

**Approved Minutes Arizona Senior Academy Board of Directors Meeting  
September 11, 2024**

**Members Present:** Brad Anderson (Board Vice-Chair), Diane Ashton, Stan Davis, Alain-Philippe Durand, Christopher Eustis, Gary Fenstermacher, Bill McCourt, Tim Schiffer (ASA President/CEO), John Carruth

**Members Absent:** Bruce Wright, David Hook, Kathleen Insel, Kristen Murray, Susan Simmons, Tom Conley (interim treasurer)

1. Meeting was called to order at 9:15 a.m. by the ASA Vice-Chair, Brad Anderson.
2. Rick Porzig provided a tribute to 9/11.
3. **Approval of minutes of previous meeting:** Moved and seconded to approve minutes of meeting held June 5, 2024. Motion passed.
4. **ASA Financial report:** Tim Schiffer reported in the absence of Tom Conley, interim treasurer. In accordance to recommendations of the working group on finance, the bookkeeping and accounting are now entirely in-house and going smoothly. Motion made (Bill McCourt) to approve the financial report, and seconded (Stan Davis). Motion passed.
5. **Officer/Coordinator reports:**
  - a. Neither Leslie Nitzberg for music nor Chamaine Willington for lectures had any reports to make.
  - b. Gary Fenstermacher reported for ASC and the Villas. He indicated there are currently 24 residents in the Villas with 2 more moving in soon. He clarified that 24.6 residents was the financial break even point for Villa operations.
  - c. Fenstermacher was asked to clarify several things relative to the ASC and the Villas in terms of ASC board member changes, financial relationship between ASA and ASC, etc. In addition, Fenstermacher was asked by a member to provide financials of ASC which he agreed to do.
6. **Board Resolution to authorize Tim Schiffer and Tom Conley as signatories on the ASA account with Vanguard:**
  - a. Motion (Mccourt) made and seconded (Durand) to change the signatories on the Vanguard account to Schiffer and Conley.
  - b. In response to a question, Tim Schiffer indicated there was no need to change the signatories on the Community Foundation Fund and that the monies in that Community Foundation Fund account are available to ASA at any time.
7. **Upcoming Capital Improvements:** Bill McCourt reported on the following improvements slated for ASA
  - a. Lobby renovation scheduled for January 2025.
  - b. Pergola replacement scheduled for November 2024.
  - c. New chairs for north seminar room
  - d. Handicapped accessible door openers for the male/female bathrooms

- e. Lighting replacement
- f. No board action needed this meeting since the monies were allocated for most of these projects at last meeting. However there will be a fundraiser for track lighting in the ASA lobby most likely to be held in November.

**8. Updates on response to working groups:**

a. Nominating Committee:

- i. Gary Fenstermacher made a call for three ASA non-board members to serve on the nominating committee.
- ii. He reported that 5 individuals are slated to leave the board this year, therefore there is a need for replacements, preferably with staggered terms.
- iii. The board would continue to be operating under existing election procedures with the resident board members who have agreed to serve, being placed on a 'preferential' ballot. The results of voting by all ASA members will be taken into consideration when members of the BOD appoint new resident members. Outside board members will continue to be appointed from within by all members of the board.
- iv. Questions from audience reiterated the need for all residents to know and understand how the current 'election' procedures fit into the 501(c)(3) status of the ASA. In addition, other questions from the residents also indicated the need to understand how the tax-exempt status of ASA as well as the Villas works to benefit both entities.
- v. Tim Schiffer indicated that he intends to have the ASA Attorney as well as the CPA come together to answer the questions/recommendations of the governance working group etc. on October 30 at 9:30 am.
- vi. Based on further questions, Brad Anderson indicated that there is a delicate balance in how to satisfy the needs and interests of a 501(c)(3) organization that has a tightly defined population of dues-paying members while meeting the public benefit requirements that are so prominent in IRS regulations for the type of tax-exempt organization ASA falls under.

**b. Report from the *Ad Hoc* Committee on Academy Membership:**

- i. Tim Schiffer reported the following based on a recent meeting of this committee:
- ii. It is necessary to continue to be a 501(c)(3) organization
- iii. Voluntary dues most likely would not be a viable option for ASA
- iv. The committee explored other ways to levy the monies to run ASA:
  - 1. Move to a lot based fee structure as opposed to one based on number of occupants (waiver for those single occupants) whereby the 'dues' structure would be based solely on property ownership.
  - 2. Every 'lot' would be charged whether or not it was vacant, owned by other entities etc.

- 3. The committee is open to outside ‘subscriptions’ but has not yet explored this concept.
  - v. There was some confusion about moving the age down to 55 which may not be in the spirit of serving the ‘elderly’ as defined by IRS age cut off point. However according to Fenstermacher, the primary purpose of ASA is educational and only secondarily to serve ‘elderly’.
  - vi. Note that any changes in the REA require 2/3 of the total ASA membership to vote accordingly.
- 9. The Board will conduct a work session in October. Date to be announced.
- 10. **Update on Rental policy:** Tim Schiffer has sent a draft of an updated rental policy to ASA insurance company and has not heard back. He will report at next meeting on this.
- 11. **Annual Fundraising Campaign:**
  - a. Tim Schiffer asked that the board approve ‘An annual fundraising campaign organized by the BOD and the village. In addition, the announcements of this campaign should include what the monies will be spent on. The motion passed.
- 12. **Scheduling future meetings of the Board:** Next meeting will be in October, date to be determined.
- 13. **Public Comment:** Brad Anderson, as chair of the Vail Chamber of Commerce, took this occasion to tell the ASA about a few traffic issues happening the Vail community:
  - a. Widening of Old Spanish Trail from the Rocking K entrance to Valencia
  - b. Stop lights at the entrance of Rocking K and Camino Loma Alta
  - c. RTA Next funds for the future include widening Mary Ann Cleveland and putting an overpass over the tracks on Colossal Cave Rd. These measures are well in the future and will need to be voted by Pima County
- 14. **Meeting adjourned** 10:50 a.m.

Submitted by Ann Ratcliff, Recording Secretary