



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

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

Date of meeting: April 23, 2024

Time of meeting: 2:00 p.m.

1. **Call to Order:** R. Donatuti, President, on April 23, 2024 at 2:01 p.m.
2. **Certification of Quorum:** Robert Jackson, Secretary.
3. **Proof of Notice:** D. Intinarelli, GM, Troon Management and Wendy Weber-Brunson, CAM, Troon Management.

Attendees: R. Donatuti, President
P. Hanson, Vice President
R. Jackson, Secretary
N. Oliver, Treasurer
R. Winter, Director
D. Jimenez, Director
T. Casey, Director
D. Intinarelli, GM, Troon Management
W. Weber-Brunson, CAM, Troon Management
J.P. Shepherd, Head Golf Professional

4. New Business:

A. Appointment of Committee Chairs.

President Donatuti thanked the membership and Board members for their support. He stated that he made a mistake in selecting himself as the Liaison to the

Governance/Compliance Committee and he decided to change the person who is the Liaison to the Governance/Compliance Committee from himself to Director Jimenez.

Director Jackson stated that he objected to this meeting taking place to appoint committee chairs, because the Board has not first had the required meeting to discuss and appoint Liaisons to the various committees. He stated that the BNGC Committee Composition and Roles, dated in August 2021, specifically states that "Board Liaisons are to be appointed as soon as possible after the Annual Meeting at a duly called BNGC Board meeting and their tenure will begin immediately. Committee chairs will subsequently be named and approved at the following meeting of the board." Director Jackson stated that no Board meeting appointing Liaisons has taken place. He stated that such a meeting was scheduled for Thursday, April 18 but had to be adjourned because email notice was not provided to the entire golf membership, and that meeting was re-scheduled to take place on April 22, 2024 at 7:30 a.m. He stated that such meeting was unilaterally cancelled by President Donatuti on April 20. Director Jackson stated that President Donatuti has no authority to unilaterally appoint Board Liaisons.

President Donatuti stated that he contacted a lawyer for the BNGC Golf Club and the lawyer told him, in an email dated April 18 and the night before this meeting, that he could unilaterally appoint the Liaisons. Just before the Special Meeting started, President Donatuti provided all Board members with an April 18 email from attorney Steven Adamczyk stating, in part, "We discussed committee appointments, and specifically liaison directors. It is my understanding the Board may have adopted some self-imposed committee protocols, but my opinion is that the president would have day-to-day operation authority to appoint director liaisons." Director Jackson stated that the self-imposed committee protocols mentioned in that email clearly encompasses the BNGC Committee Composition and Roles governing document and requires that the Board hold a meeting to discuss and appoint Liaisons, and no such meeting has taken place. He further stated that it appears that the lawyer was not provided with the Committee Composition and Roles before sending his April 18 email. Director Jackson stated that the proper procedure here is for this Board meeting to be adjourned because committee chairs cannot be selected properly before committee Liaisons are selected properly, and instead a separate meeting to discuss and appoint Liaisons must be held.

Director Jackson also objected to the appointment of one Director (P. Hanson) being designated as the Liaison to two committees (Communications and Golf Operations), because the BNGC Committee Composition and Roles states that "Only BNGC Board Directors may serve as a Board Liaison. The number of BNGC Board Directors serving on any committee in any other capacity is limited to one per committee. If the number of Standing Committees exceeds the number of Directors, a Director may serve multiple committees as Board Liaison." Director Jackson stated that President Donatuti improperly named Director P. Hanson to be the Director of two committees where some directors (T. Casey and R. Jackson) were not named as Liaisons to any committee.

President Donatuti stated that other Directors would not step up to take Liaison positions and thus he had to do so; Director Jackson disputed that claim and insisted that the Board hold a separate meeting to discuss and appoint Liaisons, as is required by the governing documents. President Donatuti refused to do so.

There was then a discussion among the Board and audience members, including regarding whether the President has the ability to unilaterally appoint Liaisons, the practice followed in past years, whether the BNGC attorney was provided with the BNGC Committee Composition and Roles, whether the attorney should be consulted on this matter again after being provided with the Committee Composition and Roles, etc. Director Casey stated that the President did not appoint Liaisons in at least the past two years, and we must hold a separate meeting to discuss and select Liaisons. Director Jackson again suggested to President Donatuti that we should adjourn this meeting and schedule a separate Board meeting to discuss and appoint Liaisons. President Donatuti refused to do so and insisted that the Board select committee chairs immediately and at this meeting.

President Donatuti then stated that Treasurer Oliver, the Liaison to the Finance Committee, had selected Bob Pacheco as Vice Chair of the Finance Committee and moved to approve that selection. The Board voted 6-0 in favor, with Director Jackson abstaining because committee chairs cannot be selected properly before Liaisons are selected properly.

President Donatuti then stated that Director Winter, his selection as Liaison to the Greens/Strategic Planning Committee, had selected John Schulz as chair and moved to approve that selection. The Board voted 6-0 in favor, with Director Jackson abstaining.

President Donatuti then stated that Director Jimenez, his selection as Liaison to the Governance/Compliance Committee, had selected Jamie Fisher as chair and moved to approve that selection. The Board voted 6-0 in favor, with Director Jackson abstaining.

President Donatuti then stated that Director Hanson, his selection as Liaison to the Golf Operations Committee, had selected John Prior as chair and moved to approve that selection. The Board voted 6-0 in favor, with Director Jackson abstaining.

B. Set Golf BOD Meetings for 2024-2025

Director Hanson then provided the Board with a proposed schedule of meeting dates and times for the year and moved for approval of the schedule as follows:

April 30, 2024 at 4 p.m.

May 21, 2024 at 4 p.m.

June 25, 2024 at 4 p.m.

July 23, 2024 at 4 p.m.
No August Meeting
September 24, 2024 at 4 p.m.
October 22, 2024 at 4 p.m.
November 19, 2024 at 4 p.m.
December 17, 2024 at 4 p.m.
January 28, 2025 at 4 p.m.
February 25, 2025 at 4 p.m.
March 25, 2025 at 3 p.m. (Regular Meeting)
March 25, 2025 at 4 p.m. (Annual Meeting)

President Donatuti seconded the motion. The motion passed unanimously.

There were some additional member comments.

Adjournment: R. Donatuti made a motion to adjourn. The motion was seconded by R. Jackson and passed unanimously at 2:53 p.m.

*Approved May 21, 2024
Rebit Jackson, Secretary*