BOCA WEST
COUNTRY CLUB

MINUTES

MEETING:	Board of Governors
DATE:	February 25, 2025 and February 28, 2025
MEMBERS PRESENT:	J. Banks, A. Schwartzman, R. Schwartz, J. Attermann, B. Berkowitz, J. Schraub, P. Edwards, T. Cox, M. Haberman, A, Lustrin, B. Roberts, S. Roth, D. Schulman, R. Shulman, L. Singer
MEMBERS ABSENT:	
PARTICIPANTS:	M. Linderman, K. Campbell, L. Stefaniw
FOR INFORMATION:	The Board of Governors
ISSUED BY:	Jeanine Banks
ISSUE DATE:	March 24, 2025

February 25, 2025

Grievance Committee – Rick Chavis

Grievance 01-2025 Appeal

The Member involved in the grievance appeared before the Board to appeal the final decision of the Board. The Member thanked the Board for the opportunity to appeal the decision and presented a statement.

The Member was excused, and the Board discussed the Members appeal.

Motion: On a motion made by Bob Lerner and seconded by Mark Haberman, the Board amended and reduced the terms of the suspension to a one-year suspension from all Boca West venues and activities, followed by one year probation, both in residence.

Adjournment

There being no further business to discuss, the meeting adjourned.

February 28, 2025

Approval of Minutes

Motion: On a motion made by Jeanine Banks and seconded by Barry Roberts, the minutes of the January 28 and January 31, 2025 Board meetings were unanimously approved.

Chairman's Report – Jeanine Banks

Committee Goals and Year End Assessments

The Committee goals and year-end assessments were distributed. Committee Chairs and Vice Chair's are to complete the year end assessment and to identify next steps and opportunities for Committee growth. Discussions included the need for improved engagement with the committee and emphasized the role of Committee members as Ambassadors to promote its initiatives. Additionally, fostering mentorship within the Committee was identified as a key priority to strengthen relationships and support Committee development. Year-end assessments are due March 5.

Board Year in Review.

Jeanine Banks expressed heartfelt gratitude to the entire Board for their hard work and dedication throughout a challenging, yet exhilarating year. Appreciation was extended to the Board Members for their dedication. support, commitment, and the respectful, collaborative environment they fostered. Their unified efforts in managing challenges with professionalism and mutual respect were acknowledged and celebrated.

An overview of the 2024/25 Board highlights was shared.

Outgoing Board Members

As the 2024/25 Board year concludes, Jeanine Banks expressed her gratitude to Enid Hoffman and Bob Lerner for their commitment, time and contributions to Board service over the past six years.

Enid and Bob have both exemplified the dedication, trust and commitment that is valued and respected among our ranks. They have served the Board admirably, as well as mentored fellow Board Members leaving a legacy for the future. Their contributions are greatly appreciated, respected by their peers and we wish them every best wish on their new adventures. They have made a positive difference with their continued support of our Board Members, Management, Department Heads and Members at large.

Boca West Cares Conservatory Scholarship in honor of Arthur Adler

Tanglewood is scheduled for April 9. In honor of Arthur Adler and his years of dedication in raising funds to support the Lynn University Scholarship Foundation, the Club has renamed the scholarship to the *Boca West Cares Conservatory Scholarship*. Boca West Members have been given the opportunity to contribute to the conservatory in honor of Arthurs memory. The Board was also invited to support the scholarship initiative.

Club Capital Improvement Program

The Executive Office has received many questions in response to the Special Meeting notice and Project Brochure that was mailed out to the Membership. The Special Projects Committee compiled a comprehensive list of questions and answers and emailed them out to the Membership ahead of the upcoming Member Information meetings.

Annual Meeting

Jeanine Banks updated the Board on the discussions planned for the Annual Meeting that afternoon, February 28, 2025. The Chairman's Report will include updates on many functional areas of the Club.

In her closing remarks, Jeanine Banks thanked the Board, Matthew Linderman, the Executive Staff and Department Heads for their collective support throughout her tenure as Chairman.

General Managers Report – Matthew Linderman

Employee Recognition

Liam Thompson (Golf), Spencer Mochulski (Golf), Kappie Mkwane (Food and Beverage), and Junior Auguste (Food and Beverage) were invited to the Board Meeting, where Matthew Linderman and the Board of Governors acknowledged and expressed their gratitude to these employees for their swift actions in saving the lives of two Members during separate incidents.

Financial Flash Report

For the period of February 1 through February 23, 2025:

Golf Operations revenue and rounds are experiencing a strong February with revenue and rounds greater than budget and last year.

