

Southwestern Fair Commission, Inc.
Special Meeting Minutes
August 29, 2023

The Meeting of the Board of Directors/Members of the Southwestern Fair Commission, Inc., a nonprofit corporation, was duly called and held as an internet conference at Zoom.us on Thursday, August 29, 2023.

Directors Present: Garrett Ham, President; Judy Patrick, Secretary; Mark Cowley, Treasurer; Marvin Selke, Director; Jim Murphy, Director and Alan Levin, Director.

Staff Present: Jon Baker, Executive Director; Julia Casillas, Administrative Assistant and Courtney Danloe, CFO.

Others in Attendance: Cami Evans; Special Staff Assistant at Pima County.

- a. **Call to Order:** Garrett Ham called the meeting to order at 3:01 p.m.

Roll Call: Marian Lalonde, Director, Absent. Mark Cowley, Treasurer joined the zoom meeting at 3:05 p.m.

- b. **Call to the Public:** None

2. **STAFF REPORTS:**

- a. Executive Director
- | | |
|---|-----------------|
| i. Master Plan Update | iv. ARPA Grants |
| ii. Interim Events, Calendar, and Contracts | v. Projects |
| iii. Governors Fund | |

Jon Baker reported that there were no new updates on the staff reports.

- b. C.F.O.
- i. Financial Report
Courtney Danloe stated that she proceeded with PNC bank and that they have already started the merchant services process in converting things over to Clover.

3. **CONSENT AGENDA:**

- a. None

4. **OLD BUSINESS:**

- a. **Discussion and possible action regarding the committee for the renewal of insurance policies.** Garrett Ham mentioned that a committee has been appointed and there were no changes.

5. NEW BUSINESS:

a. Discussion and possible action regarding contribution to employees 401K profit sharing plan. This agenda item relates to employee's salary, compensation, and benefits, and may be discussed in executive session pursuant to A.R.S. Sec. 38-431.03 (A) (1).

Jim Murphy stated on behalf of the Board he would like to recognize the exceptional dedication and work performance of the Southwestern Fair Commission employees throughout the past year. Jim Murphy made a motion to approve and allocate \$100,000 as profit-sharing, specifically designated for employee's 401k accounts, in accordance with our 401k plan documents. Alan Levin seconded the motion. The motion was approved.

Judy Patrick made the comment that a compensation study and policy had been put in place in the past reflecting on the removal of cash bonuses. She stated she wasn't against cash bonuses but wanted some clarification.

Mark Cowley made the comment that this issue had arisen before and that Courtney Danloe wouldn't have qualified for additional compensation last year if the Board hadn't evaluated and determined the unique circumstances that did happen and will continue to happen each year that follows depending on the success of the Fair.

Marvin Selke mentioned that last year there were exceptions made to the policy due to the pandemic and the success of the Fair.

Jon Baker pointed out that he agreed with Judy Patrick regarding the policy made before the pandemic but stated after the pandemic the 22% that was agreed upon before would have given employees an unreasonably substantial amount. He agrees that the Board must look at the net income from the Fair year after year.

He also reassured the Board that before cash bonuses are distributed, Courtney Danloe and he will meet with each employee and explain the options they have.

b. Discussion and possible action regarding bonuses to employees. This agenda item relates to employee's salary, compensation and benefits and may be discussed in executive session pursuant to A.R.S. Sec. 38-431.03 (A) (1).

Jim Murphy moved to approve a cash bonus of \$90,000, separate from the 401k plan, to be distributed by the Executive Directive to employees, excluding Jon Baker, based on individual employee performance. Employees who are deemed by the executive director to receive a cash bonus will have the option of taking the cash bonus or directing the entire amount, or a portion of the amount, directly into their 401k plan. Mark Cowley seconded the motion. The motion was approved.

c. Discussion and possible action regarding Executive Director bonus. This agenda item relates to employee's salary, compensation and benefits and may be discussed in executive session pursuant to A.R.S. Sec. 38-431.03 (A) (1).

Jim Murphy made a motion to approve a cash bonus in the amount of \$10,000, separate from the 401k plan, to be awarded to the Executive Director, Jon Baker. Judy Patrick seconded the motion. The motion was approved.

Garrett Ham directed Julia Casillas to add the discussion on open meeting laws to the next Board agenda.

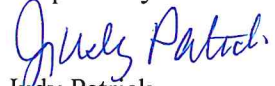
6. **CLOSING MATTERS:**

a. **Announcements:** None

b. **Adjournment:**

Marvin Selke moved to adjourn the meeting at 3:21 p.m. Judy Patrick seconded the motion. The motion carried. A meeting of the Pima County Fair Commission was not conducted.

Respectfully Submitted,



Judy Patrick
SWFC Secretary