

**Sparkling Waters Homeowners Association (SWHA)
Board of Directors (BOD) Meeting
December 7, 2023**

Participants:

Barry Graham, President
John Totty, Vice President
Alicia Graham, Secretary/Treasurer
Michael Manion, Director-at-Large

1. Meeting conducted via Google MEET video conference and commenced at 8:04 PM CT. Meeting was recorded. It was properly noticed with notices posted on website November 26, 2023 and also near the mailboxes on November 29, 2023.
2. BOD approved the October 1, 2023 minutes without any stipulations. Minutes posted at: <https://sparklingwatershoa.com/Documents.php>
3. BOD approved committing to Google Workspace for cloud storage/video conferencing, paying on an annual basis vs monthly. The annual rate for Google Business Standard is \$12 per user per month (\$432 per year) which is 16.67% cheaper than the monthly rate. Need Business Standard over Business Starter as we require shared drives that all directors can see/use. Shared drives are not available with Business Starter.
4. All four directors voted in favor of the Meeting Procedures discussed at October 1st meeting.
5. Meeting Procedures Summary:
 - a. Open Forum at the end of each meeting is for directors to bring up issues and, unless otherwise noted on the agenda, association members can also speak about individual topics, however, they are limited to three minutes each.
 - b. All attendees should not be disruptive nor use obscene language, or interrupt others.
 - c. All meetings shall be adjourned in two hours or less, unless the chair or the BOD, by majority vote, authorizes an extension.
 - d. Video recording by members is permitted provided they do not interfere with conducting of the meeting and get advanced permission.
 - e. Meeting notices will be posted on the website, at each mailbox center and next to the easternmost Sparkling Waters sign within the times required by Florida statute, which is 48 hours for typical board of directors meetings, two weeks for board of directors meetings at which we're going to vote on budget-related issues and two weeks for annual meetings. SWHA will mail notices as required by the association's by-laws or Florida Statute.
6. As discussed at the October 2023 BOD meeting, Barry made significant changes to the proposed election procedures, primarily due to conflicts with the by-laws. Since our by-laws allow nominations from the floor, e-voting in compliance with Florida statute 720.317, which requires advance ballot preparation, is not possible. BOD agreed to make whether the membership desires a change to the by-laws to allow for e-voting, a voting item at the next annual meeting.
7. Since the October BOD meeting, Barry made two additional changes to the proposed election procedures which are regarding nomination procedures for candidates for officer positions. First, members should notify the secretary of a candidate nomination in advance of the annual meeting. However, if a candidate is nominated from the floor as allowed by our by-laws, then the candidate would have to be qualified during the meeting, and therefore would not have their names listed on ballots provided to the members in advance of the meeting. The second change regards resolutions to be voted for at an annual meeting. Members may propose resolutions to be voted on from the floor. However, if they identify it to the secretary at least seven days in advance of the meeting, then the text of the resolution would be included on ballot. Resolutions for special meetings may be identified either by a board member or by an individual member. Individual members may only identify topics for a special meeting in advance because special meetings are intended for a single purpose only.
 - a. As far as voting procedures go, there are basically five different types: voice vote, secret written vote, proxy, vote by video teleconference, and written ballot. Voice vote is not secret and is not auditable.

