



OCEAN PINES ASSOCIATION, INC.
BOARD OF DIRECTORS SPECIAL MEETING
AGENDA
Monday, October 11, 2021
3:00 pm, Clubhouse Meeting Room

Call to Order – Larry Perrone- President

Pledge of Allegiance – all

Approval of Agenda – Board

President's Remarks – Larry Perrone

Public Comments

Motion to Remove from the Board Director Janasek - Colette Horn

Motion to Go into Closed session - Larry Perrone

Motion to appoint replacement director(s) (Verbal) - Larry Perrone

Election of Secretary - Directors

Adjourn

From: Tom Janasek <tjanasek@oceanpines.org>

Sent: Thursday, September 30, 2021 6:33 PM

To: Colette Horn <chorn@oceanpines.org>; Doug Parks <dparks@oceanpines.org>

Cc: Directors <directors@oceanpines.org>

Subject: Re: Clubhouse

Are you serious, I'm sharing this email with the press!!! How deep are you up Larry's ass?

Sent from my Verizon, Samsung Galaxy smartphone

CENSURE RESOLUTION
TOM JANASEK

Background

Tom Janasek is a member of the Ocean Pines Board of Directors. In 2018, the Board of Directors adopted Resolution B-08, which establishes the ethical standards of the Board of Directors and establishes limits on director interaction with an employees.

Resolution B-08 provides in relevant part:

- 1) [Directors are] [t]o abide by Board's decisions, even if they disagree – *See*, B-08(3)(a)(3).
- 2) [Directors are t]o always act within the authority given to them by the Association By-Laws and Resolutions and the State of Maryland – *See*, B-08(3)(a)(8).
- 3) Directors and Officers are required to act with proper decorum. *See*, B-08(a)(9).
- 4) When conducting Association business either in meetings or in email or other forms of communication, Directors and Officers are to focus on issues, and conduct themselves with courtesy and respect towards each other, Association employees....” *See*, Section B-08(a)(9).
- 5) Directors and Officers shall act in accordance with Board decisions and shall not act unilateral or contrary to Board decisions. *See*, Section B-08(a)(9).

- 6) [Directors are n]ot give specific direction to management, employees or suppliers unless authorized or delegated by the Board of Directors or unless consistent with the duties of the Director's or Officer's role. See, Section B-08(2)(a).

On June 11, 2020, Larry Perrone submitted a B-08 complaint to the Board of Directors arising from Tom Janasek's interactions with the Ocean Pines' general manager, John Viola, based on a complaint received from John Viola. A copy of Mr. Perrone's Complaint is attached and incorporated herein. Mr. Perrone's complaint alleges that upon becoming a director, Mr. Janasek repeatedly made inappropriate comments to John Viola in front of other OPA employees and members of the public, criticizing's John Viola's job performance, John Viola's presence at Clubhouse and other locations, and indicting that John Viola's job was in jeopardy.

NOW THEREFORE, based on the foregoing and additional information presented to the Board of Directors, the Board of Directors adopts the following findings and decisions:

- 1) Director Janasek was not authorized by the Board of Directors to give direction to John Viola about John Viola's job performance or employment status.
- 2) Despite being caution by the OPA President, Director Janasek repeatedly made inappropriate and unauthorized public comments to John Viola, in front of other OPA employees and other individuals, criticizing John Viola's job performance and calling into question John Viola's employment status.
- 3) Director Janasek's actions violate the above-cited provisions of B-08 and are contrary to the ethical and conduct expectations of an Ocean Pines Association director.

- 4) Director Janasek is hereby censured for his actions.
- 5) Except when at a Board of Directors meeting or when participating in the Board of Director's formal performance review of the General Manager, any future reported incident where Director Janasek makes a comment to any Ocean Pines employee, in the presence of an Ocean Pines employee, to or in the presence of an Ocean Pines' vendor, or whether said sarcastically, in jest, or otherwise, which is critical of an Ocean Pines' employee's job performance, calls into question the appropriateness of an Ocean Pine's employee's presence at a particular location, or relates to an Ocean Pines' employee's employment status will constitute "for cause" and will result in the Board of Directors undertaking the process for the removal of Director Janasek for cause as set forth in Section 5.12(a)(4) of the Bylaws.

Adopted by the Board of Directors this the ____ day of November 2020.

Camilla Rodgers, Secretary
Ocean Pines Association, Inc.

Consent to Resolution
By Tom Janasek

I have read, and understand and consent to the above Resolution. I further agree that if I undertake any of the actions described in paragraph 5 of the findings and decisions section of the Resolution, I will resign from the Board of Directors upon notice from the Board of Directors.

Tom Janasek, Director
Ocean Pines Association, Inc.



**OCEAN PINES ASSOCIATION, INC.
MOTION TO ADJOURN TO
CLOSED SESSION**

At a meeting of the Board of Directors of Ocean Pines Association, Inc., held on this 11th day of October, 2021 at 3 PM in the Ocean Pines Clubhouse the Board voted to adjourn to closed session for the purpose of discussion of matters pertaining to employees and personnel specifically pertaining to appointment of replacement director(s) as permitted by the MD Homeowner's Association Act, Section 11B-111(4)(i).

Motion made by Larry Perrone: Motion seconded by: _____

Discussion:

VOTE TO CLOSE SESSION for the above purpose only:

Director	In Favor	Opposed
Doug Parks		
Frank Brown		
Colette Horn		
Frank Daly		
Tom Janasek		
Larry Perrone		

As allowed by the Maryland Homeowner's Association Act, Section 11B-111(4 & 5).

- (4) A meeting of the board of directors or other governing body of the homeowners association or a committee of the homeowners association may be held in closed session only for the following purposes:
- (i) Discussion of matters pertaining to employees and personnel;
 - (ii) Protection of the privacy or reputation of individuals in matters not related to the homeowners association's business;
 - (iii) Consultation with legal counsel on legal matters;
 - (iv) Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters;
 - (v) Investigative proceedings concerning possible or actual criminal misconduct;
 - (vi) Consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the homeowner's association;
 - (vii) Compliance with a specific constitutional, statutory, or judicially imposed requirement protecting particular proceedings or matters from public disclosure;
 - (viii) Discussion of individual owner assessment accounts; and
- (5) If a meeting is held in closed session under paragraph (4) of this section:
- (i) An action may not be taken and a matter may not be discussed if it is not permitted by paragraph (4) of this section; and
 - (ii) A statement of the time, place, and purpose of a closed meeting, the record of the vote of each board or committee member by which the meeting was closed, and the authority under this section for closing a meeting shall be included in the minutes of the next meeting of the board of directors or the committee of the homeowners association.

Larry Perrone
President, Ocean Pines Association, Inc.