnell tasking HNWS Legal Counsel to engage an independent Third Party to conduct a thorough investigation to determine the underlying details of criminal case number 36,616 in Midland Texas. Motion passed by voice vote (5 yea, 2 no). Cost ceiling for third-party investigation set at NTE \$10,000 without obtaining additional Board approval.**
 - Local press release in response to Preserve Navarre social media video was reviewed. Legal Counsel was tasked to revise draft press release to incorporate changes. Board

President would e-mail final version to all Board Members and upon receipt of their concurrence release the final document to the local Press.

4. A Director questioned whether certain financial transactions between HNWS and The Club at Hidden Creek (TCHC) violated FL statutes. HNWS Legal Counsel was tasked to review and provide legal opinion on the matter.

5. HNWS HR Nepotism Policy (approved by previous Board) document was discussed. No actions taken.

Meeting adjourned at 7:22 P.M.

William E. Thiel
Bill Thiel, Secretary/Treasurer