- b. Secret vs non-secret voting: The by-laws require us to have a secret vote for officers (unless waived by the majority of those present) which is auditable. Each property owner or proxy would receive an unmarked ballot at the annual meeting, which they would execute at the same meeting. Proxies are only good for the designated meeting and expire in 90 days.
 - c. Quorum. If a quorum has not been attained, the meeting can be adjourned until a quorum is attained.
 - d. Voting via the polling option in a video conference is not secret and is not considered electronic voting. It is not a public vote like a voice vote, because the secretary knows how they voted. It is also auditable.
 - e. The fifth type is written voting. The new election procedures eliminate the use of a written ballot in advance of the meeting. Reason is abuse of advance ballots during the last annual meeting. Use of written ballots is reserved for the purposes of attaining a quorum. It would be used only after the meeting has been adjourned and only for the purposes of attaining a quorum for resolutions such as approving the budget, not for electing officers. A written ballot is not secret since the members name and signature are on the ballot itself. They are auditable as they can be recounted.
 - f. Electronic voting. It is a type of voting through the use of a third-party vendor who supports electronic voting, such as Election Buddy. However, use of an e-voting service is not possible without a change to our by-laws to disallow officer nominations and resolution proposals from the floor during the annual meeting. Electronic voting per Florida Statute would require the list of candidates and proposed resolutions to be solidified prior to the meeting.
 - g. Election auditor or auditors. The board may appoint an election auditor or multiple election auditors if they perceive a need or if it is requested by an individual member of the association. However, only the board selects the auditor(s). The auditors may also take the place of the secretary in the event that the election for the office of secretary is contested.
 - h. All four directors voted in favor of the revised election procedures. Alicia will post them to the website.
8. Initial Draft Continuity of Operations Plan (COOP) and Transition Plan. The Continuity of Operations Plan would cover the procedures in the event of a disaster, either a natural or man-made disaster such as fire. It would also cover officer succession that could be due to death, disability, or unavailability, either temporarily or permanently. The transition plan will also address the natural and planned changing of officers due to elections and retirements.
- a. Alicia briefed the plan still needed work and that it was divided into three parts: 1. Detailed steps for reacting in a case of a disaster to include advance preparations, 2. Officer Succession and 3. Transition Planning. The section on disaster planning includes phone numbers, family emergency plans and preparation steps such as printing out disaster plans on paper in case of loss of power and internet.
 - b. There is a fourth part called a Restricted Addendum, which contains sensitive information such as account numbers or personal information. Distribution of the Restricted Addendum is limited to the BOD.
 - c. The initial draft Transition Plan includes an officer succession table for various scenarios. For example: if we lose the president, then the vice president moves into the president position and the officers basically move up and we appoint a new director-at-large. More scenarios may be needed. Directors will review the draft COOP and Transition Plan and provide input.
 - d. Concerning loss of the treasurer. Top priority for the surviving directors would be to take over the electronic bank accounts, appoint a new treasurer and pay bills. In the loss of the president as well, then the vice president would need to visit a Synovus branch personally and bring the documentation as explained in the plan. Plan reviews recurring bills, account numbers and pay schedules.
 - e. Barry said that there are missing sections. For example, we need to add in-processing and out-processing checklists. What do outgoing directors need to turn in to the

association? We were looking to have a draft in January, so for this first review, need directors to identify what else needs to be added.

- f. John Totty recommended setting aside a couple hours on a Saturday morning to walk through the motions and review the checklists once the plan is ready.
9. New Business:
- a. With cold weather expected towards the end of December, BOD agreed to shut off water to common dock by December 14th. Cold weather damage to dock plumbing last year occurred on December 21st.
 - b. Need to schedule the next BOD meeting in February 2024 in order to approve the agenda for the April annual meeting as well as the proposed budget.
10. BOD meeting adjourned at 8:54 PM CT.

Minutes as recorded by:

Alicia Graham, SWHA Secretary/Treasurer

Approved by:

Barry Graham, SWHA President

Attachment: BoDMeetingCharts20231207.pdf

BOARD OF DIRECTORS MEETING DECEMBER 7TH, 2023

Sparkling Waters Homeowner's Association

AGENDA

- Meeting notice
- Approval of October 1, 2023 BOD Meeting Minutes
- Draft Rules/Procedures for Speaking at Meetings
- Draft Rules/Procedures for Elections
- Draft of Continuity of Operations Plan (COOP) and Transition Plan
- Commitment to Google Workspace
- Next BoD meeting

MEETING NOTICE

- Meeting properly noticed
 - At least forty-eight hours notice to all members required
 - Posted on webpage November 26, 2023
 - Signs posted near mailboxes and entrance sign (prominent places) on November 29, 2023
- No objections to notice

REVIEW OF MINUTES TO OCT 1ST BOD MTG

- Comments
- Approval

DRAFT PROCEDURES FOR MEETINGS

- Meeting Notice Procedures
- Members can speak at BOD meetings during “open forum” and only on topics on the pre-published agenda
- Time Limit: 3 minutes per property
- Member must be recognized by meeting chairperson
- 2-hour time limit for BOD and annual meetings, unless a majority of BOD agrees to extend
- For members to video record a meeting requires advance permission

DRAFT PROCEDURES FOR MEETINGS

- Directors comments/questions
- Members comments/questions
- Vote:
 - Barry Graham
 - John Totty
 - Alicia Graham
 - Michael Manion

DRAFT ELECTION PROCEDURES

- Officer nominations may be received in advance or from the floor by member for themselves or others
 - If advance, candidate will be “qualified”, and if > 7 days prior to meeting included on ballot
 - If from floor, candidate immediately “qualified”, name will not be listed on the ballot (write in)
- Resolutions identified to the Secretary from the BoD, from members in advance, or from the floor
 - If from BoD or member more than 7 days in advance, resolution will be included on the ballot
 - If from floor, text must be specified, motion seconded, not be included on the ballot (write in)
- **Voting procedures:** No vote needed for non-contested Officer positions, members may waive written secret vote if approved by a majority of those attending. Five types of vote:
 - Voice Vote: If members have voted to waive secret vote. Vote is public. Not secret, not auditable.

DRAFT ELECTION PROCEDURES (CONT.)

