

**RECREATION CENTERS OF SUN CITY, INC.  
BOARD MEETING MINUTES**

**April 5, 2023**

At the Board meeting called to order by President Fimmel at 6:00pm on April 5, 2023 at Sundial Auditorium, the following took place: *(Please note the original meeting date was March 30, 2023 and had to be rescheduled to April 5, 2023)*

**PRESENT:** Kat Fimmel, President; Karen McAdam, Vice President; John Fast, Treasurer and Directors John Nowakowski, Jim Rough, Denny Nichols, Jeff Darbut, Steve Collins

**ALSO PRESENT:** Bill Cook, General Manager; Brian Duthu, Director of Golf and Grounds; Michael Wiprud, Director of Buildings & Infrastructure; Kevin McCurdy, Controller; Marcia Johnson, Corporate Executive Coordinator; Theresa Cirino, Director of Events & Entertainment; Allen Kleinhans & Carla Young Audio/Video Engineers; Tracy Bussabarger, Timekeeper; 135 RCSC Members and 1 member(s) of the press

**ABSENT:** Jean Totten, Secretary; Polly Corsino, SCVC & Marketing Manager; Joelyn Higgins, Communication & RCSC Marketing Coordinator

**Pledge of Allegiance:** Everyone stood for the Pledge of Allegiance.

**President Comments:** President Fimmel explained the process for a Board meeting and how the Board conducts business. She introduced the Board and staff members present.

**Board Quorum:** Director Nowakowski verified that a Board quorum was present.

**Installation of 2023 Appointees:** President Fimmel installed Jim Rough and Jeff Darbut who were appointed to fill the two open positions on the Board. They will each serve the remainder of 2023 with their term ending December 31, 2023.

**Minutes:** With no questions noted, the Minutes of the February 23, 2023 Board Meeting were approved as presented.

**Treasurers Report:** With no questions on the Treasurers Report, the Treasurers Report was filed for audit.

**Management Report:** General Manager Bill Cook presented the Management Report. With no questions, the Management Report has been accepted as presented.

**Recreation Center Update Report:** General Manager Cook delivered his Center Update Report to the members.

### **Committee Recommendations:**

1. ***Vice President McAdam*** – On Behalf of the Elections Committee, I move to amend BP#27 titled Standing Committees, section titled Election Committee as follows – the motion passes unanimously.

Election Committee (also known as the Balloting Committee): The purpose of the Election Committee is to **review and recommend election procedure changes**, to recruit a sufficient number of Board candidates, conduct the candidate forums, ensure that elections and recall elections of the Board are conducted pursuant to the Corporate Documents, and announce the results.

### **Motions Second Reading:**

1. ***Treasurer Fast*** – I move that the 2023 budget detail approved by the Board be posted in its entirety on the RCSC website within 10 days of the passing of this motion. The motion passes unanimously.
2. ***Treasurer Fast*** – I move that the unallocated carry forward from prior years be shown as a foot note on the RCSC balance sheet. After comments from the Members and Directors, the motion passes unanimously.
3. ***Treasurer Fast*** – I move that one or more plans for using the carry forward be presented by management to the Finance & Budget Committee for review and recommendation by September 2023. These plans should include the results of the committee's current work, if approved by the Board, on reserve policies. After comments from the Members and Directors, the motion passes unanimously.
4. ***Treasurer Fast*** – I move that all work on the Mt. View project option 2 and building pickleball courts at Lakeview be suspended until a committee of representatives from all interested groups can be appointed to address strategic issues and alternatives. The work of this committee will be presented for member review and comment at the September 2023 Board meeting along with all data gathered by the committee. After comments from the Members and Directors, the motion passes 6 to 2 with Director Collins and Director Nowakowski opposed.

### **Consent Calendar Items:** Motion passes unanimously.

1. Request to approve the name change of the Creative Quilters club to Quilters on Grand through the merger with the Friendship Quilters club and the move to the Grand Center.
2. Request to approve the decharter of the Friendship Quilters club resulting from the merger into the Quilters on Grand club.
3. Request to approve the charter of the Sun City Wallyball club.
4. Request to approve the charter of the Table Games club.

• **New Business:**

1. **Director Collins** – I move to approve the design and complete repair of drainage at the Bell Metal Shop not to exceed \$100,000. Seconded by Director Nowakowski and after Member and Director comments, vote was taken, and the motion passes 7 to 0 to 1 with Director Nichols Abstained.

A motion was made by Director Collins to waive the second reading of this motion. Seconded by Treasurer Fast, the motion passes 7 to 0 to 1 to waive the second reading.

2. **Director Collins** – I move to amend the SC Foundations Board Policy # 2 titled Books and Records to include the following: Seconded by Director Nowakowski, motion passes unanimously.

THE SUN CITY FOUNDATION  
BOARD POLICY No. 2  
BOOKS AND RECORDS

An annual audit will not be necessary if the annual Foundation income is below \$100,000.00. (See The Sun City Foundation BYLAWS, ARTICLE VIII Section 2, Annual Audit).

A review of the books for years when the annual income is below \$100,000.00 will be done by a Review Committee as selected by the Foundation Board of Directors.

