

THE CENTURIONS OF SOUTHERN ARIZONA CHARITABLE FOUNDATION (EVENT)

Board of Directors Regular Meeting

Thursday, June 21, 2018

Lovitt & Touche, 7202 East Rosewood, Tucson AZ

MINUTES

I. Call to Order

A quorum of voting members of the Centurions of Southern Arizona Charitable Foundation (Event) Board was established.

The meeting was called to order at 4:30 PM by LaMonte Hunley, President

Board Members Present

Voting Members:

LaMonte Hunley, *President*
Steve Shepherd, *Vice President*
Michael Bracht, *At-Large*
Don Coleman, *At-large, Future Event Chair*
Dave Couture, *At-Large*
Eric Jacobson, *At-Large*
Steve Vorholzer, *At-Large*

Ex-Officio Members:

Chris Hanson, *Executive Director*

Guests Present

Jay Hanson
Alan Moore
Richard Rodriguez
Jeff Ronstadt
Michael Osborne

Board Members Absent:

Greg Amado, *Treasurer*
Peter Gavin, *Secretary*
Joe Dhuey, *Immediate Past President/Sergeant at Arms*
Johnny Helenbolt, *Foundation Board Representative*
Andy Brown, *Ex-Officio*

II. Consent Agenda

- a. Approval of April 19, 2018 Minutes
- b. Approval of April & May 2018 Financial Reports

MOTION To approve the consent agenda items as distributed; seconded and APPROVED.

III. Charity Gift Selection Committee

S. Shepherd noted the following during his report:

- a. The Board approved a motion during the April meeting to support TMC's Neonatal Intensive Care Unit (NICU) Small Baby Renovation program.
- b. Bryan Hannley has accepted to serve as the Charity Selection Committee's next chairman; other committee members will include S. Shepherd, D. Coleman and others to be determined.
- c. Applications for charities not selected will need to re-submitted next year to be reconsidered.

The Board also discussed, and agreed with, the suggestion of inviting the Rookies to participate in future Charity Selection Committee meeting to help impress on the newer members The Centurions' mission.

IV. Executive Director's Report

C. Hanson discussed several informational and action items:

a. Informational items:

- i. Copper Cactus Award—The Centurions of Southern Arizona Charitable Foundation has been nominated for the 2018 Copper Cactus Award in the nonprofit category by the Tucson Chamber of Commerce; Ben Korn had made the nomination. The application submittal is due by June 29.
- ii. Bylaws Committee—The Bylaws Committee held its first meeting to begin addressing the legal audit recommendations. The Committee discussed a restructure to Event Board's membership; law firm Farhang & Medcoff upheld its strong determination that our current structure is exactly correct for our mission, goals, and risk management. The Committee will reconvene soon.
- iii. Website—Anchor Wave and Adam D. Technology conducted a member survey to prepare for potentially taking over the maintenance of the website. The results are being analyzed and the team is now preparing a proposal for moving forward with the website management.
- iv. Project management—We are now using SmartSheet, an online collaborative project management tool, for the Event and other activities and processes.

a. Action items:

- i. Health benefits—The current health benefits arrangement for the Executive Director needs to be changed to ensure compliance with IRS and other Federal laws. C. Hanson recommended to discontinue the current reimbursement and replace it with a Qualified Small Enterprise Health Reimbursement Arrangement (QSEHRA) with a maximum family contribution of \$854/month and the remaining balance of \$563/month be rolled into the annual salary to maintain the current total compensation level. Coverage for employees with no dependents would be \$250/month.
 - The Board discussed the recommendation and agreed to proceed, pending further discussions with additional members not present at the meeting; the Board will vote via email.
- ii. Amazon affiliate program—The Amazon affiliate program has been finalized and launched. A suggestion had been made to look at developing a similar program among the members who are merchants, which would provide a certain percent of sales back to organization. C. Hanson recommended forming a small task group to explore this potential opportunity.
 - The Board agreed to move forward with a member task group to consider an affiliate-type program among the members' businesses to return a portion of sales to The Centurions.

V. Old Business

No discussion.

VI. New Business

The Board discussed the upcoming bowl-a-thon sponsored by the Arizona Bowl to be held on August 17, 2018 and agreed to support this activity with input from the Charity Selection Committee.

MOTION To participate in the 2018 bowl-a-thon with the grant recipient to be determined later in accordance with the Charity Selection Committee's recommendation. **APPROVED.**

VII. President's Report

L Hunley reported that in place of holding a special membership meeting, a summary of the recent joint Board meeting was distributed to the membership, and that Farhang & Medcoff, the law firm that

conducted the recent legal audit legal, reiterated that our governance structure is exactly right for our mission, goals, and operations. He had received just two responses from the membership, one was supportive and the other questioned the relationship between the Event and Foundation entities. L. Hunley noted that there are adequate checks and balances for approving fund distributions and investments.

- C. Hanson will re-distribute the joint Board meeting summary to the membership with tracking.

VIII. Event Report

S. Shepherd reported on highlights from the 2018 Event, including:

- Corporate sales had exceeded all goals, and Chris Kemmerly had more than \$30,000 in sales;
- VIP and MVP areas were sold out;
- 5,304 tickets were scanned through the gate;
- 755 Super Raffle tickets were sold; and
- the live music and food were very well received.

IX. Foundation Report

M. Osborne reported on several recent items:

- The Foundation Board discussed pursue adolescent suicide prevention, as a consequence of opioid addiction, as a target for potential grants; A.J. Emami is leading this effort and is working with TMC on matching funds for its CODAC services.
- At its July 2018 meeting, the Foundation Board will be considering potential candidates to replace the four Board members whose terms are expiring on August 31.
- The Foundation is working with the Event and Membership Boards and staff to revise its Bylaws and Articles of Incorporation as per the recent legal audit.

X. Adjournment

There being no further business, the meeting adjourned at 5:15 PM.