



A regular meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS was held on Tuesday, November 29, 2016 at West Center. The Vice-President being in the chair and the Secretary being present.

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

**Absent:** Joe Gunton (President), Kathy Palese, Leslie Shipley

**Staff:** Jim Conroy (COO), Cheryl Moose (CFO), Jen Morningstar (Executive Office Manager), David Jund (Facilities Director), Sherri Cadeaux (Marketing & Communications Specialist), Karen Miars (Administrative Assistant), Randy Cheatham (IT Director), Payton Snider (System Administrator), Conal Ward (IT Technician), Shelly Freeman (Sound & Lighting), Amanda McDermott (Customer Service Representative), Julie Vance (Sr. Recreation Supervisor), Lynda Campbell (Marketing Assistant)

**Visitors:** 26

**I. Call to Order / Establish Quorum**

Vice President Zabicki called the meeting to order at 1:30 MST.  
Roll call by CEO Blumenthal; Quorum established.

**II. Adopt Agenda**

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

**III. Consent Calendar**

**MOTION: Mournian / Seconded. Approve Consent Calendar, as amended:**  
**Passed: unanimous.**

**IV. CEO Blumenthal reported the following:**

Among other important business, two (2) actions are requested of the GVR Board that have taken months, even years, to bring to this table.

\* One is to act on a recommendation by WSM Architects who were hired to facilitate our 10-Year Strategic Master Planning process to find a better location for our Facilities Department and associated functions. Doing so would jumpstart our Corporation's ability to better accommodate for the long-haul our diverse community and ever-changing member needs and interests. If approved, today's action would authorize your CEO to explore opportunities at different local locations, all subject to Board review. Most significantly, it would open a critical path for our 10-Year Strategic Master Plan, allowing opportunities to enhance programs and services for our members that do not now exist. I am pleased to have WSM Architects principal architect, Paul Mickelberg with us today.

\* The second act is to approve a Resource Sharing Agreement, known as a RSA, between GVR and its affiliate, the GVR Foundation. The RSA was crafted by a Special Joint Task Force comprised of GVR Directors Nelson and Kidwell, GVR Foundation Directors Nisson and Stillahn, and your CEO, with the very capable assistance of Atty. Randy Evans of Evans Law. Attorney Evans specializes in nonprofit business and tax law needs, and I am pleased to have him with us today.

Establishing the GVR Foundation, a nonprofit, tax-exempt educational and charitable-giving organization, was the brainchild of your Board of Directors back in 2013. Creating it and getting it approved by the IRS was assigned to me as part of my first GVR Work Plan in 2014. By establishing a Foundation, the Board's intent is to expand opportunities that serve our members and the community at-large, and to accomplish things that GVR either does not, cannot do, or cannot do well. The GVR Foundation has already successfully accomplished far more than could ever be imagined in 2013 through grants, donations, and other non-dues income including the Engage! Recreation Program for Special Needs Adults; the Southern Arizona Senior Games, the Member Assistance Program, and development of the RetireArizona.org website, to name a few. It's now time to take the Foundation to the next level of service to GVR and our community, which might include organizing a capital fund raising campaign for the Strategic Master Plan. I urge you to support the Resource Sharing Agreement. Once approved by the GVR Board, it will go to the GVR Foundation Board for its approval.

## V. NEW BUSINESS

### A. Insertion of Nominations & Elections Procedures into CPM

**MOTION: Allen / Seconded. Adopt procedures and place into Corporate Policy Manual.**

**Passed: unanimous.**

### B. Authorize CEO to Research Properties for Facilities Department

**MOTION: Arnold / Seconded. Authorize CEO to identify suitable property in Green Valley to accommodate relocation of the GVR Facilities & Maintenance Department, and negotiate purchase of the identified site, with terms of a negotiated purchase agreement subject to Board of Directors approval.**

**Passed: unanimous**

### C. GVR GVR Foundation Resource Sharing Agreement

**MOTION: Nelson / Seconded. Approve terms of the GVR – GVR Foundation Resource Sharing Agreement (RSA) and further:**

1. **Authorize GVR President and Corporate Secretary to sign the Resolution and RSA and**
2. **Following mutual ratification of the RSA by the GVR Foundation Board of Directors, add the Agreement to the Corporate Policy Manual (CPM) in an appropriate location as determined by the Board Affairs Committee.**

**Passed: unanimous**

**D. Investment Committee Recommendation**

**MOTION: Lathrop / Seconded. Continue Investment Committee as an ad hoc committee through 2017 governance year and propose it become a standing committee, included with the expected restatement of GVR Bylaws, on the 2018 GVR ballot**

**Passed: unanimous**

**VI. Standing Committee Reports**

- A. **Fiscal Affairs** – Mournian reported dues invoices will be mailed in the next week. Dues have increased by \$10.
- B. **Planning & Evaluation** – Director Arnold reported the Fiscal Affairs Committee committed \$100,000 from 2017 budget for club requests that are in excess of \$25,000. Clubs will have a January deadline for their requests and the Planning & Evaluation Committee will evaluate each at an upcoming meeting.
- C. **Nominations & Elections** – Allen requested anyone interested in running for a position on the Board of Directors is encouraged to do so.
- D. **Board Affairs** – no report

**VII. Ad Hoc Committee Reports**


- A. **Investment Committee** - Lathrop thanked the committee, reported net investment income of about 2%

**VIII. Member Comments: 3**

**IX. Adjournment**

**MOTION: Palese / Seconded. Adjourn meeting at 3:22pm MST.**

**Passed: unanimous.**

  
\_\_\_\_\_  
Jim Nelson  
Secretary

1.31.17  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Jen Morningstar  
Manager, Executive Office

1/31/16  
\_\_\_\_\_  
Date