BOCA WEST
COUNTRY CLUB

MINUTES

MEETING:	Board of Governors
DATE:	March 25 and 27, 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, D. Schulman, R. Shulman, L. Singer
MEMBERS ABSENT:	S. Roth
PARTICIPANTS:	M. Linderman, K. Campbell, L. Stefaniw
FOR INFORMATION:	The Board of Governors
ISSUED BY:	Jeanine Banks
ISSUE DATE:	April 21, 2025

March 25, 2027 Board Meeting

Grievance Committee – Rick Chavis

Grievance 02-2025

Rick Chavis presented the report and recommendation of the Grievance Committee in regard to a grievance complaint filed by Jonathan Schraub, Chair of the House and Activities Committee against a Member for alleged disrespectful remarks and inappropriate behavior towards Staff in Prime Cut and Blue Point Restaurants which violated the Club's Bylaws, Article X, Section 10.02.

Detailed reports regarding the incidents were provided to the Board for review.

The Grievance Committee recommends the Member be suspended from all restaurants at Boca West Country Club for a period of three months, while in residence; Appropriate letters of apology to the Board of Governors, Matthew Linderman and Dean Iampietro; Appropriate letters documenting this grievance be placed in the Members membership file.

Motion: On a motion made by Bill Berkowitz and seconded by Jonathan Schraub, the Board agrees to amend the terms of the suspension recommended by the Grievance Committees - the Member is to be suspended for a period of three months from all venues and activities at Boca West Country Club, while in residence. All other recommendations were accepted.

Grievance 03-2025

Rick Chavis presented the report and recommendation of the Grievance Committee in regard to a grievance complaint filed by Jonathan Schraub, Chair of House and Activities Committee against a Member for alleged inappropriate remarks, with physical contact towards Staff in Grand Central which violated the Club's Bylaws, Article X, Section 10.02.

Detailed reports regarding the incident was provided to the Board for review.

The Grievance Committee recommends the Member be suspended from all restaurants at Boca West Country Club for a period of two weeks, while in residence; Appropriate letters of apology to the Board of Governors, Matthew Linderman and Felipe Murcia; Appropriate letters documenting this grievance be placed in the Members membership file.

Motion: On a motion made by Danny Schulman and seconded by Bob Schwartz, the Board amended the terms of the suspension recommended by the Grievance Committee – the Member is to be suspended for a period of three months from all venues and activities at Boca West Country Club, while in residence. The Board agreed to allow the Member to attend the Passover Seder dinner at the Country Club. All other recommendations were accepted.

March 27, 2025 Board Meeting

Boca West Children's Foundation Report – Richard Zenker

BWCF HOPE Week Participation Recap

The Children's Foundation led a meaningful Boca West member volunteer engagement project that made a direct impact on local students. With the help of Boca West's dedicated volunteers, 500 backpacks were filled with essential school supplies and then distributed to Boca Elementary School. This effort ensured that children in need received the resources necessary for academic success, reinforcing our commitment to education and community support.

February Diaper Challenge

Access to diapers is a critical necessity for families with young children. When parents can't afford the required diapers for daycare or preschool, they may be forced to miss work, putting their entire family's well-being at risk. Alarmingly, one in two U.S. families struggle to afford enough diapers, according to the National Diaper Bank Network.

Recognizing this urgent need, the Foundation spearheaded a massive diaper drive over the winter months in collaboration with 12 Palm Beach County neighborhoods and Clubs. Thanks to this collective effort, over 435,000 diapers were donated to The Diaper Bank Covering South Florida, providing essential support to local families in need.

Golf Challenge

On March 24, the Foundation's 13th Anniversary Golf Challenge, renamed the Arthur Adler Memorial Golf Challenge, raised more than $650,000 for "our" kids. More than 400 golfers competed on behalf of 24 of our charities for a share of the $100,000 prize money. Top honors were taken by Education Foundation. Roots and Wings, Best Foot Forward and Boca Helping Hands finished in second, third and fourth places. Twenty other charities shared the remainder of the money.

Bikes for Tikes

Our third annual Bikes for Tikes Program is in full swing. Last year member's generosity enabled us to provide bicycles and helmets to 600 children. Pre-K graduates of the Florence Fuller Center and YMCA of South Palm Beach County each received a bicycle and a helmet. Also included is Roots and Wings in our distribution list. The smiles on "our" kids' faces when they see their first bikes are priceless!

In closing, I would like to take this time to thank the Board of Governors of the Boca West Country Club for its support of the Foundation. Your commitment to the cause has been truly remarkable, and I am deeply grateful for the time, effort and resources, including staff and volunteers, you have devoted to the Foundation. Thanks to this support, we have been able to make a difference in the lives of so many children and their families in our community.

The Club's dedication to philanthropy and community service is an inspiration to our community and we feel honored to have your support.

