



A regular meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS was held on Tuesday, October 25, 2016 at West Center. The President being in the chair and the Secretary being present.

Directors Present: Joe Gunton (President), Tony Zabicki (Vice-President), Jim Nelson (Secretary), Vicky Mournian (Treasurer), Bob Allen (Assistant Treasurer), John Arnold, Lance Heise, Richard Kidwell, Barb Mauser, Kathy Palese, Kent Blumenthal (non-voting)

Present Via Teleconference: Don Lathrop

Absent: Leslie Shipley

Staff: Jim Conroy (COO), Cheryl Moose (CFO), Jen Morningstar (Executive Office Manager), David Jund (Facilities Director), Sherri Cadeaux (Marketing & Communications Specialist), Lynda Campbell (Marketing & Event Assistant), Karen Miars (Administrative Assistant)

Visitors: 133

I. Call to Order / Establish Quorum

President Gunton called the meeting to order at 1:34 MST.
Roll call by CEO Blumenthal; Quorum established.

II. Adopt Agenda

MOTION: Nelson / Seconded. Adopt Agenda as presented.
Passed: unanimous.

III. Consent Calendar

MOTION: Allen / Seconded. Approve Consent Calendar, as presented:

- **Approval of Board of Directors Meeting Minutes of September 27, 2016**

Passed: unanimous.

IV. President's Comments

President Joe Gunton commented that the Planning & Evaluation and Fiscal Affairs Committees held a joint meeting to begin discussions on the 10-Year Strategic Master Plan and to coordinate their efforts in prioritizing and funding projects and improvements. He also noted the FY2017 budget would be reviewed by the Board at its meeting.

V. CEO Blumenthal reported the following:

CEO Kent J. Blumenthal announced a balanced budget would be presented for FY2017, and applauded GVR staff and the Fiscal Affairs Committee for their good work.

He also noted that he has met with both the GVR Pickleball and Tennis Clubs to discuss sports court advertising, and looked forward to working closely with them ensure proper execution of our advertising efforts.

Blumenthal thanked the Board for allowing him to serve as an appointee to the Pima County Small Business Commission, and encouraged the nominations of Green Valley small businesses for the 2016 Pima County Small Business of the Year Award. The deadline for applications has been extended to Nov. 4.

Blumenthal announced a member forum on the use of the Abrego North and South Center pools is set for 1-3 p.m. on Thurs., Nov. 10, and that another member forum is scheduled for 1:30-3:30 p.m. Wed., Nov. 16, to discuss GVR's updated pool rules. He encouraged members to attend.

VI. NEW BUSINESS

A. GVR Guest Card Task Force Recommendation

MOTION: Zabicki / Seconded. I move the Board of Directors

- 1. Rescind the Guest Card Policy adopted at the September 27, 2016 GVR Board of Directors meeting and keep in place the policy that had been in effect prior to this date;**
- 2. Continue the Task Force for the purpose of reviewing the Guest Card Policy with the expectation that modifications to improve the policy, be presented to the Board for consideration through appropriate existing GVR committees (i.e. Board Affairs and Fiscal Affairs) prior to development of the FY 2018 budget and to become effective January 1, 2018;**
- 3. Expand the membership of the Task Force to include greater representation from membership; and**
- 4. Additionally, work with staff to develop a comprehensive educational effort directed to membership in order to more fully explain and provide a greater understanding of the policies as well as the issues and implications resulting from the access and usage of GVR facilities and amenities by guests, tenants and other non-GVR dues paying members.**

MOTION to AMEND Arnold / no second. Motion Failed.

Formally provide annual guest card to all single members.

Original Motion Passed: 9 yes / 1 no (Mauser) / 1Abstain (Mournian)

B. Resolution – Strategic Master Plan / No Special Assessment

MOTION: Mournian / Seconded. I move the Board of Directors make the following resolution:

The Board of Directors will pursue implementation of 10-Year Strategic Master Plan based on WSM Architects recommendations, member input, affordability, and best practices; and the Board of Directors agrees that the Corporation will live within its financial means when implementing the 10-Year Strategic Master Plan, and there will be no special assessment of members for any purpose associated with the 10-Year Strategic Master Plan.

Passed: unanimous

C. Proposed FY 2017 Budget & Fee Schedule

MOTION: Mournian / Seconded. I move the Board of Directors adopt the proposed FY 2017 Fee Schedule and Budget.

