



August 22, 2018

Attn: Carol Crothers, President
GVR Board of Directors
P.O. Box 586
Green Valley, AZ 85622

Dear Carol,

I write on behalf of the GVR Foundation in asking for a Letter of Support from the GVR Board of Directors to be included in the Country Fair White Elephant 2018 grant application seeking funding for the Member Assistance Program (MAP). Last December, the GVR Foundation was awarded a \$5,500 grant from the White Elephant. Since 2015 when the GVR Foundation was founded, it has raised approximately \$20,000 a year in donations earmarked for MAP. The GVR Foundation solicits outside funding for MAP from GVR members, staff, clubs, fundraisers and local community organizations.

As you know, MAP provides financial assistance to qualifying GVR members experiencing financial hardship and who are unable to pay GVR annual dues. MAP recipients include individuals with serious health issues, disabled vets, widows and widowers, and people with limited finances.

Speaking only for myself, MAP is the primary reason I accepted a position on the GVR Foundation. I want to help those GVR members who struggle financially and those who are underserved for a variety of reasons, including illness and financial hardship.

I believe a Letter of Support from the GVR Board supporting the GVR Foundation in its mission to get MAP funding from the White Elephant will be very beneficial to all. A show of solidarity in the White Elephant application is critical to future funding for such an important GVR program.

Deadline for the Country Fair White Elephant grant is September 15. I would very much like to see this issue addressed at the upcoming board meeting on August 28. This partnership of both boards supporting MAP, I believe, is necessary for us to continue to help those GVR members in need.

Respectfully submitted,

Regina Ford, Sr. Vice President
GVR Foundation
Taxpayer ID: 47-1457323



EXHIBIT

**Board of Directors
August 28, 2018**

Release Summary of Legal Opinion “Standard of Service” GVR Bylaws, Article III Section 3

Overview:

In anticipation of providing funding for construction of the GVR Pickleball Center, several members and Directors inquired whether there is any limitation on the amount of funds that could be applied to the project. In response, CEO Kent Blumenthal asked GVR legal counsel for an opinion interpreting GVR Bylaws, Article III Section 3. Standard of Service in April 2018.

Recommendation:

Direct the CEO to prepare a statement based on the April 23, 2018 legal opinion defining Standard of Service as described in GVR Bylaws, Article III Section 3. Further, direct the CEO distribute the statement to GVR Board and to general GVR Membership



Proposed GVR WORK PLAN 2018/2019

Prepared by CEO Kent J. Blumenthal, Ph.D., CAE

January 26, 2018 (Version #1)

- **Version #4:** revisions made per GVR Board Work Session edits, August 9, 2018 (revisions in **purple**)
- **Version #3:** revised per GVR Board suggestions, July 23, 2018 (revisions in **green**)
- **Version #2:** revised per GVR Board suggestions, May 10, 2018 (revisions in **red**)

Overview

- A. Where possible, proposed activities relate to Focus Areas identified in the 5-Year Strategic Plan adopted by the Board of Directors in November 2013 (see *Strategic Plan* Focus Areas cited in **BLUE** for each initiative):

[Five \(5\) Strategic Plan Focus Areas](#)

PRC - Public Relations & Communications

SVC - GVR Services

PTN – Partnerships

RVG - Revenue Generation

IT/C - Information Technology & Electronic Communications

- B. Assumptions of GVR Strategic Plan 2013: *“The Board, administration, and staff assume the following:*
- *Maintenance and operation of GVR facilities for its members remains a top priority.*
 - *Strategic Plan initiatives will not take priority over the maintenance and capital needs for GVR facilities.*
 - *The Strategic Plan will be monitored regularly as part of overall GVR Management.*
 - *The overall Strategic Plan will be reviewed annually, allowing for minor adjustments as needed to meet changing conditions and member needs.”*
- For Work Plan activities, no specific dates are identified. Accomplishments will be measured through March 31, 2019 (2018-2019 Governance Year)

