

RCSCW GOVERNING BOARD

Director Guide

RCSCW GOVERNING BOARD— DIRECTOR GUIDE

This guide provides an overview for Governing Board (GB) Directors. It is intended for use by current and prospective GB Directors. If you're exploring what it means to serve as a GB Director, this guide should be a helpful resource.

The guide was compiled by the RCSCW Governing Board's Special Committee on Board Development in March 2019. The content was gathered from Recreation Centers of Sun City West (RCSCW) Bylaws, Policy Statements and Standing Rules as well as GB files on past operations. Reference to these sources is made in this document using the following notation:

(B) Bylaws -- Articles 1, 4 - 7

(R) Standing Rules 1 - 4

(P) Policies – C 01 - 03

(L) Legal - Arizona Open Meeting Law: A.R.S. Section 33-1804. See generally Section 33-1801 et seq.

This document is provided to all interested Governing Board candidates in the November 1 Candidate Packet. It is also available on the SCW website under the Governing Board Tab (in the *About Us* website section). A bibliography and associated sources used for this document are available in the GB Office.

Many of the source documents are available online on the GB BoardDocs website (gb.suncitywest.com).

- Some agendas, meeting minutes and SCW documents are kept electronically on BoardDocs -- an online meeting and information repository.
- Go to gb.suncitywest.com to read and review pertinent documents.
- Meetings, agendas and minutes are in the second TAB called **Meetings**. They are arranged by date. Support materials are attached to agendas in the grey box.
- The third TAB is called **Policies** – it holds the Articles of Incorporation, Bylaws, Policies and Rules via the drop-down menu at 'Book'.
- The fourth TAB is the **Library** -- it contains information on Committees, GB calendars and meeting dates.

This document includes a compilation and summary of information and requirements contained in the RCSCW Governing Documents, as well as requirements of Arizona law. If there is a conflict between this document and the RCSCW Governing Documents or Arizona law, the latter two apply.

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I. Relationships

A. Governing Board (GB)/General Manager (GM):

1. The GB hires two staff -- the General Manager (GM) and the Governing Board Executive Assistant (GBEA). Both are RCSCW employees.
2. The General Manager hires all other staff/employees.
3. The GM and GBEA take direction from the GB President based on counsel/input from the GB.
4. GB Directors are responsible to the GB President as the elected leader of and spokesperson for the Board.

B. Governing Board Executive Assistant's Role:

1. Provides administrative support to all Board Directors at the direction of the GB President.
2. Reports to the President of the Board who makes decisions about priorities.
3. Interacts with GM and staff on behalf of the GB.
4. Provides meeting support regarding desk-plate (name) tags, room arrangement, projection computer, guest sign-in, among other details.
5. Publishes official agendas and takes/publishes minutes for Board and Committee meetings.
6. Handles GB and Committee meeting scheduling and posts a calendar of scheduled GB events on online BoardDocs governance system and SCW website calendar.
7. Maintains lists of committee members with contact information and other related documents/databases for the GB.
8. Provides oversight and compliance guidance regarding AZ open meeting laws and legal statutes.
9. Acts as notary for the GB.

C. Senior Management role (see Appendix):

1. The organizational flow chart depicts RCSCW chain of command. Directors interact mostly with Senior Management Staff at GB meetings.
2. Senior Management Staff position definitions (appendix) include:
 - Environmental Services Manager
 - Golf Operations Manager
 - General Services Officer
 - Clubs & Programs Manager
 - Financial Services CFO
 - Capital Improvements/Facility Maintenance Manager
 - Special Events Manager
 - Sports Pavilion Manager

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- D. RCSCW and Property Owners & Residents Association (PORA):
1. RCSCW operates the SCW recreation centers, golf courses, library, bowling center, and other RCSCW property.
 2. PORA, a separate entity independent of RCSCW, is the liaison with local, county and state government: transportation, streets, Posse, fire district, gas and water companies. Owner-Members may join PORA (but are not required to join.)
- E. GB Directors and Staff: There is a tradition of cooperation and partnership between GB Directors/Committee Members and Staff. This work ethic has contributed to the success of the recreation programs and amenities offered to our residents. The following process is followed:
1. The General Manager selects and assigns the appropriate staff member to work with GB Directors and their committees or other assignments.
 2. All committee requests must go through the Committee Chairperson to the Governing Board President and then, if necessary, to the General Manager for approval.
 3. If any conflicts arise, they are to be resolved by the President of the Governing Board and the General Manager.
 4. GB Directors have an oversight role that is abbreviated and advisory in nature. Directors do not have a “working job” as do RCSCW employees. (RCSCW Staff does the work as a part of their regular jobs but is also advisory to Committees. Note that Staff does not “vote” on committee business.)
 5. Directors working with staff should remember to:
 - a. Avoid micro-managing the professionals we employ.
 - b. Be aware of staff time constraints and workloads. Our staff members have many responsibilities and deadlines. Be as organized and prepared as possible when meeting with them so time is used wisely.
 - c. Use volunteers rather than overloading a staff member.
 - d. Include staff in committee discussion. They have a wealth of knowledge and experience in the areas being discussed.
 - e. Ask for their input as you put together your agendas for meetings.
 - f. Work for cooperation, communication, and a sense of accomplishment.
 - g. Give credit for the work staff members do.
- F. The Governing Board operates according to Robert’s Rules of Order parliamentary procedures. A nationally registered Parliamentarian guides the Board.