<u>Approval of Minutes</u>

Motion: on a motion made by Bob Schwartz and seconded by Arthur Schwartzman, the minutes of February 25 and February 28, 2025 Board meetings were approved.

Chairmans Report – Jeanine Banks

Jeanine Banks welcomed the three new Board Members; Teri Cox, Alan Lustrin, and Linda Singer; as well as Steve Roth and Jonathan Schraub as returning Board Members for their second term. The Board was reminded of the processes and parameters discussed in the new Board Member orientation and the importance of mentorship and comradery. Each new Board Member shared what they hope to contribute during their first year, and mirrored their enthusiasm for being part of the Board of Governors along with their commitment to the Club and the membership they represent.

Boca West Cares Conservatory Scholarship in honor of Arthur Adler

Tanglewood will be held on April 9. Jeanine Banks extended her gratitude to those that generously contributed to the Boca West Cares Conservatory of Music Scholarship in memory of Arthur Adler. To date, $14,500 has been raised, with 70% of the donations made by the Board of Governors.

Committees

Jeanine Banks thanked the newly appointed Committee Chairs and Vice Chairs for their collaborative work and meeting their deadlines. The Committee selection process has been completed and duly approved by the Executive Committee.

The Chairs and Vice Chairs were reminded of the importance of setting goals with the Department Heads and committee members. Discussion took place regarding reviewing the prior year committee goals, progress and to strive for member engagement. Committee Goals are to be submitted to the Executive Office by May 5, 2025. Chairs will be asked to report on their committee's progress throughout the Board year.

General Business

The Boca West Master Association Annual Meeting was held on March 21 and the 2025/26 Board of Directors was announced: Danny Bejarano, President; Steven Jonas, 1st Vice-President; Liz Rome, 2nd Vice-President; Michael Halpern, Treasurer; Ronnie Pollard, Secretary; Ruth Molina, Director; Alan Schwartz, Director; Lisa Forman, Ex-Officio Member; and Michael Eustace, Executive Director.

Jeanine Banks expressed her gratitude to Danny Schulman and Steve Roth for their work on the 2024/25 Hope Week Committee. Mrs. Banks presented them with a card of thanks created by the Fuller Center children.

Special Meeting of the Members

Jeanine Banks updated the Board on the format of the Special Meeting of the Vote of the Club Capital Improvement Plan that afternoon, March 27, 2025. Jonathon Goodman from Goodman and Goodman, the Club's CPA firm, will be present as the Inspector of Votes. Members will have an opportunity to vote if they have not already done so and will also have the right to change their vote should they desire. Upon conclusion, the voting results regarding quorum and membership vote decision on the Project will be officially announced.

Mrs. Banks thanked the Special Projects Committee, Industry Professionals, Lironne Stefaniw and her team for their dedication to the formulation and administration of the Proposed Project and expressed appreciation for their participation at the Member Informational meetings.

General Managers Report – Matthew Linderman

Department Head Introduction

Karima Lanfranco, Director of Learning and Development, newly hired Department Heads were formally introduced to the Board. Karima was welcomed and we look forward to having her on the Leadership Team.

Financial Flash Report

For the period of March 1 through March 20, 2025:

Golf Operations revenue and rounds are experiencing a strong March 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 Pot of Gold Spin the Wheel sale held on March 17.

Fitness and Spa are experiencing a strong March with revenues and services in line with budget and higher than last year.

Food and Beverage restaurants are experiencing a strong March with revenues greater than budget by $79,000 and covers 2,700 greater than budget.

Catering and House revenues are ahead of budget due to the timing of the Ladies Member Guest golf event.

Delinquent Dues, Foreclosures and Downgrades

There are currently 15 delinquent Members and nine of those have been delinquent for more than one year; three of the 15 are under contract to sell to new Members and another two are close to foreclosure. Last year at this time, there were 15 delinquent members and six of those were from previous years.

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

As of March 25, 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

Three General Contractors have been interviewed by the Special Projects Committee along with Industry Professionals, for the building construction of the Club Capital Improvement Plan. Mouw Construction was awarded the work for the construction of the Racquets facility, the Country Club Walkway, the Kitchen and Loading Dock expansion, and the Administration and Operation Building. Mason Construction was selected for other projects around the Club.

Work on the Spa Showers continues, we are close to completion.

The Lap Pool Chillers have been ordered and we await delivery. The electric for the chiller has been installed.

Human Resources

Matthew reported that the Director of People and Culture has resigned. The Club has engaged with a search firm to fill the vacancy.

The Summer Hospitality Management Internship recruiting will be finalized in the next few weeks. 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 are hosting a local job fair on Monday, April 7and April 8; J1 intern interviews with Portuguese students are scheduled for this week; we continue to explore recruitment from Puerto Rico as there are no visa requirements or restrictions.

Our annual Employee Wellness Fair will take place on April 18, and we are expecting 20 vendors to participate in the fair. The Club's insurance provider will also host an on-site biometric screening as well.

