

September 15, 2021

To Whom It May Concern:

Upon review with RCSC Legal Counsel, the decision has been made to share some of the circumstances leading to the removal of Karen McAdam from the RCSC Board. The authority to remove a Board Member by the Board of Directors comes from the RCSC Articles of Incorporation Article IX, Paragraph A: "By a vote of two-thirds (2/3) of the members of the Board of Directors after a member of the Board is absent from three (3) or more consecutive regular meetings of the Board **or who, in the opinion of such two-thirds (2/3) of the Board Members, is unwilling or incapable of performing his or her share of the duties and responsibilities of a Director.**". The following are among the circumstances leading to the decision to remove Ms. McAdam from the RCSC Board:

1. Shared details of a Board Executive Session in an open, public forum violating RCSC Bylaw Article V, Section 5 wording: "**All matters discussed in an Executive Session shall remain confidential indefinitely.**"
2. Violated Board fiduciary responsibility through multiple conflict of interest violations, which defies RCSC Bylaws Article V, Section 6A, subsection 4: "The Board's fiduciary duty requires Board of Directors to act in the best interests for the benefit of the Corporation. **This duty requires Board of Directors to avoid conflicts of interest and acting of self-interest....**".
3. Threatened a member of the RCSC Staff with potential consequences for not taking action associated with Ms. McAdam's self-interests. This created a potential legal liability for RCSC if allowed to continue.

The Board is not at liberty to disclose or discuss the content of or discussions at Board Executive Sessions. The foregoing items are, however, actions which occurred outside of Executive Session.

Sincerely,



Dale Lehrer, Secretary