



**BOARD OF DIRECTORS REGULAR MEETING MINUTES
BONITA NATIONAL GOLF CLUB, INC.**

Place of meeting: Bonita National Clubhouse
17501 Bonita National Blvd
Bonita Springs, Florida 34135

Date of meeting: March 25, 2025

Time of meeting: 3:00 p.m.

1. **Call to Order:** R. Donatuti, President on March 25, 2025 at 3:00 p.m.
2. **Certification of Quorum:** R. Jackson, Secretary
3. **Proof of Notice:** S. Coulls, GM, Troon Management

Attendees: R. Donatuti, President
P. Hanson, Vice President
R. Jackson, Secretary
N. Oliver, Treasurer
D. Jimenez, Director
T. Casey, Director
R. Winter, Director
S. Coulls, GM, Troon Management
J. Langford, Troon Management
Michelle Olson, CAM, Troon Management
J.P. Shepherd, Head Golf Professional
T. Caliguire, Golf Course Superintendent

4. **Approval of Meeting Minutes:**

- R. Jackson moved to approve the minutes of the February 25, 2025 Regular Board Meeting. The motion was seconded by T. Casey and passed unanimously.

5. **President's Report:**

R. Donatuti recognized and thanked all of the Board members, Committee Liaisons, Committee Chairs, Committee members, and golf members for all of their work and support over the past year. He also thanked the entire Troon staff, including J.P., Simon, and Michelle.

6. Treasurer's Report:

N. Oliver stated that the golf club hired some temporary workers to gather range balls around Hole #1; the golf cart maintenance program is in gear; the on-site portion of the 2024 audit will take place through April; and the renewed capital reserve study will take place this year.

N. Oliver then deferred the financial report to Bob Pacheco, Vice Chair. Bob Pacheco gave a detailed financial report for February and YTD 2025. Rounds for the year were up over budget; the NOI is ahead of budget YTD by \$87,049; the NI is ahead of budget YTD by \$72,933; and the Balance Sheet as of February 28, 2025 reveals assets of \$10,985,489, and current liabilities of \$3,079,947. Our Club is on a very strong and sound financial footing.

N. Oliver stated that the Finance Committee is looking closely at changing our bank to Bank of America, and they will likely follow the lead of the HOA on this issue. He stated that 11 members are delinquent in their dues.

7. Standing Committee Reports:

A. Greens Committee: R. Winter thanked the membership of our great golf club. The fairways and tees look fantastic. The greens are consistent and fast. During the Club Championships, the green speed reached 13.8 and R. Winter thanked Tom Caliguire and his staff for their fine work. The average green speed in March has been 12.3. We are one month away from the practice green and driving range renovation. He reminded our golfers, when the mats are required to be used, to not hit any balls from behind or in front of the mats. The target date to re-use the range is September 1. Last, R. Winter thanked John Schulz, the Chair of the Committee, and all other Committee members.

B. Finance Committee: N. Oliver stated that there is no further report.

C. Strategic Long Range Planning: N. Oliver stated that there is no additional information to report from the statements made at the February Regular Meeting.

D. Governance/Compliance: D. Jimenez stated that her update will be through the items to be discussed in New Business.

E. Golf Operations Committee: P. Hanson stated that the surveys from the Ladies' and Men's events are very positive. There are 226 members of the LGA. The Men's member-member and Mixed member-guest events are coming up soon.

F. Communications: No report.

8. Old Business: None.

9. New Business:

A. Governance Policy.

D. Jimenez made the following motion: "To approve the revised governance policy to conform to 720 statute as it relates to violations based on our governing documents, bylaws, rules and regulations against non-golf members. Only suspensions may apply to non-golf members and fining does not apply." The motion was seconded by P. Hanson and passed unanimously.

D. Jimenez made the following motion: "To disclose the members, transfer members, guests and all invitee's names to the Board and membership at a duly called board meeting wherein a violation is being presented for a decision by the BOD's on penalty of said member." The motion was seconded by R. Donatuti. D. Jimenez stated that our lawyers recommend disclosing the names to further the recent statutory changes seeking transparency in Board actions. In response to a member comment, and further Board member comments, D. Jimenez amended the motion to remove the "guests and all invitee's" language, so that only member and transfer member names will be revealed. P. Hanson seconded the motion as amended. The amended motion was passed unanimously.

B. Code of Conduct.

P. Hanson made the following motion: "To approve the Golf Board of Directors Code of Conduct document. This document states that directors are responsible for upholding the values and integrity of the golf club. The Code of Conduct sets standards for ethical behavior, accountability, and professionalism." She drafted the document and circulated it to the Board. The motion was seconded by R. Winter.

R. Jackson objected to the Code of Conduct document being discussed or considered at the meeting for a host of reasons. He stated that a Code of Conduct was first discussed at the September, 2024 Regular Meeting and more than one Board member had issues with its provisions. The motion was tabled at that time and R. Donatuti asked R. Jackson, P. Hanson, D. Jimenez and Simon to work on a revised version together. R. Jackson stated that a Code of Conduct was on the Agenda for the February 25, 2025

Regular Meeting, and at that time D. Jimenez stated that it “will be taken up by the new Board after it is seated.” R. Jackson stated that he was not involved in the creation, or provisions, of the Code of Conduct document being presented and there is no reason for it to be discussed until the new Board is seated next month.