Golf Retail Merchandise revenues are ahead of budget and last year, due to the success of the Golfapalooza, Mega Trunk Show and Super Demo Day held on February 11.

Fitness and Spa are experiencing a strong February with revenues and services on budget and higher than last year.

Food and Beverage restaurants are experiencing a strong February with revenues greater than budget by $90,000 and covers 7,000 greater than budget.

Catering and House revenues are lower than budget due to the timing of events.

Delinquent Dues, Foreclosures and Downgrades

There are currently 15 delinquent Members and nine of those have been delinquent for more than one year. Last year at this time, there were 18 delinquent members and nine of those were from previous years.

As of today, there is one foreclosed unit compared to three at this time last year.

As of February 24, 2025, there are currently 2,193 Golf players which is up 117 players from last year. This equals the number of players to fiscal year 2006/2007. There are currently 357 Racquet Sports players, which is up 15 players from last year. The Racquet Sports community has not had these many players since fiscal year 2011/2012.

Current Club Projects and Construction

Crafted, the Art and Epicurean Studio is now open. The first wine classes was extremely successful with many more events planned for this Studio.

Matthew gave the Board an update on the current litigation with T&G Contractors.

The temporary Pickleball Court construction has begun. Tennis Courts 18 and 19 are to be converted into temporary Pickleball Courts with completion by early April. The temporary trailer for check-in and staff offices will be delivered in April.

Matthew Linderman reported that management in the process of interviewing four firms for outside construction project management. The firms being interviewed were recommended by the Club's Construction Attorney and Architects.

Course IV re-grassing and Course I renovations were reviewed.

The playground for the Aquatics Center is in the process of being installed.

Human Resources

The Summer Hospitality Management Internship recruiting is going well. Our Human Resourced department has visited various Universities and attended their career fairs.

The Human Resources department is in the final stages of intern recruitment for the Summer. We have a strong group College students committed for the Hospitality Management Internship. J1 intern interviews are scheduled for the end of March. We continue to explore recruitment from Puerto Rico as there are no visa requirements or restrictions.

The University of South Carolina faculty will be visiting Boca West on March 5. The agenda includes a tour of the Club, an overview of the Clubs Membership and the Hospitality Management Internship as well as breakout sessions with various Department Heads. The Club sponsors their hospitality program and we host several of the students as interns every summer.

We hosted a group of high school students involved in the Junior Achievement program on February 19. As part of our community outreach, we invite future leaders to our Club to tour, learn about our work, and hopefully inspire their interest in pursuing a career in Club hospitality. It was a truly enjoyable day.

We will once again celebrate our employees with an Employee Appreciation Luncheon on March 6, 2025. All employees will have the opportunity to enjoy a meal with their colleagues, while Department Heads greet them and assist with serving food and beverages.

The current number of employees is 1049.

Membership Statistics

As of February 24, 2025, closed and pending sales to new Members were 79 compared to 64 last year.

Matthew reviewed the Clubs usage statistics for the months of October through February 2025.

Private Golf Cart Ownership with Trail Fee

Matthew Linderman shared the new policy. The Board offered suggestions; management will make these adjustments prior to implementation.

Finance – Arthur Schwartzman

The first four months of the current fiscal year is on target with the budget.

Arthur Schwartzman reviewed the financial highlights for the month of January.

Legal – Jonathan Schraub

Jonathan Schraub provided an overview on open legal matters currently under litigation.

Rules and Regulations Update

The document contains the following changes:

1. Approved Board changes, e.g., Legacy Members; Special Designees; Campaign Rules.
2. Changes that simply reflect movement of provisions from one place to another within the document or the consolidation of similar provisions into one area.
3. Changes that were requested by Department Heads, e.g., Aquatics and Fitness, Tennis, Golf.
4. Moving activity or venue specific issues such as dress codes, and activity specific Rules and Regulations such as policies regarding Tee Times or Court reservation Rules all of which may change from time to time into separate supplemental Rules updates (which do not require Board approval) and are disseminated to Members by blast emails and/or placed on the website and are considered incorporated by reference into the Club's Rules and Regulations (1A3).

Motion: On a motion made by Bob Schwartz and seconded by Enid Hoffman, the Board unanimously approves the updated Rules and Regulations as emailed to the Membership on February 18, 2025.