II. Communications

- A. Each director has a “cubby” mailbox in the storage/mail room in the GB office.
- B. Each Director is given a GB email address to use for GB business. (See Appendix: Email and Computer Use). Most communications from the President and Executive Assistant come via GB distribution emails, which can include staff. Do not mix private emails with GB emails.

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- C. Agendas, meeting minutes and RCSCW documents are kept electronically on BoardDocs, an online meeting and information governance repository
- D. All communication with the press goes through the GB President, who is the GB spokesperson -- along with the RCSCW PR Staff.
- E. It is inappropriate as a GB Director to write or communicate ANY comments to the media, including any social media.
- F. **If you are asked for an interview by a member of the media, it must be cleared by the GB President. Any responses or articles sent to any media should be approved by the GB President.**
- G. Comments to individuals in the public should present a united front on GB decisions, personal disagreements should not be discussed, i.e. "The Board has decided....." Directors have no authority as individuals. (B) Speak with one voice!
- H. Check your inbox and read your GB emails especially the GM Weekly report which replaces the GM meetings and the monthly HR Report.
- I. Directors must be careful not to discuss GB issues among themselves in groups of more than four, since that would constitute a quorum requiring notice to the public of an open meeting.
- J. A quorum of the GB is allowed when Directors attend committee meetings, forums and other Association business functions or social events as long as business is not discussed. (B)
- K. Ideas, comments and questions may go directly from a Director to Staff, a Chairperson or the GBEA with a courtesy copy to the President, who will determine how the GBEA's time/duties are allocated/assigned.
- L. Issues should not be discussed via email with other Directors as a group since that violates the Open Meeting law. (L-Attorney/Legal Opinion). **Never use "Reply All" to any GB action since this constitutes a meeting.** Directors may communicate with other Directors or Staff or Owner-Members/residents on an individual basis.
- M. How to handle resident issues with Staff:
 1. **Questions** may go directly to specific staff for a response.
 2. Do not respond to resident emails/inquiries sent to all GB Directors. The GB President responds to resident-posed issues.
 3. Never give a **directive** to staff. That is the job of the GM. Rather, consider staff as **partners**.
 4. **Complaints** from residents need to use the complaint forms provided at each facility. Refer them to the form.
 5. Repairs/fixes at facilities need to go to the monitors who then complete "In house problem sheets." If it is a club, the Club President processes the repair paperwork.
 6. If the issue is **informational**, send the request to the staff person at the top to respond to the resident.
 7. In all above interactions, be sure to be **non-accusatory** in your tone both with residents and staff.
 8. Try to "**protect the time**" of staff with your interactions and expectations.

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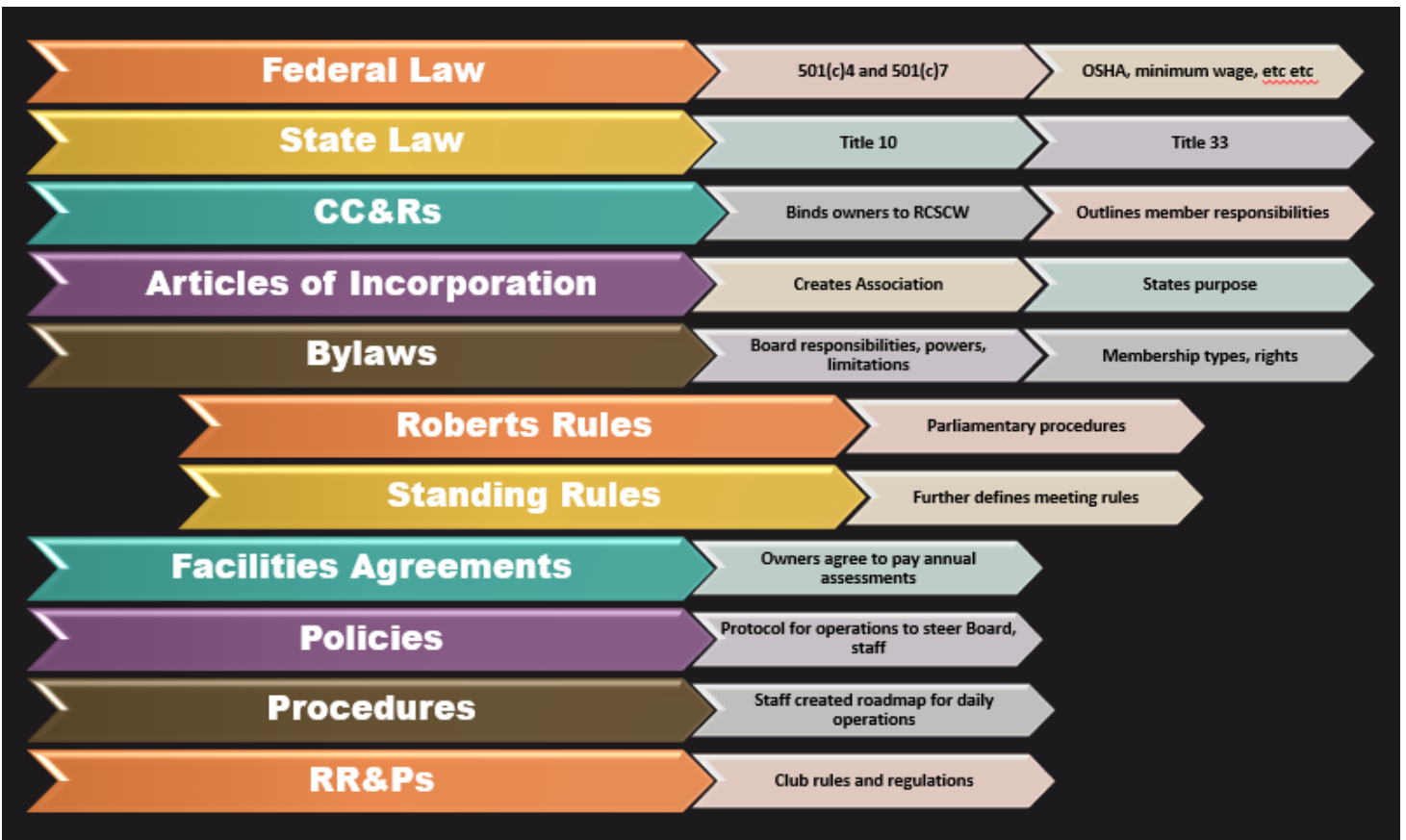
9. Be aware of **time deadlines** regarding committee requests. The budget process for the next fiscal year begins in the fall and it is difficult to add items after the budget is built by March-April of the fiscal year.
10. Stick to **policy** per the role of a Director and abstain from day-to-day staff operations.