Passed: unanimous

D. Budget Development Policy

MOTION: Mournian / Seconded. I move the Board of Directors amend the Corporate Policy Manual Appendix I – Board Policies; Subsection 1. Budget Development Policy as follows:

A. Policy

2. Schedule for annual budget preparation and approval process (structured for a calendar year):
 - e) August/September
 - iii. Fiscal Affairs (FA) Committee considers staff proposal for fiscal year operating budget, and schedule of dues and fees. After review, Fiscal Affairs Committee will forward to the Board with the recommendation that the budget be accepted as presented.
 - iv. FA Committee considers P&E Committee recommendations for new capital improvement projects from the 10-year strategic master plan.
 - v. Staff determines and notifies the P&E Committee of budget available for capital club requests for the following calendar year.

E. Reserve Policy Restatement

MOTION: Mournian / Seconded. I move the Board of Directors replace the Corporate Policy Manual Section V – Fiscal/Accounting, Subsection 2 – Reserve Policy as listed in Exhibit – Reserve Policy Restatement (attached)

Passed: unanimous

F. Amended & Restated Articles of Incorporation

MOTION: Mauser / Seconded Board Affairs Committee recommends Board of Directors place the proposed Amended and Restated Articles of Incorporation on the 2017 ballot, and that the Board recommend their adoption by our Members.

Passed: unanimous

G. Successor Director Elections

MOTION: Mauser / Seconded. I move the Board of Directors establish procedures for electing a Successor Director when there is no unsuccessful candidate from the most recent election who is willing and able to serve by amending the CPM, Section VI – BOARD/BOARD COMMITTEES; SUBSECTION 1. POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS, H. Vacancies as follows:

~~3. If none of the unsuccessful candidates is willing or able to serve, the remaining Directors, even if less than a quorum, will appoint a successor who shall serve out the remaining term of the Director they are replacing.~~

If there is no unsuccessful candidate from the most recent election who is willing and able to serve as a Successor Director, the Nominations & Elections Committee shall recruit individuals from among regular members in good standing to serve as a Successor Director, and will present a slate of candidates to the Board of Directors.

4. Candidates for the Successor Director position shall:

a. Complete an application and answers to a list of questions prepared by the Nominations & Elections Committee for Board consideration, and

b. Address the Board prior to the election of the Successor Director at a meeting of the Board of Directors where the election of Successor Director shall occur.

5. The Board will vote by secret ballot to elect a Successor Director from among the slate of candidates presented by the Nominations & Elections Committee.

Passed: unanimous

H. Director Email Policy

MOTION: Mauser / Seconded. I move the Board of Directors amend the Corporate Policy Manual Section X, Subsection 1, B. 6. f. and moving it to Section X, Subsection 1, B. 5. c. as follows:

c. GVR Board of Directors Email Policy

To facilitate communications among GVR Board Directors, GVR's Board-approved "Email Policy" provides each member of the Board of Directors with an official GVR email address, which is to be used solely for governance-related communications between Board members and GVR staff only.

A generic email address for members to communicate electronically with the Board of Directors (board@gyrec.org) is posted on the GVR website and published in each GVR Now! Newsletter. Emails addressed to the Board shall be reviewed by the CEO and the designated GVR Email Administrator who shall archive all such email messages, forward them to the Board President, and copy other Directors. Any director who receives a communication in a personal non-GVR email account that concerns GVR business and/or Board matters shall forward same to the CEO for review and if appropriate, archiving by the GVR Email Administrator.

It is the policy of the GVR Board of Directors that individual Board members shall not use email to discuss, debate, or make policy or operational practice statements related to GVR whether in response to a member's comments or for any other purpose except as may be specifically authorized by the Board.

Messages concerning GVR business and/or operations addressed from a GVR Director's personal email account are prohibited.

SECTION X – MISCELLANEOUS

SUBSECTION 1 – COMMUNICATION POLICY

B. MEMBER COMMUNICATIONS

6. Prohibited Email Communications

The following email communications by GVR's Directors, members, employees, and volunteers are strictly prohibited:

- a. Messages containing offensive language, including, but not limited to, defamatory, racist or obscene remarks
- b. Messages intended to or that would cause a reasonable person to be alarmed, annoyed or harassed

