

THE CENTURIONS OF SOUTHERN ARIZONA CHARITABLE FOUNDATION (Event)
Regular Board of Directors Meeting
Thursday, September 19, 2019
Vivace Restaurant - Private Dining Room
6440 N. Campbell Avenue, Tucson, AZ 85718
4:30 PM

MINUTES

1. Call to Order

A quorum of voting members was established.

Steve Shepherd, President, called the meeting to order at 4:31 P.M.

Board Members Present

Voting Members:

Steve Shepherd, *President*

Don Coleman, *VP & Event Chairman*

Greg Amado, *Treasurer*

Steve Vorholzer, *Secretary*

LaMonte Hunley, *Immediate Past President/Sergeant at Arms*

Andy Brown, *At-Large*

Mike Grimes, *At-Large*

Eric Jacobson, *At-Large*

Marc Kinseth, *At-Large*

Ex-Officio Non-Voting Members:

A.J. Emami, *Centurion Foundation Representative*

Chris Hanson, *Executive Director*

Guests

Toby Allen

Kevin Bedient

Dave Couture

Bryan Hannley

Dan Hochuli

Michael Osborne

Jay Hanson

Rich Rodriguez

Jim Tofel

Board Members Absent

Leamon Crooms, *At-Large*

Tom Miller, *At-Large, Future Event Chair*

2. Consent Agenda

a. Approval of August 15, 2019 Minutes (attachment)

b. August 2019 Financial Statements (attachment)

MOTION to approve the consent agenda items; seconded and APPROVED.

Centurions of Southern Arizona Charitable Foundation
Balance Sheet
As of August 31, 2019

		Aug 31, 19
ASSETS		
Current Assets		
Checking/Savings		
Commerce Bank		411,936.55
Money Market 1189		322,617.89
Total Checking/Savings		734,554.44
Accounts Receivable		
Accounts Receivable		2,885.00
Total Accounts Receivable		2,885.00
Total Current Assets		737,439.44
TOTAL ASSETS		737,439.44
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Other Current Liabilities		
Payroll Liabilities		
Arizona Withholding	3,127.40	
Federal Withholdings	919.99	
FICA Withholding	2,082.62	
FUTA Withholding	84.00	
Total Payroll Liabilities		6,214.01
Total Other Current Liabilities		6,214.01
Total Current Liabilities		6,214.01
Total Liabilities		6,214.01
Equity		
Unrestricted Net Assets		372,222.72
Net Income		359,002.71
Total Equity		731,225.43
TOTAL LIABILITIES & EQUITY		737,439.44

3. Charity Selection Committee

B. Hannley reported that the 13 nominated charities were vetted by the Charity Selection Committee and five were selected as semi-finalists: Imago Dei, Literacy Connects, Parent Aid, SAAVI, and Youth on Their Own. Next steps include requesting detailed applications and financial information and conducting site visits with the semi-finalists in order to determine the final selections by November 5, 2019.

4. Old Business

- a. The Centurions of Southern Arizona Charitable Foundation—Governance Documents for Approval. S. Shepherd discussed the amended and revised Bylaws and Articles of Incorporation and thanked the Bylaws Committee for its hard work over the past year and a half.

MOTION to approve the amended and revised Bylaws and Articles and Incorporations of The Centurions of Southern Arizona Charitable Foundation as distributed; seconded and **APPROVED UNANIMOUSLY**.

- b. The Centurion Foundation—Governance Documents for Approval. S. Shepherd discussed The Centurion Foundation's amended and restated governance documents as well as the letter of agreement between the Foundation and The Centurions' Board.

MOTION to approve the amended and revised Bylaws and Articles and Incorporations of The Centurion Foundation as distributed; seconded and APPROVED UNANIMOUSLY.

- c. Office Space Update. S. Shepherd reported that our lease agreement with the Community Foundation Campus has been fully executed and the target occupancy date is November 15. E. Jacobson is serving as General Contractor on the TI and J. Hanson is serving as our architect. Several Members will be conducting the subcontracting work. C. Hanson noted that we negotiated for several enhanced provisions, including increased time allocation for use of meeting spaces.
- d. TMC Foundation Collaborative Agreement Update. S. Shepherd reported that the new collaborative agreement with the TMC Foundation was fully executed and becomes effective as of September 19, 2019. The term of the agreement is the sooner of five years or our donations reaching \$1,000,000.

5. New Business

- a. Approval of The New Centurions' President as Signer. C. Hanson discussed the recommendation that the Board approve The New Centurions' President as a signer on financial and legal documents since the revised governance structure separates the Event and Membership Presidents.

MOTION to approve and authorize The New Centurions' President as a signer on The Centurions' financial and legal documents; seconded and APPROVED.

- b. Sponsorship of TMC Gala. S. Shepherd discussed the opportunity to purchase a Bronze Sponsorship again this year for the 2019 TMC Gala on November 16, 2019, at a cost of \$3,500, which would include a table for 10. The cost of the sponsorship would be included in the 2019 Event expenses and factored in when determining the net revenue share with TMC Foundation.

MOTION to approve purchasing a Bronze Sponsorship at \$3,500 for the 2019 TMC Gala on November 16, 2019; seconded and APPROVED.

- c. Sponsorship of the Arizona Bowl Kick-Off Luncheon. S. Shepherd discussed the opportunity to purchase a table of 10 for the AZ Bowl Kick-Off Luncheon on October 10, 2019, at a cost of \$600.

MOTION to approve purchasing a table at \$600 for the 2019 AZ Bowl Kick-Off Luncheon on October 10, 2019; seconded and APPROVED.

6. President's Report

S. Shepherd recapped his term over the past year and noted several significant accomplishments that the Board achieved, including revising and approving all governance documents, completing and finalizing our new office space arrangements, and developing and finalizing a new partnership agreement with TMC Foundation.

S. Shepherd thanked the Board for everyone's support and hard work over the past year, and expressed gratitude to all those Members who served and worked very hard on the Bylaws Committee over the past year and a half and also those who served on the Policies & Procedures Committee. S. Shepherd also thanked C. Hanson for his efforts in helping ensure that we achieved these accomplishments.

7. Event Report

D. Coleman reported that the accounting is being closed out for the 2019 Event and that TMC Foundation's 50 percent share of the net revenue will be determined very shortly; gross revenue was nearly \$1,000,000.

8. Centurion Foundation Report

M. Osborne reported on several items: The Centurion Foundation Board has several new members beginning their first term on October 1 and its officers will be staying unchanged in the coming year, a matching grant of \$25,000 was proposed to TMC and is pending confirmation, and its next meeting is set for October 15. The Foundation will also be looking to increase its online presence through The Centurions website, including a mechanism for accepting online donations.

9. Executive Director's Report

C. Hanson reported on a number of items, including: work on finalizing governance documents, our new office location lease, assisting the Membership and Charity Selection Committees. C. Hanson also noted that the national search for replacing Michael Duran as TMC Vice President for the TMC Foundation is starting over and will be conducted in house. The TMC Foundation has agreed to allow The Centurions office to be housed at its offices until we are ready to occupy our new location.

10. Adjournment

With there being no further business, the meeting was adjourned at 4:50 PM.