

**SCOTTSDALE RANCH COMMUNITY ASSOCIATION
BOARD OF DIRECTORS' MEETING**

May 26, 2026

Held via Zoom

Scottsdale Ranch Community Association
10585 N. 100th Street, Scottsdale, AZ 85258

Members

Present:	Mike Thorlin	President
	Dave Specht	Vice President
	Mike Breslin	Treasurer
	Jake Amrani	Secretary
	Ron Auerbach	Director
	Michele Holzman	Director
	Peter Klausner	Director

Staff Present:	Kathe Barnes	Executive Director
	Kathy Diab	Homeowner Liaison

Others Present:	Ann Amrani	9705 E. Mt. View Rd. #1056
	Paul MacDougall (via Zoom)	10080 E. Mtn. View Rd #166

Call to Order: Mike Thorlin called the open meeting to order at 4:37 p.m. and called the roll of the Directors. A quorum of Directors was present.

**President's
Update:**

Nothing new to report.

Action Items:

Personnel Committee

Ellen Blum would like to join the Personnel Committee to help search for the new Executive Director when Kathe Barnes retires.

MOTION: It was moved and seconded to appoint Ellen Blum to the Personnel Committee. Motion passed.

Finance

MOTION: It was moved and seconded to accept the April Financial and file for audit. Motion passed.

**Management
Operations:**

Executive Session resolution

The Board reviewed the resolution as presented by legal counsel as it relates to the latest case law on Executive Sessions.

MOTION: It was moved and seconded to adopt the board resolution for Executive Sessions. (Exhibit “A”) Motion passed.

Summer meeting schedule

It was decided that there will not be a July,2026 Board meeting.

Committee Reports:

Architectural: The committee and staff are continuing to process a lot of applications.

Communications –Kathe and Genevieve have been meeting with IT to continue testing Serena AI chatbot. It has been successful. The next meeting will be in August.

Community Leadership – There will be a meeting next month to discuss a Fall luncheon.

Finance- P/L insurance renewal will be discussed at the meeting on 05/27/26.

Governmental- Michele Holzman went to a meeting about the possible new Car Condo’s that would be built in 2027. It was the consensus of the board that this is a good fit for that area.

Peter Klausner reported he will continue on a Phase B committee for the repurpose of Laguna Elementary School which in all 3 options proposed will close.

Lake – The lake was stocked with fish on April 29, 2026. New condos are going to be built for the minnows. The next meeting is scheduled for June 9, 2026.

Social – A meeting is scheduled for July 14, 2026.

New Business:

Peter Klausner will submit information to be added to the next agenda regarding Best Practices for water & lighting. Jake Amrani stated that he has concerns with a window approval in the Racquet Club. Kathe Barnes will review the window approval process and come back to the board with follow up information.

Adjournment: **MOTION:** It was moved and seconded to adjourn the meeting at 6:17. Motion passed.

Appr'd _____ Date _____

THE SCOTTSDALE RANCH COMMUNITY ASSOCIATION

Board Resolution Authorizing Establishment of Executive Session Agendas

WHEREAS, The Scottsdale Ranch Community Association, an Arizona nonprofit corporation (the “**Association**”), is governed by its Articles of Incorporation, Bylaws, Declaration, applicable Arizona law, and actions duly adopted by its Board of Directors;

WHEREAS, Article VI of the Association’s Bylaws provides for regular and special meetings of the Board of Directors, including special meetings called by the President of the Association or by any two Directors after notice to each Director as required by the Bylaws;

WHEREAS, Article VII, Section 1(c) of the Association’s Bylaws vests the Board of Directors with authority to “exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the membership” by the governing documents;

WHEREAS, Article VIII, Section 8(a) of the Association’s Bylaws provides that the President “shall preside at all meetings of the Board of Directors” and “shall see that orders and resolutions of the Board are carried out”;

WHEREAS, Article VIII, Section 8(e) of the Bylaws states that any of the officers “may delegate any or all of its duties to employees, agents, or representatives of the Association to perform those duties on behalf of the Association.”;

WHEREAS, the Board desires to establish an orderly and consistent process for preparing agendas for executive session portions of Board meetings, while preserving the Board’s authority over Association business and ensuring that executive sessions are limited to matters that may properly be addressed in executive session under applicable Arizona law; and

WHEREAS, the Board finds that authorizing the Executive Director or, in the alternative, the Association President, to establish executive session agendas will promote efficient Board administration, confidentiality where legally appropriate, and compliance with the Association’s governing documents and applicable law.

NOW, THEREFORE, the Board of Directors resolves as follows:

1. The Board of Directors hereby authorizes the Association’s Executive Director to prepare and establish the agenda for each executive session portion of any regular or special meeting of the Board of Directors.
2. If the Executive Director is unavailable, has a conflict, or if the President determines that the President should establish the agenda for a particular executive session, the

Association President is authorized to prepare and establish the executive session agenda.

3. The authority granted by this Resolution includes authority to:
 - a. identify and list proposed executive session topics;
 - b. consult with Association legal counsel, management, officers, committee chairs, or other appropriate persons regarding the framing of executive session topics;
 - c. determine the sequence of executive session agenda items;
 - d. determine what information should be included and excluded from the executive session agenda made available to Association members; and
 - e. circulate the executive session agenda to Directors and appropriate Association personnel.
4. Establishment of an executive session agenda prior to the meeting does not prevent the Association from adjourning its open board meeting to go into executive session for an item that was not on the executive session agenda, so long as the Board announces during the open board meeting the reason for going into executive session to the extent required by law.
5. Executive session agenda items shall be limited to matters that may properly be considered in executive session under applicable Arizona law, including, as applicable, 1. Legal advice from an attorney for the board or the association; 2. Pending or contemplated litigation; 3. Personal, health or 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, including records of the association directly related to the personal, health or 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; and 5. Discussion of a member's appeal of any violation cited or penalty imposed by the association except on request of the affected member that the meeting be held in an open session.
6. This Resolution does not authorize the Executive Director or the President to take Board action, make decisions reserved to the Board, or exclude any Director from Board deliberations.

7. The Board retains full authority to add, remove, reorder, table, or decline to consider any agenda item, and all Board action shall be taken only as permitted by the Association's governing documents and applicable law.

The undersigned Secretary of The Scottsdale Ranch Community Association certifies that the foregoing Resolution was duly adopted by the Board of Directors at a duly called meeting held on _____ at which a quorum was present, by the vote required under the Association's governing documents and applicable law, and that the Resolution remains in full force and effect unless and until amended or rescinded by the Board.

Dated: _____

Name: _____

Its: Secretary _____