R. Jackson pointed out numerous issues with the draft Code of Conduct, including that it has already been violated by Board members not recognizing that they had an actual or potential conflict of interest in considering whether Board candidate Lampl should be disciplined. While golf club counsel stated that D. Jimenez and N. Oliver were not *required* to recuse themselves from that issue, they nevertheless *should* have recused themselves to avoid any appearance of impropriety. R. Jackson objected to the provision which states that Board members are required to “Support board decisions once made, even if personally opposed,” because each Board member has a fiduciary duty to act in the best interests of all members and cannot be forced to do otherwise, especially if a Board decision is, in that person’s view, not in the best interests of the membership. R. Jackson also stated that the President has already violated the provision that Board members “Do not speak on behalf of the board unless authorized,” by among other things extending the due date of dues payments and scheduling and changing meeting dates and times without Board approval. R. Jackson objected to the provision to “Refrain from excessive drinking or inappropriate behavior,” because it is vague and ambiguous and is not definable and thus could be improperly used against Board members. R. Jackson stated that he agreed that all Board members should “uphold the integrity and reputation of the club” but asked the Board to advise which provisions of this Code of Conduct prohibit the Board President from sending an email to 64 members encouraging them to vote for certain Board candidates and directly or indirectly making false statements about the other three candidates.

At that point, Board members interrupted R. Jackson’s comments and J. Langford of Troon told the Board President to call the motion for a vote. R. Donatuti requested a roll call vote and the motion passed 5-2, with R. Donatuti, P. Hanson, R. Winter, N. Oliver, and D. Jimenez voting in favor, and R. Jackson and T. Casey voting against.

C. Committee Charters.

Director Jimenez made a motion to approve the updated Committee charters for the Finance, Greens, GOC, Governance/Compliance and Strategic Long Range Planning Committees. The motion was seconded by P. Hanson. D. Jimenez stated that she worked on the charters with Simon and his team and they were circulated to the Board on March 18 and she has received no comments. N. Oliver stated that he fully supports the work done on the charters, and the Finance Committee has some suggestions about its charter and it would like an opportunity to make changes to the charter. He does not request a delay in approving the charters, though. R. Winter supports the work done on the charters by Simon and his staff.

R. Jackson stated that these draft charters should not be approved at this meeting, because there is no rush to do so and each of the affected Committees should have an opportunity to review and have input into the charter that will govern their Committee before the charter goes into effect. R. Jackson pointed out the changes that he thought should be made to the charters. Simon stated that he would like to get the charters passed and then the Committees can come back to the Board later with any modifications the Committees would like to have made.

The motion passed 6-1, with Directors Casey, Donatuti, Oliver, Winter, Jimenez and Hanson voting in favor, and Director Jackson voting against.

D. Memorial Day Event Request.

P. Hanson made a motion to approve a Memorial Day Golf Event to benefit Folds of Honor, a 501(c)(3) nonprofit organization that provides educational scholarships to the spouses and children of military members who have fallen or been disabled while serving in the United States Armed Forces. The HOA Board also supports this event. The event will be held on Monday, May 26, 2025 and, while the details of the event are being developed, it will likely include an 18-hole shotgun in the morning, a 9-hole shotgun in the afternoon, free will offerings, a silent auction, and food and beverage events. The Golf Club is being asked to donate the golf cart revenue for the day. The motion was seconded by R. Winter.

Danny Fisher is spearheading this event, and he thanked Simon, J.P., and Mark Klosterman for moving this event forward and for their support. Danny thanked the Board for its support and it is his hope that the Memorial Day Charity Event will be the focal charity event for the Golf Club each year. The Veteran's Day event in the Fall will still be held but it will be a smaller event relying mainly on goodwill donations.

The motion passed unanimously.

E. Committee Composition and Roles.

D. Jimenez made a motion "to approve the revised committee composition and roles" document that she prepared at the request of Simon and his management team. R. Jackson objected to considering and adopting this document at this time, because it should be addressed by the new Board and its Committees, and he pointed out numerous issues with the draft document, including that it would allow an even number of committee members, it would require a volunteer to attend a prior year Committee meeting in order to be appointed to a Committee in the next year, it would allow a Chair to recruit members to his/her Committee who did not timely apply as a volunteer, and it would require every motion adopted by a Committee to be presented to the Board.

After discussion, D. Jimenez suggested changing Paragraph 2 on page 1 to state that Committees "should be made up of a minimum of 3 and a maximum of 7, including the Committee chair," and changing Paragraph 6 on page 1 to state that "It is recommended that volunteers should attend a Committee meeting in the past year."

The motion passed 6-1, with D. Jimenez, R. Winter, R. Donatuti, T. Casey, P. Hanson, and N. Oliver voting in favor, and R. Jackson voting against.

F. Approval of November HOA Concert.

This matter was tabled until a later meeting.

10. Management Report:

Simon thanked the Board and all of the Committees and their members for all of their work throughout the year.

11. Golf Member Comments: There were no additional golf member comments.

12. Member Online Questions: There were no online questions regarding the Agenda.

13. Adjournment: R. Jackson made a motion to adjourn; seconded by D. Jimenez. The motion passed unanimously at 4:14 p.m.



Donna Jimenez 4/21/2025