The end of season, Employee Game Night, is scheduled for April 28 at Mr. D's.

The Club's 401k annual testing was finalized for 2024 and the plan passed in all categories.

The current number of employees is 1,044 compared to 978 last year.

General Business

A Netflix Documentary featuring tennis legends, Chris Everett and Martina Navratilova is to be filed in the Golf Locker Rooms on April 5.

<u>Finance – Arthur Schwartzman</u>

Arthur Schwartzman reviewed the financial highlights for the month end February 2025, reflecting $260,000 better than budget and revenues in all categories exceeding budget.

<u>Legal – Jonathan Schraub</u>

Jonathan Schraub reviewed the Club's Grievance process.

The Boca West Children's Foundation

The Boca West Children's Foundation has requested that the Board consider and approve to formally change the name of the organization from Boca West Community Charitable Foundation to the Boca West Children's Foundation, as it is known today.

Motion: On a motion made by Jonathan Schraub and seconded by Jeanine Banks the Board approves and accepts the resolution as stated below:

Made on this 27th day of Marck 2025 at a regularly scheduled meeting of the Board of Governors.

WHEREAS, Under the auspices of Boca West Country Club, Inc., The Boca West Children's Foundation was organized under the legal name "Boca West Community Charitable Foundation" ("BWCCF" or the "Foundation"); and,

WHEREAS, the mission of the Foundation has always been to serve and support children in need in Palm Beach County; and,

WHEREAS, notwithstanding its legal name, the Foundation has always operated under the name "Boca West Children's Foundation" ("BWCF") which more accurately describes the mission and purpose of the Foundation; and

WHEREAS, utilizing the BWCF name, the Foundation has developed substantial goodwill in the Palm Beach Community and beyond; and

WHEREAS, the Board of the Foundation has determined that it would be in the best interest of the Foundation to change the legal name of the Foundation to BWCF to more properly align the Foundation name with its established purpose;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. The Board of Governors of Boca West Country Club hereby agrees that the name of the Foundation be legally changed to "The Boca West Children's Foundation"; and
2. That all appropriate paper be filed to effectuate this change of name.

Conflict of Interest

Motion: On a motion made by Jonathan Schraub and seconded by Jeanine Banks the Board approves and accepts the resolution as stated below:

Made on this 27th day of March 2025 at a regularly scheduled meeting of the Board of Governors.

WHEREAS, The Board of Governors (the "***Board***") adopted a resolution on 11-17-2016 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, the 2016 Resolution was amended by the Board at its meeting on February 28, 2025 (the "February 28, 2025 Amendment"); and

WHEREAS, further clarification of the scope of the conflict of interest provisions is required; and,

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

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. The provisions of paragraphs 2 and 3 of the February 28, 2025 Amendment are hereby deleted in their entirety and replaced with the following:
2. Spouses or Special Designees of current Board members may not serve on the Board of the Master Association during the term of the Board member.
3. Spouses or Special Designees of current Board members may serve on (a) the board of villages, or (b) on committees of the Board of villages, or (c) committees of the Master Association, provided any such proposed service is disclosed to the Club's Chairman of the Board prior to undertaking such service or if already serving, prior to continuing such service.
4. Service by a Spouse or Special Designee as provided in paragraph 3 may, upon disclosure, be reviewed by the Chairman of the Board of the Club for any real or apparent conflict of interest with the duties of the Club Board member. If, in the opinion of the Chairman, any such conflict exists, service of the Spouse or Special Designee as provided for in paragraph 3 may be disallowed or if the service continues, the Board member may be required to resign from the Club Board.
5. The remaining terms of the February 28, 2025 Amendment remains in full force and effect except to the extent the terms of that Amendment are expressly modified herein.

<u>Membership – Mark Haberman</u>

Membership Statistics

As of March 24, 2025, closed and pending sales to new Members were 94 compared to 96 last year.

Board Approvals Needed

Motion: On a motion made by Mark Haberman and seconded by Linda Singer, the Board approves the new Member nominees as presented to the Board.

Mark Haberman reported there is a request for the approval of a second six-month extension to hold the equity refund for two Members while they seek a new residence within Boca West.

Motion: On a motion made by Mark Haberman and seconded by Arthur Schwartzman, the Board approves the second six-month extension for both Members.

Unscheduled Topics

Philip Edwards reported that the Spring session of the Council of Country Club Presidents was held at Boca West on March 20. There were 65 Country Club General Managers and Board Presidents in attendance. The topic for the session was "Changing Demographics within the Country Club environment" presented by Kurt Kuebler of Kopplin Kuebler and Wallace. Philip Edwards was named as the new President of the Council as the previous President retired.

Barry Roberts, past Chairman of the Communications and Marketing Committee distributed a report on the Member APP and website usage.

Ombudsman – Philip Edwards

Philip Edwards reported on three Member concerns he is currently addressing.

Adjournment

There being no further business to discuss, the meeting adjourned to Executive Session at 11:40am.