



EXHIBIT

Approved Board of Directors May 22, 2018

Directors Remote Attendance at Committee Meetings

Recommendation:

Change to the CPM to allow directors to attend committee and subcommittee meetings so they can stay involved and informed whether they are in town or away, by adding the following language:

SECTION VI – BOARD/BOARD COMMITTEES

SUBSECTION 4. BOARD COMMITTEES' DUTIES AND RESPONSIBILITIES

A. Terms Of Board Committee Chairpersons

Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.

B. Committees Of The Board Of Directors

1. Standing Committee Chairpersons shall be Directors, appointed by the Board President. Ad Hoc and Special Committee Chairpersons shall be appointed by the President, but need not be Directors. All Chairpersons must be approved by the Board.
2. The Board will establish the duties and responsibilities of the committees. Each committee shall make policy recommendations to the Board for consideration.
3. Committee meetings will normally be open to all GVR members, but may be held in closed session, at the discretion of the committee or subcommittee chairperson.
4. The President may establish special or ad hoc committees comprised of members/assigned members in good standing, Directors and Administrative Staff.
5. Committees are not required to follow Robert's Rules of Order.
6. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
7. At least one other committee member shall be a Director of the Board. Committee members shall be GVR members in good standing, appointed by the Chairperson, and staff members selected by the Chief Executive Officer. To the extent possible, committees will include members knowledgeable about the functionality of that specific committee.
8. Directors may attend any GVR committee or sub-committee meeting, whether open or closed. To attend a meeting from a remote site, a request shall be made by email to the committee chairperson at least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to committee members.