- **Voting Procedures (cont.):**
 - Secret Written Vote: Assoc will pass out ballots without distinguishing markings for members to use. Members place in a collection vessel when time to vote. Vote is secret and auditable.
 - Proxy: In writing and filed with the Secretary. Effective for only one meeting. If proxy is not specified then awarded to President. Proxies procedures same as Secret Written Vote. Vote is not public, but is not completely secret. Vote is auditable.
 - Vote by Video Teleconference: Member participating by VTC can vote by voice vote, or using vote function. If using vote function, the vote is not public, but is not completely secret. Vote is auditable.
 - Written Ballot: Used only after the meeting to achieve a quorum. Vote is not public, but is not secret. Vote is auditable.
- **Electronic Voting.** Not allowed by our By-Laws since they allow nominations from the floor.
- **Election Auditor.** The Board may appoint one or more election auditors to conduct or audit the election as needed.

DRAFT ELECTION PROCEDURES

- Directors comments/questions
- Members comments/questions
- Vote:
 - Barry Graham
 - John Totty
 - Alicia Graham
 - Michael Manion

DRAFT CONTINUITY OF OPERATIONS PLAN/TRANSITION PLAN

- Ready for initial review; review for:
 - Needed additional content, or
 - Substantive changes
- Format will undergo a major change
- Purpose
 - Continuity of Operations – Disaster (natural or man-made: fire, storm, flooding, etc.)
 - Continuity of Operations – Officer Succession (due to death, disability, or unavailability)
 - Transition Planning: Natural and planned changing of officers due to elections and retirements

DRAFT CONTINUITY OF OPERATIONS PLAN/TRANSITION PLAN (CONT)

- Part I: Continuity of Operations Planning: Disaster
 - Sections: Introduction, Critical Functions, Internal Communications, Alternate Facilities, Family Emergency Plans
- Part II: Continuity of Operations Planning: Officer Succession
 - Sections: Introduction, Orders of Succession, Delegation of Authority, Officer Authorities and Duties, Plan Deactivation after Emergency has Passed
- Part III: Transition Planning
 - Sections: Introduction, Planned /Permanent Officer/Director Transition, Preparation of Incoming Officers/Directors, Items to be Passed/Transferred to Incoming Officers/Directors, In-processing/Out-processing Checklists
- [Restricted Addendum](#) with financial and personally sensitive info (e.g. acct numbers, next-of-kin) etc.

SCHEDULE FOR CONTINUITY OF OPERATIONS/TRANSITION PLAN

Recommendation:

- Complete Draft Disaster Plan/Continuity of Operations Plan by January 2024 and present final plan to membership at April 7, 2024 meeting.

COMMITMENT TO GOOGLE WORKSPACE

- Last meeting we agreed to try Google Workspace
- Installed and figured it out
- Costs less if we go annual
 - Monthly: $\$14.40 \times 3 \text{ Licenses} = \43.20 ($\$43.20 \times 12 \text{ months} = \518.40)
 - Annually: $\$144.01 \text{ USD per user/year}$ (~~$\$172.80 \text{ USD}$~~ 16.67% off) $\times 3 = \$432.03$
 - Annual plan (yearly payment); Requires 1 year contract, subject to closeout charge for early termination. No refunds for the prepaid amount
 - Pay each year based on total users committed upfront, starting Dec 7, 2023; Add users as needed, remove users only when you renew the contract
 - On completion of your contract period, your subscription will renew as per your renewal settings
- Recommend we go to an annual plan

COMMITMENT TO GOOGLE WORKSPACE

- Directors comments/questions
- Members comments/questions
- Vote:
 - Barry Graham
 - John Totty
 - Alicia Graham
 - Michael Manion

NEW BUSINESS

- New business from the Directors
 - Fidelity bond insurance requirements FL statute 720.3033(5). Paid USLI \$347 for Fidelity/Crime coverage-expires July 2024. If we cancel in April, we can get a pro-rated refund.
 - Board of Directors “errors and omissions” insurance premium: \$73.44 (Auto-owners Insurance). Retroactive to April 2023, renews in March 2024.
- Report on Home sales, new owners
- New business from the Members

BACKUP SLIDES

GOOGLE WORKSPACE

- Business Starter. Costs \$6 per user per month (\$288.00 per year for 4 BOD members). Provides email accounts, video conferencing, 30 GB per user pooled storage, shared calendars, Forms survey builder, Security (2-step) and management controls, and standard helpdesk support. (*HOA Electronic File Storage currently totals **13 GB***)
- Business Standard: Costs \$12 per user per month (\$576 per year for 4 BOD members). Same as Business starter but with 2 TB per user of pooled storage. Can pay extra for enhanced helpdesk support.
- Business Plus: Costs \$18 per user per month (\$864 per year for 4 BOD members). Same features but with 5 TB per user of pooled storage. Can pay extra for enhanced helpdesk support.