III. Legal Issues

- A. All GB Meetings, including Committee & Sub-Committee Meetings (except GB Executive Sessions -- see Meeting Section IV) are open to the public. After announcing the purpose, a meeting or portion of a meeting may be closed for Executive Session when considering one or more of the following subjects: (B)
 1. Legal advice from the Association Attorney,
 2. Pending or contemplated litigation,
 3. Personal, health and financial information about an individual member of the association, an individual employee of the association or an individual employee of a contractor for the Association,
 4. Matters relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the Association or an individual employee of a contractor of the Association who works under the direction of the Association
 5. Resident hearings
- B. Contracts and employee rights are protected by law. (L)
- C. Contact with the Association lawyer is made only by the GM or GB President. (P, L03)
- D. There is an order of precedence for the many RCSCW documents. Try to familiarize yourself with the most pertinent ones (especially Bylaws Article 4.18 - General Powers of the GB, Article 4.19 - Duties and Responsibilities, and Article 4.20 - Restrictions on Powers). These documents can be found on BoardDocs.
- E. RCSCW is governed by Title 33: Arizona Planned Communities Act (open meetings, open records, conflict of interest) and Title 10: Arizona Non-Profit Corporation Act (corporate set-up, agents). Title 33 & Title 10 information can be found online.
- F. Any GB personal conflict of interest must be declared prior to voting on an issue -- though voting is still allowed by a Director after conflict declaration.
- G. Directors are covered by RCSCW insurance when acting within duties as a Director. However, you can be personally liable if you step outside the law (fiduciary responsibility, data breaches, privacy issues, employee lawsuits, sexual misconduct, libel/slander on social media, mass casualty events).
- H. Any privileged communications must be kept silent even after your term of office.
- I. See the appendix for a law summary.

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DOCUMENT ORDER OF PRECEDENCE



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IV. Meetings

- A. All meetings are open meetings by state law and require prior public notification. (B, L)
- B. Meetings must be held on property owned or under the control of RCSCW. (R)
- C. If a quorum is not reached, a majority may adjourn to another time and place by announcing it at the meeting. (B)
- D. All meetings allow for Owner Member input and comment. (B) Accommodations for the intended audience must be considered. (R)
- E. Meeting dates, times and places must be published four calendar days prior to any meeting on Association calendars. Meeting agendas are posted 48 hours (2 calendar days) in advance of any meeting on BoardDocs and other official Association sites (i.e., Association Bulletin Boards). (R)
- F. GB Meeting Purposes:
 1. The GB Regular Monthly Meeting finalizes decisions previously discussed.
 2. The GB Workshop provides an opportunity to discuss issues informally before the regular meeting.
 3. The GM Operations Meetings have been replaced by written Weekly GM Reports that are emailed to Directors.
 4. Executive Sessions discuss confidential issues in one of the identified closed meeting categories.
 5. Special Meetings address time sensitive issues or topics that cannot wait until the next scheduled meeting.
 6. Emergency Meetings handle unexpected serious situations urgently requiring immediate GB action.
 7. The Special Organizational Meeting may occur inside of the Regular GB April meeting to elect new officers for the coming fiscal year. (B)
 8. The Annual Meeting provides another opportunity for Owner Members to give input at the close of the fiscal year.
 9. Resident Hearings address individual issues such as CC&Rs violations or resident disciplinary issues.
 10. Planning and Training Meetings orient new directors, review procedures, set goals, and provide development for the GB.
- G. GB Workshops & Regular Meetings both occur monthly -- September through June. They may be cancelled when there is not enough business to conduct.
- H. A Consent Agenda is used in RCSCW Governing Board Minutes in order to conserve time at monthly GB Regular Meetings. A consent agenda is a board meeting practice that groups routine business and reports into one agenda item. The consent agenda can be approved in one action, rather than filing motions on each item separately. Using a consent agenda can save anywhere from a few minutes to a half hour.
- I. Meeting Behavior

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1. As a Committee Chairperson, a Director now represents the entire Committee – there is no “self-agenda.”
2. Directors need to be perceptive – verbal and non-verbal meeting behaviors should be monitored. All commentary should be respectful in light of a public audience.
3. In GB meetings, all comment and questions are directed to the GB President or Committee Chairperson – not to other Directors or Committee Members. When speaking at meetings, a speaker must be recognized in order to talk -- interruptions are not allowed.

