

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

April 27, 2023

At the Board meeting called to order by President Fimmel at 9:00AM on April 27, 2023 at Sundial Auditorium, the following took place:

PRESENT: Kat Fimmel, President; Karen McAdam, Vice President; John Fast, Treasurer; Jean Totten, Secretary and Directors John Nowakowski, Jim Rough, 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, Director of Finance; Beth Lucas, SCVC & Marketing Manager; Joelyn Higgins Communications & RCSC Marketing Coordinator; Marcia Johnson, Corporate Executive Coordinator; Allen Kleinhans & Carla Young, Audio/Video Engineers; 54 RCSC Cardholders and 0 member(s) of the press

ABSENT: Director Denny Nichols; Chris Herring, Director of Operations; Theresa Cirino, Director of Events & Entertainment

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: Secretary Totten verified that a Board quorum was present.

Minutes: With no questions noted, the Minutes of the April 5, 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: With questions answered on the Management Report, 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: None

Motions Second Reading:

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 8 to 0.

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.

2. **Director Collins** – I move to amend the SC Foundations Board Policy # 2 titled Books and Records to include the following – the motion passes 8 to 0.

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. **Treasurer Fast** – 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.

Prior to vote, Director Nowakowski moved to table the motion for 60 days to allow the Board to come up with criteria to be able to run a Board Meeting. Seconded by Director Collins, motion to postpone fails 3 to 5 with Director Nowakowski, Director Collins and Secretary Totten in favor.

A second motion was made by Director Nowakowski to amend the motion to include the following words “in person” in the first paragraph after the words “Six (6) Board of Directors”. Seconded by Director Collins, the motion to amend fails 2 to 6 with Director Nowakowski and Director Collins in favor.

After discussion, a vote was taken on the original motion and the motion passes 6 to 2 with Director Nowakowski and Director Collins opposed.

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:

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 reading the motion, Treasurer fast moved to postpone this motion until the September Board Meeting. Seconded by Director Rough, the motion passes 8 to 0.

Consent Calendar Items:

- a. Request to approve the decharter of the Armchair Travel Club at the request of the club.
- b. Request to approve the decharter of the Duffeeland Dog Park Club at the request of the club.

Prior to vote, a motion was made by Director Collins to remove the consent calendar item regarding the decharter of the Duffeeland Dog Park Club until the May meeting to allow for a new Board to be elected to run the club. If this doesn’t happen, the club will then be dechartered – motion to remove passes 8 to 0.

Motion to decharter the Armchair Travel Club passes 8 to 0.

New Business:

1. **Director Nowakowski** – 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 Director Darbut, the motion passes 8 to 0.

BP#1-Conflict of Interest – Article V, Section 2 delete paragraphs 2, 3, 4 & 5

BP#2-Senior Management – Article V, Section 6 Board Authority/Duties, Commissions & Senior Management, Item #C

BP#3-Corporate Records – Article I, Section 2 entire section

BP#6-Corporate Privacy Policy – Article I, Section 3 entire section

BP#8-Privilege Card Holders – Article II, Section 5 entire section

BP#9-Guests & Host Punch Cards – Article II, Section 6 entire section

BP#16-Budget & Financial Reporting – Article XII, Sections 2, 3, 4, 5, 6 & 7

BP#20-Sun City Foundation, Article XIV the entire Article

BP#21-Membership Documentation Requirements – Article II, Section 2 entire section

BP#24-Preservation & Improvement Fee and Fund – Article III, Subparagraph 1-A, B, C, D, F, G & H, Sections 3, 4, & 5

BP#27-Committees – Article X the entire Article

BP#31-Risk Management – Article XI, paragraphs 2 & 3

2. **Director Collins** – I move to pull up funding into 2023 for Arizona Department of Water Resources water reduction mitigation PIF projects that are currently Board approved but not allocated until 2025. The 2023 funding is required to meet the spending requirements associated with the Visit Arizona Initiative grant, which requires all grantees to spend the grant funds by 2023. The amounts required are as follows: Seconded by Director Rough, the motion passes 8 to 0.

Willowcreek Golf Course: \$120,000

Riverview Golf Course: \$120,000

South Golf Course: \$120,000

North Golf Course: \$130,000

Lakes West Golf Course: \$175,000

Motion was made by Director Collins to waive the second reading of the motion.
Seconded by Treasurer Fast, the motion to waive passes 8 to 0.

Announcements:

Treasurer Fast informed the members that the Strategic Alternatives Committee (SAC) had its first meeting and will meet Fridays at 2:00pm at the Oakmont Center Building B. He updated the members on the progress thus far and upcoming plans. The Committee agreed to arrange tours of two performing art centers. The room holds 24 and depending on the number of committee members in attendance, guests could attend.

Secretary Totten informed the members that she is the Liaison of The Friends of the Library. The sale for the month of May is Female Author books for fifty cents. Also looking for volunteer readers to assist with the Read to Me program. Starting in June you would read books to residents at two adult memory care facilities. She is also Liaison for Sun City Homeowners (SCHOA) Roads and Safety and wanted to tell everyone to watch your speed on Thunderbird from 99th Ave to 111th Ave.

Secretary Totten also noted that she is the Co-Chair of the Club Organization Committee (COC) and that two new clubs are being formed, Suncity Wallyball and Table games.

Next Meeting: President Fimmel reported that the next meeting will be The Exchange on Monday, May 8, 2023 at 9:00am in the Sundial Auditorium. She also noted that the next Regular Board Meeting is Thursday May 25, 2023 at 9:00am in the Sundial Auditorium and the Annual Membership Meeting is Wednesday, November 29, 2023 at 6:00pm in the Sundial Auditorium.

Adjournment: President Fimmel stated that with no further business, the meeting will be adjourned. The meeting was adjourned at 10:32am.

Respectfully submitted,

Jean Totten, Secretary