



Board of Directors
May 24, 2016

EXHIBIT

Board Affairs Approved
May 17, 2016

Protocols for Receiving Member Comments
at Open Board of Directors Meetings

Overview

- GVR is a Title 10 nonprofit organization under the Arizona Nonprofit Corporation Act. Title 10 nonprofits are not subject to any 'Open Meetings' laws.
- GVR provides for open Board meetings and notice to members of time and place of open Board of Directors meetings, as defined in the GVR Bylaws (Article IV BOARD OF DIRECTORS, Section 5: OPEN MEETINGS): *"All meetings of the Board at which official business of The Corporation is transacted, with the exception of meetings limited to personnel and/or legal matters, shall be open to all members of The Corporation."*
- The Corporation is under no obligation by GVR Bylaws or the Arizona Nonprofit Corporation Act to provide for member comments at a meeting of the Board. However, the GVR Board of Directors has determined to provide for member comments at its open meetings.
- The following **Recommendation**, approved by the Board Affairs Committee on May 17, 2016, clarifies protocols for receiving member comments at open meetings of the Board of Directors.

Recommendation

Amend the Corporate Policy Manual (CPM), Section VI-Board/Board Committees, Subsection 3. Board Meetings, B. Protocol and Conduct for Board Meetings, as follows:

Delete:

~~2. GVR members are permitted to address the Board at meetings. Members may address the Board for two (2) minutes. More time may be allotted to a member, at the discretion of the President/Chair.~~

[Recommendation continued on page 2]

Delete:

~~7. Any discussion by members during Board meetings must be pertinent to GVR issues and devoid of personal reference.~~

Add New #7

7. GVR members shall be permitted to address the Presiding Officer of the Board to provide input, subject to the following protocols:
 - a. Member comments shall be addressed to the Presiding Officer and shall not address the actions of one or more individual directors.
 - b. No member may speak until recognized by the Presiding Officer. No member may interrupt another member while he/she is speaking.
 - c. Members shall act in a courteous and civil manner.
 - d. A member must identify him/herself by name and provide their GVR Number or GVR property address prior to addressing the Presiding Officer.
 - e. Members are encouraged to provide written comments in addition to verbal remarks.
 - f. Members may speak to action items being considered at each regular or special session of the Board after all Directors had have an opportunity to speak to the issue and for no more than one (1) minute, unless additional time is allotted by the Presiding Officer.
 - g. Members may speak for no more than two (2) minutes on any GVR-related issue prior to adjournment of each regular or special session of the Board, unless additional time is allotted by the Presiding Officer.
 - h. If the President or Presiding Officer shall determine in his/her sole discretion that a member's conduct violates one or more rules of proper protocol for receiving member comments at Board of Directors meetings, the Presiding Officer may require the member to leave the meeting or move to recess or adjourn the meeting.