V. Annual Financial Plan

- A. The Board approves the annual financial plan according to the timeline developed in Policy Fi 15.
- B. Committees and staff submit capital improvement and equipment needs by Dec. 1.
- C. The GM and CFO develop the budget.
- D. Budgets are presented to the B&F Committee by the end of February.
- E. The plan is presented to the GB by the end of March.
- F. The GB discusses the plan at a Workshop by the second week of April.
- G. Capital Projects over \$100K are voted on at the April Regular Meeting. (Fi 02)
- H. One community forum will be held at least one week prior to the May GB Meeting. There may be additional community forums.
- I. The plan is published in the Rec Center News in the May issue.
- J. The plan is voted on at the Regular Board meeting in May.
- K. The fiscal year runs from July 1-June 30.

VI. Housekeeping

- A. Photos of each Director and a group GB photo may be taken for press purposes.
- B. An official RCSCW Governing Board name tag will be provided.
- C. Directors are allowed two RCSCW logo shirts per year. This decision is made at the discretion of the GB President.
- D. A key card for entrance to the GB offices (weekdays only, between 8:00 a.m. and 3:00 p.m.) will be provided.
- E. A laptop will be available for your home and meeting use. A password will be provided – it cannot be changed without permission of the General Services Officer/IT Department. Directors should use their GB account to send and receive emails **without** mingling them with their home email addresses. For more information, see Appendix: Email and Computer Use.

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- F. Directors may bring your laptop to GB Workshops and Regular Meetings -- you will be linked via “Join Me” to the agenda and documents as the meeting progresses.
- G. Directors can receive and respond to GB email by cell phone; however, caution must be used when opening attachments to avoid “phishing” attempts.
- H. Replacement ink cartridges and reams of paper are available upon request from the GBEA for your home printer as follows: color every 6 months, black & white every quarter, unlimited paper.
- I. Business cards will be available with your name, phone number and GB email address.
- J. Notary services for GB docs are provided by the GBEA.
- K. You must sign:
 1. A Conflict of Interest Form (General Policy L-2)
 2. A Confidentiality Form (General Policy L-10)
 3. A Disclosure of Financial Interest Form 990
 4. An Asset Protection Acknowledgement From IT
 5. An Oath of Office Form
 6. Other forms as Financial Services or other Association/legal entities mandates

VII. Expectations

- A. Committees:
 1. Directors are expected to chair GB committees as they are assigned by the GB President. Read the Committee Chairperson Manual thoroughly as it outlines the Chairperson role.
 2. The Committee Member Handbook will be shared with Committee Members. Make sure Committee Members read/review the document.
 3. Plan to attend other Committee Meetings periodically to understand how each operates. All guests -- including Board Directors -- should not dominate Committee discussions. Directors also do not vote at any Committee Meetings they visit as guests.
- B. Attendance at GB Meetings:
 1. A schedule of GB Workshop and Regular Meeting dates will be provided. Directors are expected to be in attendance at GB Meetings unless excused by the majority of the board. If a Director has three consecutive unexcused absences, the position is considered vacant and a replacement may be appointed. (B)
 2. If a Director must be absent from a meeting, any means of communication allowing them to hear and participate in the meeting is acceptable. (B) Teleconferencing is preferred.
 - a. Directors must notify the GB President that they will be out of town or absent from GB meetings.
 3. Directors are expected to be available year-round for a 3-year term. (B)

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4. At the April board meeting, the newly elected GB will be seated temporarily to elect GB officers for the upcoming year.
5. A training and goal-setting meeting with the full GB is held early in July – usually the second week after taking office. It also may include meeting with the Association lawyer and Association Staff.

C. Visibility:

1. Directors represent the community and are expected to present themselves in a positive manner in public and make a point to be visible at RCSCW public events.
2. Clubs are the heart of the community. It is recommended that Directors attend Club events to build understanding. Read the RR&Ps to become familiar with club Bylaws and specific rules.
3. Newcomer Coffees are held 2-3 times a year. Directors should attend to meet new residents.
4. A Committee Appreciation Brunch is held in March to celebrate the efforts of Committee Member volunteers.
5. Periodic invitations are sent to Directors by RCSCW Clubs or community groups to attend their events. Directors should feel free to attend these activities, as possible.

D. Knowledge:

1. TORCH Academies, offered twice a year, provide residents with information on SCW. Directors attend the first session to be introduced to the Academy class. They also attend the seventh session to participate in the Academy class graduation ceremony.
2. Directors are encouraged to take the TORCH Academy and should read the most current TORCH Binder to familiarize themselves with data presented. See the GB Executive Assistant for the most recent Academy binder.
3. In chapter format, the TORCH Academy Binder contains RCSCW data and insights on: RCSCW statistics, finances, history, PORA, capital projects, golf, clubs, events, Sports Pavilion, support services and volunteer opportunities.

E. Leadership:

1. Reading materials are available in the GB Board Office to assist you in your role as a Director. Read, read, read! (See Appendix for an Annotated Bibliography.) The GBEA is familiar with the location of the resources.
2. If you would like an experienced Director to mentor you, speak to the GB President.