Conflict of Interest

With regard to the Conflict of Interest process, IRS Form 990, which the Club files annually, asks not only about whether the Club has a written conflict of interest policy, but also about the process that the Club uses to manage conflicts, as well as how the Club determines whether its Board Members have a conflict of interest. A Conflict of Interest for a member of our Board is a circumstance under which that Board member by virtue of his or her financial or non-financial interest may be influenced or may appear to be influenced by that interest. Conflicts can be nuanced and have more to do with a "duality of interests" than a financial conflict. The Audit Committee has developed a questionnaire form to deal with the requirements covered under the filing of IRS Form 990 and will most likely follow-up with suggested procedures to assure that the Club is meeting those requirements.

Conflicts of Interest are covered in the Clubs bylaws. Sections 12.01 A and B restrict certain officers and Board members and members of their families from participating in transactions or entering into contracts with the Club. These provisions are quite specific as to the financial and non-financial circumstances where a conflict would exist, whether actual or perceived. Section 4.01 C of the Bylaws deals with conflicts that would prevent service on this Board such as the conflict between serving as an officer or director of one of our Villages while serving on or seeking election to the Board. A resolution will be offered today for your approval clarifying the Conflict of Interest issue with respect to service on our Board by officers and directors of condo associations that are part of the Boca West Community.

Motion: On a motion made by Philip Edwards and seconded by Joan Attermann, the Board unanimously approves and accepts the resolution as stated below:

Made on this 28th day of February 2025 at a regularly scheduled meeting of the Board of Governors.

WHEREAS, the Board of Governors (the "Board") adopted a resolution on November 17, 2016 clarifying certain terms related to actual and apparent conflicts of interest in serving simultaneously on both the Board of a Homeowners Association and the Boca West Board (The"2016 Resolution"); and,

WHEREAS, the 2016 Resolution clarified that references to the Boca West Homeowners Association was deemed to refer to the various villages within Boca West and the conflict provisions refer to serving simultaneously as an officer or director of a village and a member of the Board of the Boca West Country Club I(the "Club Board"); and,

WHEREAS, it now appears that further clarification of the scope of the conflict of interest provisions require further clarification; and,

WHEREAS, Section 5.03 of the Club's Bylaws provides the Board with the power to interpret and construe the by-laws of the Club;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. Pursuant to Section 5.03 of the Bylaws, the Club Board hereby interprets and construes the term "OFFICER OR DIRECTOR" in Section 4.01(C)(IV) of the bylaws to mean and include any or all involvement of whatever type or description in the management of the Boca West Master Association ("BWMA") or any Village, regardless of title or no title, or service on any committee of either the BWMA or any Village. Any questions or issues regarding this prohibition should be immediately brought to the attention of the Club's Chairman of the Board. Failure to abide by this prohibition may be considered grounds for removal from the Club Board.
2. The prohibition in paragraph 1 above does not apply to spouses or significant others of Club Board members. However, any proposed involvement of a spouse or significant other of a Club Board member in BWMA or Village governance or committee membership must be disclosed to the Club's Chairman of the Board prior to undertaking such service or if already serving, prior to continuing such service.
3. Service by a spouse or significant other may be reviewed for real or apparent conflict of interest with the duties of the Club Board member. If, in the opinion of the Club's Chairman of the Board, any such conflict appears to exist, service by the spouse in governance of the BWMA or Village or on any committee thereof may be disallowed, (or if such service continues, the Club Board member may be required to resign from the Club Board.)

It is the intent of the Board that these restrictions and prohibitions be applied and evaluated with regard to any sitting member of the Board and his or her spouse or significant other and be given their full scope of interpretation as the Board in any situation may deem appropriate and consistent with the purposes hereof.

The terms of the 2016 Resolution remain in full force and effect except to the extent that the terms of that resolution are expressly modified herein.

Trendz – Robin Shulman and Enid Hoffman

The year-end Trendz Committee report was presented and reviewed. Matthew Linderman highlighted that many of the recommendations have already been implemented.

Unscheduled topics

Jeanine Banks reported that Marc Grumet resigned as Treasurer from the Master Association Board of Directors ahead of their election.

Philip Edwards reported on the Leadership Programs final session and asked the Board for recommendations of participants for next year's Leadership Program.

Based on discussion and consensus at the previous Board Meetings, a Board succession plan with the current Board making recommendations to the incoming Board Members for the Board Chairman is recommended once again. Philip Edwards presented his recommendation, and the Board unanimously agreed with the recommendation.

Matthew Linderman reported that Jeanine Banks was nominated by Board Room magazine for Club President of the year. An article with her nomination will be published in the magazine's first quarter edition. Matthew Linderman along with the entire Board applauded Jeanine Banks on this nomination.

Adjournment

There being no further business to discuss, the meeting adjourned to Executive Session at 11:45am.