



**APPROVED**  
**Board of Directors Meeting**  
**January 31, 2017**

**EXHIBIT**

**GVR Board Appointments to GVR Foundation Board**  
**GVR/GVR Foundation Task Force Report**

**Overview**

In fall 2016, a joint GVR/GVR Foundation Task Force (TF) formed consisting of two GVR Directors and two GVR Foundation Directors, plus the GVR CEO:

- Jim Nelson, Director, GVR
- Richard Kidwell, Director GVR
- Brad Stillahn VP, GVRF
- Blaine Nisson, Director, GVRF
- Kent Blumenthal, GVR CEO

The TF was tasked with creating procedures and documents of common interest to GVR and the GVR Foundation (GVRF). The Resource Sharing Agreement (RSA) presented and approved by the GVR Board at its meeting on November 29, 2016 was one such document. The latest TF product is proposed amendments to GVR Foundation Bylaws. Following review by legal counsel and the TF, the GVR Foundation Board amended its Bylaws at their Annual Meeting on January 26, 2017.

The Foundation Bylaws are the exclusive domain of GVRF. However, a section of the newly amended GVRF Bylaws assigns a responsibility to the GVR Board. As recommended by the TF, the GVRF Bylaws now provide for the GVR Board to appoint two members to the GVRF's seven (7) member Board.

**Quoting from the Foundation's Bylaws:**

- Article III, Section 3(a) establishes that the Foundation Board shall elect 2/3 of their Board Directors.
- Article III, Section 3(b) states ... "Each remaining Director shall be designated by the Appointing Organization, from among one or more candidates nominated by the Nominating Committee with input from the Appointing Organization." The "Appointing Organization" is defined as GVR, Inc. In other words, the GVR Board has the right to appoint up to two (2) Directors to the GVR Foundation's seven (7) member Board, using whatever criteria the GVR Board determines. This new affiliation and procedure is compliant with the Foundation Board's desire for closer coordination with GVR. This means that the GVRF Board offers GVR input and access to the Foundation Board's decision making while retaining a super-majority on the Board. This new 'Quasi-Affiliate' relationship will enhance communication between the two Boards.

## **Approved Motion**

Accept the GVR Foundation Board of Directors' offer of appointing two (2) GVR representatives to the GVR Foundation Board of Directors, consistent with the re-stated GVR Foundation Bylaws.