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Appendices

GB Meeting Chart

Email and Computer Use

RCSCW Organizational & Key Staff Position Descriptions

Community Association Law Summary

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GB MEETING CHART

	Regular Monthly	Workshops	GM OPS	Executive	Special	Emergency	Reorganization	Annual	Resident Hearing	Training & Planning
Months	Sept - June	Sept - June	Sept - June	All	All	All	April	June	Any	July
Day	Thursday: end of month	Friday: mid-month	Monday	Any	Any	Any	At regular monthly meeting	At regular monthly meeting	Any	2 days
Time	9 a.m.	9 a.m.	1:30 p.m.	Any	Any	Any	9 a.m.	9 a.m.	Any	9:00 - 4:00
Frequency	once per month	once per month	twice per month	Any	Any	Any	Once per year	Once per year	n/a	Once per year
Location	Lecture Hall or large venue	Lecture Hall	Board Conference Room	Board Conference Room	Board Conference Room	Board Conference Room	Lecture Hall	Palm Ridge-Summit or Social Hall	Board Conference Room	TBA
Format	Formal	Formal with informal discussion	Formal with informal discussion	Formal with informal discussion	Formal	Formal	Formal	Formal	Formal	Informal discussion
Voting	Yes, with quorum	No	No	Yes	Yes	Yes	Yes	Yes	Yes	No
Open to Public	Yes	Yes	Yes	No	Yes	Yes	Yes	Yes	No, unless by resident request	Yes
Quorum Required	Yes, to vote	Yes	Yes	Yes, to go into Executive Session	Yes, to vote	3 directors for quorum	Yes, to vote	Yes, to vote	Yes	Yes
Meeting Notice	4 days	4 days	4 days	On spot	48 hours to each director	No limit	4 days	Resident Invitation: * 14 days	10 days	4 days
Agenda Publication	48 hours	48 hours	48 hours	Purpose announced on spot 48hrs	48 hours	None	48 hours	48 hours	48 hours	48 hours
Draft Minutes	5 days	5 days	5 days	limited minutes	48 hours	Written account of action in 2 days	5 days	5 days	limited minutes	5 days
Final Minutes	Next Regular Meeting	Next Wkshop Meeting	Next GM Ops Meeting	No approval	Next Regular Meeting	Next Regular Meeting	Next Regular Meeting	Next Regular Meeting	Letter to resident	No approval
NOTES:			Not Currently In Session					* May also occur via Rec Center News Publication		

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RCSCW GOVERNING BOARD EMAIL AND COMPUTER USE

1. **All changes to Governing Board emails are effective June 30 of the current year.**
 - A. **For the Incoming Directors:** You will be receiving a Governing Board email account and password so that you can send and receive business emails without mingling them with your home email addresses.
 - i. **It will go LIVE on June 30.**
 - ii. Your laptop uses Microsoft 365, which includes all the latest Outlook and Microsoft Office products.
 - B. **For Outgoing Directors:** We will delete your existing accounts on June 30. If there is anything in your account you wish to save, including contacts, please do so ASAP.
 - C. For continuing Directors, you will see no changes.

2. **Any Director whose term is ending on June 30, and who has not already done so, should drop off their laptop with Katy O’Grady in the Admin Building by June 30.** As we recover these laptops, we will reissue them to new Directors as soon as possible.

A NOTE ABOUT PERSONAL DEVICES:

Although you may access your email from any computer using office.com, the Association is not responsible should you suffer a hardware, software or data loss when using a personal computer to conduct Association business.

1. **We do not manage, maintain or support non-Association computers. A virus, ransomware attack or any other infection that occurs while conducting Association business on private property is not protected or covered. For this reason, we issue Association laptops and email addresses to protect your personal email and your personal equipment.**

2. **Also, please note: Should the Association ever face a lawsuit that requires us to turn over emails associated with the lawsuit, your use of a personal computer or personal email address to conduct Association business, could result in your personal computer or personal email correspondence**

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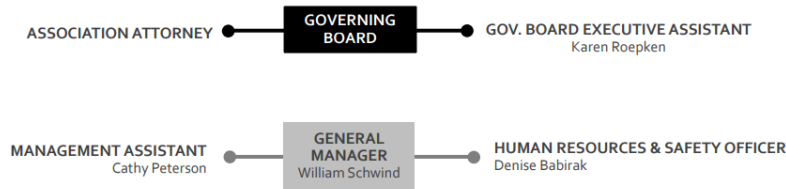
HOW TO USE EMAIL:

1. **Accessing your email on the laptop is straight-forward and available through the mail icon on the machine. If you have questions, please see me or a member of IT.**
2. **If you need assistance connecting the laptop to a wireless printer in your home, we can help you. Just let us know what you need, and as long as the laptop is turned on and connected to WIFI, we can remote into it and take care of it with you.**
3. **Our email system has all the basic functions of any other email system you're used to, plus it is preloaded with an address book containing all staff email addresses (this is the GLOBAL ADDRESS BOOK). Addresses or Address Groups you add yourself over time -- go into CONTACTS.**
4. **Although you all have individual email addresses, our members can always email every member by simply sending an email to gb@suncitywest.com – those emails go to all Directors and the Executive Assistant. You might want to come to some consensus on who will respond to emails that go to the entire Board. Remember that "Reply All" is not an option for response per Open Meeting s laws.**
5. **If you are trying to reach a staff member, you will find them in your address book in Outlook. With only a couple of exceptions, most staffers use their firstname.lastname@suncitywest.com, so it's easy to remember.**
6. **Some of you may want to set up group email lists to more easily communicate with committee members. These were called "Distribution Lists" in old versions of Outlook. You can now find them as "Contact Groups" in the email system. If you need assistance setting one up, please let us know.**
7. **This is just a quick overview. If you want a quick demo, or if you'd like more in-depth training, please contact any one of the IT members.**