As funds in the Sun City Foundation checking account diminish below \$1,000.00, the RCSC Controller will email the Corporate Executive Coordinator to request an amount to increase the checking account total up to \$5,000.00. This amount will be transferred from the

Foundation's Money Market Account. The Corporate Executive Coordinator will email the Controller upon completion of the transaction the total amount transferred. The goal is to retain few funds in the checking account in order to maximize the returns from funds invested elsewhere.

3. **Director Nichols** – I move to amend Bylaws Article V titled Board of Directors, Section 5 titled Meetings of the Board paragraph three by adding the following:

SECTION 5: MEETINGS OF THE BOARD

Meetings of the Board shall be held on the days and times as designated by the Board. The oath of office shall be administered to newly elected or appointed Directors at the first Board Meeting following election or appointment. The President, Vice-President or his/her appointee shall preside at all meetings. Six (6) Board of Directors shall constitute a quorum. Robert's Rules of Order shall govern procedure at all meetings of the Corporation provided they are consistent with the laws of the State of Arizona and the Corporate Documents. A Parliamentarian may be present at Board meetings at the discretion of the President.

All meetings of the Board and the Exchanges, excluding Executive Sessions and Informational Meetings, shall be open and video recorded. Member comments at Board Meetings will be limited to posted motions.

Directors can attend all duly called regular Governing Board Meeting, Informational Meetings and Special sessions of the Board either in person, by telephone conference call, video conferencing or other communication methods by which all participants can hear and talk to each other.

The motion was seconded by Treasurer Fast, and after Member and Director comments the motion passes unanimously.

A motion was made by Director Nichols to waive the second reading. Seconded by Director Darbut, motion fails 2 to 6 with Director Nichols and Director Darbut in favor.

4. **Treasurer Fast** - I move that the Legal Affairs Committee be re-established through an amendment to BP#27 titled Standing Committees, with the committee's purpose listed as follows, seconded by Director Collins.

**Legal Affairs Committee:** The purpose of the Legal Affairs Committee is to consider and consult upon any matter submitted to the committee by the Board of Directors, or the President, or other committees on matters of general interest to the Corporation. When so requested by any member of the Board, the committee may confer with legal counsel on behalf of the corporation.

Prior to vote, Director Nowakowski moved to amend the motion by removing the last sentence of the purpose: "When so requested by any member of the Board, the committee may confer with legal counsel on behalf of the corporation." Seconded by Treasurer Fast, the amendment passes unanimously. Vote was taken on the amended motion and passes unanimously.

5. **Treasurer Fast** – I move to amend the Bylaws by deleting the sections currently replicated in the reinstated Board Policies, listed below, with the exception of Board Policy 33 titled Investments. With respect to Board Policy 33 titled Investments, I move that the reinstated Policy be deleted and retained only in the Bylaws, seconded by Vice President McAdam. After discussion by the Directors, Treasurer Fast withdrew the motion.

- BP#1 Conflict of Interest
- BP#2 Senior Management
- BP#3 Corporate Records
- BP#6 Corporate Privacy Policy
- BP#8 Privilege Card Holders
- BP#9 Guests & Host Punch Cards
- BP#16 Budget & Financial Reporting
- BP#20 Sun City Foundation

BP#21 Membership Documentation Requirements  
BP#24 Preservation & Improvement Fee and Fund  
BP#27 Committees  
BP#31 Risk Management

**Announcements:**

Director Nowakowski, Chair of the Properties Committee announced that the committee was looking for volunteers and if interested to contact the Corporate office for more information.

Director Collins announced that the Nixon Group will be holding a Shred-a-thon on April 22<sup>nd</sup> from 8:00am to 12:00pm in the Walgreens parking lot next to True Value with all proceeds going to Sunshine Services.

Director Collins also announced that you will be seeing people at the concerts and around selling raffle tickets. The Vintage Vehicle Club is raffling off a Golf Cart which will be done next year.

Director Nichols stated that there will be an announcement on April 24<sup>th</sup> stating that there will be a new ride service in Sun City, and it involves Autonomous driving vehicles intended for people who live in Sun City, more details to come.

Vice President McAdam asked members to keep their eyes open for an announcement regarding the Mt. View project. We wanted to make sure we would proceed with due speed to address the issues on the table now. There will be an announcement forthcoming on the committee which will involve at the very least all of the clubs affected by this, two neighborhood representatives, someone from the Long-Range Planning Committee and a Member at large. The information will be forthcoming, and the intention is that the committee, which is an Ad-Hoc Committee, would meet weekly, and the committee would conclude its service by the Board Meeting at the end of September. The committee would possibly continue to meet during summer months. If you are planning to be gone that doesn't mean you can't be considered to be on this committee. The goal is to present the community with alternative strategic solutions. We value all members' input and anyone who chooses to contribute to this effort.

**Next Meeting:** President Fimmel reported that the next meeting will be The Exchange on Monday, April 10, 2023 at 3:00pm in the Sundial Auditorium. She also noted that the next Regular Board Meeting is Thursday April 27, 2023 at 9:00am in the Sundial Auditorium.

**Adjournment:** President Fimmel stated that with no further business, the meeting will be adjourned. The meeting was adjourned at 8:17pm.

Respectfully submitted,

Jean Totten, Secretary