



**APPROVED**  
**Board Affairs Committee**  
**Thursday, May 11, 2017**

**Board of Directors**  
**Wednesday, May 24, 2017**

**EXHIBIT**

**Appointed Directors to GVR Foundation Board**

**Overview**

The GVR Foundation restated its Bylaws on January 26, 2017. The restated Bylaws includes that there shall be directors who are appointed by GVR. Appointed Directors shall be designated by GVR from among one or more candidates nominated by the GVR Foundation Nominating Committee, with input from GVR.

**Recommendation**

Adopt the following language that describes the procedure for designating GVR appointees to the GVR Foundation Board of Directors to the Corporate Policy Manual (CPM), Section VI Board / Board Committees, Subsection 1. Powers, Duties and Responsibilities of the Board of Directors, A. Powers of the Board (add #3):

- 3. The Board shall appoint GVR members in good standing to serve on the GVR Foundation Board of Directors from among one or more candidates nominated by the GVR Foundation Nominating Committee, with input from the GVR President.**