**Katy O'Grady, General Services Office, can be contacted at:
623-544-6027
katy.ogrady@suncitywest.com**

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RECREATION CENTERS OF SUN CITY WEST INC. Organization Chart



Note: This Chart is periodically updated per GM Staff decisions and/or new Staff hires/placements.

This chart was last updated on 12.28.19.

A set of definitions for each of the GM's Senior Report positions can be found on the next page.

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GM Senior Report Position Definitions

MANAGEMENT ASSISTANT to the GM/CC&Rs Provides a variety of highly responsible and complex administrative support as assistant to the General Manager (GM) and his staff as needed. Assist the GM and the Recreation Activities Manager in the investigation and enforcement of Community Covenants, Conditions and Restrictions (CC&R's) as dictated by Bylaw, Policy and Agreement. The person assigned to this position is expected to use a high level of judgment and discretion in working with the management team, residents and legal counsel.

HUMAN RESOURCE OFFICER Assume management responsibility for all current Human Resources Department services and activities including recruitment, training and professional development, employee records maintenance, job analysis and classification, compensation and benefit administration, employee safety programs; recommend and administer policies and procedures as at the direction of the General Manager.

ENVIRONMENTAL SERVICES MANAGER Manages, directs and oversees the efficient operation of the maintenance program for multiple recreation center golf courses (7), park landscape for 4 recreation centers, common grounds; supervises, assigns and reviews the work of staff responsible for maintaining golf courses, common grounds, softball field, lawn bowl courts, Beardsley Park, and entry ways; oversee and participates in all work activities; and, performs a variety of technical tasks relative to assigned area of responsibility. Represents the General Manager when meeting with various agencies, businesses, clubs, community groups, professionals, and other organizations. Provides professional and administrative support to the General Manager. Acts as staff liaison to the Water Committee and is co-liaison to the Properties Committee, Golf Committee and the Golf Council. Also works with the county and SCW Prides on common grounds issues. Reports to and takes direction from the General Manager.

GOLF OPERATIONS MANAGER Directs and coordinates the programs within the Golf Operations Division and its Pro Shops (7). This will include selection and requisition of all resale merchandise, golf programs, golf instructions, and customer service training. To coordinate assigned activities with other departments and divisions; and to provide highly responsible and complex administrative support to the General Manager. This position answers directly to the General Manager

GENERAL SERVICES OFFICER Manages, directs and oversees administrative and operational tasks related to, Marketing; Community/Information, Information Systems and Long-Range Planning. Supervises, assigns and reviews the work of staff responsible for performing related functions. Under the supervision of the General Manager, collects and analyzes information about newsworthy events to write news stories for publication. Represents the General Manager when meeting with various agencies, businesses, clubs, community groups, professionals and other organizations. Provides highly professional and complex administrative support to the General Manager. Speaks on behalf of the Association to all media.

RECREATION MANAGER/CC&Rs Manages, directs and oversees the operation of the CC&R Department. Guides staff in enforcing policies and regulations as they relate to the Recreation Centers of Sun City West (RCSCW) Association Covenants, Conditions and Restrictions (CC&R). Monitors and enforces a variety of applicable regulations related to land use, health and safety, blight, and other matters of concern to association members. Manages, directs and oversees the operation of the Chartered Clubs, Scheduling/Tours and Receptionists and Village Store. Initiates and follows thru on capital improvement projects as assigned. Acts as staff liaison to the Charter Clubs Committee.

CHIEF FINANCIAL OFFICER Manages, directs and oversees the operation of the Accounting and Membership staff. Is responsible for accounting, budgeting, purchasing and contracting; to oversee and participate in all work activities; to perform complex and technical accounting functions involving general ledger, payroll, accounts payable and member services; to maintain a variety of accounts, general ledgers and financial records; to perform professional accounting duties involving the reporting of financial transactions and maintenance of financial records for the organization's operations, programs and services; and to provide highly responsible assistance to the General Manager. May assume the duties and responsibilities of the General Manager on a rotational basis when the General Manager is not present.

FACILITIES OPERATIONS MANAGER Supervises Capitol Projects Manager, Facilities Maintenance personnel, Recreation Facilities Supervisors and Safety Coordinator; responsible for capital improvement projects, daily and routine maintenance and internal operations at all Recreation Center Facilities; to ensure that all capital projects, building maintenance and operations are completed in a timely and cost-effective manner, responsible for analyzing all mechanical and structural repairs. Reports to and takes direction from the General Manager.

SPECIAL EVENTS MANAGER Plans, organizes, manages and evaluates the activities, budget, facilities and equipment, staff, contractors and Volunteers for RCSCW Special Events. Plan, coordinate, implement and evaluate a variety of recreation activities and specialized events; Develop and implement innovative and interesting activities, events, and programs. Reports to and takes direction from the General Manager.

SPORTS PAVILION MANAGER To plan, direct, manage and oversee the operations of Sports Pavilion, restaurant and Pro Shop including the bowling center, billiards, shuffleboard area; to perform administrative and financial duties; and to provide administrative support to the General Manager.

RCSCW GOVERNING BOARD— DIRECTOR GUIDE

2019-2020 COMMUNITY ASSOCIATION LAW SUMMARY

Effective until July 1, 2020



CARPENTER HAZLEWOOD
Carpenter, Hazlewood, Delgado & Bolen
ATTORNEYS AT LAW

OPEN BOARD AND COMMITTEE MEETINGS

A.R.S. §33-1248 (A),(D) (condominiums) and *§33-1804 (A),(D)* (planned communities) impose the following requirements at any Board meeting and any regularly scheduled committee meeting:

1. Association members "or any person designated by a member in writing as the member's representative" must be allowed to attend and speak "at an appropriate time during the deliberations and proceedings." The Board must also permit the member or designated representative to speak "once after the board has discussed a specific agenda item but before the board takes formal action on that item."
2. Reasonable time limitations may be placed on persons speaking during the meeting, but the Board must allow a "reasonable number of persons to speak on each side of an issue."
3. The agenda shall be available to all members attending (Board meetings).

CLOSED BOARD/COMMITTEE MEETINGS

A.R.S. §33-1248 (A) (condominiums) and *A.R.S. §33-1804 (A)* (planned communities) provide five categories for closed meetings:

1. Legal advice from an attorney for the Board or the Association.
2. Pending or contemplated litigation.
3. Personal, health and financial information, about an individual member of the Association, an individual employee of the Association or an individual employee of a contractor of the Association.
4. Matters relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the Association or an individual employee of a contractor of the Association who works under the direction of the Association.
5. Discussion of a member's appeal of a violation cited or penalty imposed by the Association except on request of the affected member that the discussion be held in an open session.

Notice Requirement: before entering a closed portion of a meeting, or in the notice of a closed meeting, the Board must identify the paragraph above that authorizes why the Board is closing the meeting.

EMERGENCY BOARD MEETINGS

A.R.S. §33-1248 (D) (condominiums) and *A.R.S. §33-1804 (D)* (planned communities) allow Boards to meet in emergency circumstances without notice to the membership if action cannot be delayed for 48 hours, but the minutes shall state the reason for the emergency, and shall be read and approved at the next regularly scheduled meeting. Only emergency matters can be acted on at the meeting.

BOARD ACTION WITHOUT A BOARD MEETING

If a community association is a nonprofit corporation, *A.R.S. §10-3821* allows action by the Board of Directors without a meeting if the action is taken by all of the directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes filed with the corporate records reflecting the action taken. *This method of action is best used sparingly.*

AUDIOTAPING AND VIDEOTAPING BOARD OR COMMITTEE MEETINGS

A.R.S. §33-1248 (A) (condominiums) and *A.R.S. §33-1804 (A)* (planned communities) state that persons attending membership meetings, regular

committee meetings, and Board of Directors meetings may tape record or videotape the portion of the meetings that are open to the membership and their designated representatives. The Board of Directors may adopt reasonable rules governing taping of meetings, but the rules cannot preclude taping, unless the Board tapes the meeting and makes tapes available to members on request. The Board cannot require advance notice of members taping.

CONFLICTS OF INTEREST

A.R.S. §33-1243 (C) (condominiums) and *§33-1811* (planned communities) govern conflicts of interest for Board members. If any contract, decision or other action for compensation taken by or on behalf of the Board of Directors would benefit any member of the Board of Directors or any person who is a parent, grandparent, spouse, child or sibling of a member of the Board of Directors or a parent or spouse of any of those persons, that member of the Board of Directors shall declare a conflict of interest for that issue. The member shall declare the conflict in an open meeting of the Board before the Board discusses or takes action on that issue and that member may then vote on that issue. Any contract entered into in violation of this section is void and unenforceable.

BOARD REMOVAL

Pursuant to *A.R.S. §33-1243 (H)* and *(I)* (condominiums) and *A.R.S. §33-1813* (planned communities), if the Association has 1,000 members or fewer, a special membership meeting must be called and held within 30 days of the presentation to the Board of Directors of petitions calling for the removal of a director, directors or the entire Board of Directors signed by members eligible to vote holding 100 votes, or by members eligible to vote entitled to cast 25% of the votes in the Association, whichever is less.

If the Association has more than 1,000 members, a special membership meeting must be called and held within 30 days of the presentation to the Board of Directors of petitions calling for the removal of a director, directors or the entire Board of Directors signed by members eligible to vote at least 1,000 votes, or by members eligible to vote entitled to cast 10% of the votes in the Association, whichever is less.

The number necessary to remove a director, directors or the entire Board of Directors, with or without cause, is a simple majority of those voting, so long as a quorum is present. The quorum of owners eligible to vote for the membership meeting called for the purposes of voting on the recall is 20% of the votes or 1,000 votes present, whichever is less.

Replacement of fewer than a majority of the board removed shall be done according to the governing documents. If a majority is removed, or if there is no method to fill vacancies, the association shall hold an election at a separate meeting not less than 30 days after the removal meeting.

A community association is obligated to keep records of the meeting and the petition and any election or action to replace the director(s) for at least one year from the date of the special meeting.

A petition to remove a director can only be submitted once during that director's term. If the removal is not successful, that director cannot be the target of a recall again for the remainder of his or her term. A director removed cannot serve again until after expiration of the term of office unless the governing documents provide for a longer ineligibility period.

ARCHITECTURAL COMMITTEES - PLANNED COMMUNITIES

A.R.S. §33-1817 provides that no matter what the governing documents say, a planned community must include at least one member of the Board of Directors on any design review or architectural type of committee. A Board member on the committee must also serve as the chair of the committee.

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VOTING

A.R.S. §33-1250 (condominiums) and *§33-1812* (planned communities) have provided for a number of years that membership votes may not be cast by proxy. Associations shall provide for votes to be cast in person and by absentee ballot, and the Association may provide for voting by some other form of delivery, including e-mail and fax delivery. Such votes cast by any of the methods are valid for the purpose of establishing a quorum. The Nonprofit Act (*A.R.S. §10-3708*) permits "online voting", i.e. delivery of a written ballot electronically, if the system authenticates the member's identity and the validity of each vote, transmits a receipt to the voter, and stores votes for recount and review.

A completed non-secret ballot must contain the name, address and signature of the voter on the ballot. However, if the Association votes by secret ballot, the information and signature are needed on the envelope only, not the ballot. In addition, all voting materials including sign in sheets must be retained in electronic or paper format for at least one year.

BOOKS AND RECORD ACCESS

A.R.S. §33-1258 (condominiums) and *§33-1805* (planned communities) create the following categories of records that are exceptions to the statement that "all financial and other records of the association shall be made reasonably available for examination by any member or person designated by the member in writing as the member's representative":

1. Four of the categories are the same* as the four categories outlined above for "Closed Meetings" under *A.R.S. §33-1248 (A)* and *A.R.S. §33-1804 (A)*. (*Except "pending" litigation records only)
2. The fifth category consists of meeting minutes or other records of meetings not required to be open to the membership.

The Association cannot charge an owner to inspect the Association's books and records pursuant to *A.R.S. §33-1258* (condominiums) and *A.R.S. §33-1805* (planned communities). The Association may charge a fee for copies of not more than 15 cents per page. Upon request, the Association has 10 business days to fulfill the owner's demand.

ASSESSMENT INCREASES

There is no limit in the Condominium Act on the permissible increase in assessments. If there are limits in the condominium's governing documents, those limits control.

If there are limits in a planned community's governing documents, those limits control unless the limit is greater than 20%. If there are no limits in a planned community's governing documents, or if the limit is greater than 20%, the planned community association cannot impose a regular assessment that is 20% greater than the immediately preceding fiscal year's assessment without the approval of a majority of the members. *A.R.S. §33-1803 (A)*.

ASSESSMENT COLLECTIONS

As of 8/27/2019, associations must send a notice to owners with specific statutory language by certified mail at least 30 days before turning over an account to a collections agency or attorney.

As of 1/1/2020, except in associations with less than 50 lots/units that are not professionally managed, a "statement of account" must be provided for owners in lieu of payment books. This must be done with the same

frequency as assessments are due.

LATE CHARGES

Late charges are authorized by statute for associations (limited to \$15.00 or 10% of the unpaid assessment for planned communities). Planned communities and condominiums may impose late charges only after providing notice that the assessment is overdue or that an assessment is considered overdue after a certain date (e.g. in a collection policy.)

FORECLOSURES

A.R.S. §33-1256 (condominiums) and *A.R.S. §33-1807* (planned communities) limit when an Association can foreclose upon property with unpaid assessments. The Association can only foreclose at the earlier of:

1. The assessments secured by the lien being delinquent for at least 12 months or
2. The delinquent assessment(s) total at least \$1,200

As of 8/27/2019, the lien is extinguished if not foreclosed in 6 years. This is the same limitation period for suing on the owners' personal obligation.

NOTICE OF VIOLATIONS

A.R.S. §33-1242 (condominiums) and *A.R.S. §33-1803* (planned communities) require the Association to give the homeowner written notice before enforcing the provisions of the Association's documents regarding the "condition of the owner's property." The Association must include the following information in the initial violation notice before the Association can take enforcement action or, if not in the initial notice, in a written response to a certified letter sent by the owner after receipt of a violation letter:

1. The provision of the documents that has allegedly been violated;
2. The date of the violation or the date the violation was observed;
3. The first & last name of the person or persons who observed the violation;
4. A description of the process the owner must follow to contest the notice.
5. The owner's right to file an administrative complaint for a hearing before an administrative law judge (Real Estate Department).

The owner has 21 calendar days to respond to the violation letter by certified mail to be entitled to the above information if not provided in the initial notice. The Association has 10 business days to provide the information after receipt of a certified letter.

RENTAL PROPERTY

A.R.S. §33-1260.01 (condominiums) and *§33-1806.01* (planned communities) make it clear that there can be prohibitions on rentals in declarations, as well as rental time period restrictions. However, an Association may not require an owner or owner's agent to disclose information about a tenant other than name and contact information of adults, the time period of the lease, and a description and license plate numbers of vehicles. Fees and fines must be the same for rental units and owner-occupied units. Associations also cannot prohibit off-site owners from serving on the Board. Finally, landlords cannot be required to provide a copy of the tenant's rental application, credit report, or lease agreement or rental contract (which would include any "crime free lease addendum" the landlord might utilize).