I. GVR Governance

1. Strategic - 2018 Comprehensive Member Survey
 - Present results of the Comprehensive Member Survey at the 2018 Annual Meeting of the Corporation
 - Post survey results on the GVR website.
 - Determine with Board the priorities and action plan to analyze the survey results and their implementation.
 - Work with Board to identify 3 to 5 areas that will add long-term value to GVR to incorporate into the new Five-Year Strategic Plan.
2. Strategic – Participate in development of Five-year Strategic Plan (2018 to 2023) -- (Board Affairs/tie to results of 2018 Comprehensive Member Survey).
 - Include the 3-5/year updated Capital Plan into GVR’s strategic planning.
3. Strategic – Legal Audit of GVR governing documents
 - Support the Board and Board Affairs Committee efforts to update and ensure consistency across all government documents.
4. Strategic - Short-range Facilities Planning (3-5/year priority projects) (P&E Committee)
 - Focus on Board-endorsed project priorities working with volunteers, staff, and within funding resource limitations.
 - Work with P&E Committee and Board to revise and refine 3-5 year facilities plan based on present and anticipated future member needs
 - Conduct Member Forums specific to Board-approved priority projects at affected GVR centers.
 - Cooperate with GVR Foundation for fundraising activities related to GVR capital projects.
5. Operational – Procure Property for GVR Pickleball Center (P&E Committee; Pickleball Subcommittee)
 - Negotiate terms of agreement to purchase property suitable to house a GVR Pickleball Center, and conduct required site due diligence, with assistance of expert consultants, as required (e.g., architects, engineers, etc.)
 - Coordinate with Pickleball Center Design Team and P&E Committee on site design and with FA Committee on funding requirements.
 - Provide progress reports to the board, pickleball club and membership throughout the design and construction phase.
6. Operational – GVR Member ID Authentication Initiative
 - Continue ‘Membership Matters’ GVR ID-authentication program to reduce fraudulent use of GVR-issued IDs.
 - Focus ‘Membership Matters’ GVR ID-authentication activities on GVR clubs, guest card and tenant card users, fitness centers users, and swimming pools users; employ tangible activities to achieve a reduction of fraudulent use of GVR-issued IDs within these groups.

7. Operational – Work with the Nominations & Elections Committee and the Board to establish ongoing training opportunities for GVR Board members.
 - Develop orientation materials for new Board members.
 - Assist with ongoing training, when requested by the Board.
 - Keep Board and members informed on GVR facility usage, future trends, and membership issues.
 - This information can be presented through a variety of means, but the objective is to make sure GVR remains relevant now and in the future.

II. Marketing & Communications

Strategic Plan: PRC; SVC; IT/C; RVG

Proposed Activities:

1. Strategic – Member Relations
 - Conduct “Conversations with Kent” member outreach sessions at least quarterly on a variety of important and timely topics.
 - Visit with individual members and stakeholder groups to better understand their needs: Report back to the board and the membership on what is learned; recommend follow-up actions and where feasible actions to be taken. Publish results and planned actions in eBlast, GVR Now! and GVR’s website.
 - Publish CEO column in weekly eBlast (i.e., ‘Kent’s Korner’).
2. Strategic – CEO Highlights
 - As time allows, present CEO Highlights of GVR activities at regularly scheduled Board meetings.
3. Strategic – Support further development of RetireArizona.org website components that support GVR’s mission and GVR member activities.
4. Strategic – Non-Dues Revenue
 - Continue to Identify and grow non-dues revenue.
5. Operational – Increase the number of email addresses listed within the GVR Member Database; update member email addresses as they become known.
 - Update email addresses for GVR members (23,500 addresses, approx.) listed within GVR’s membership database by matching email addresses provided on an opt-in basis for GVR’s eBlast electronic news bulletins (12,000 addresses, approx.).

Commented [JM1]: Myers will work with Blumenthal to provide reword so success can be measured

6. Operational – Customer Service Offices at GVR Centers.
 - Provide for ‘Suggestion Boxes’ - collect, review and respond to suggestions, post on website and in eBlast. Suggestions and responses will be posted on website and in eBlast.
 - Investigate feasibility of adding computer kiosks in the major centers for accessing the GVR website; provide GVR Board with results of feasibility study.
 - Investigate feasibility of putting printed copies of GVR Board and Committee minutes and other communications in major centers; provide GVR Board with results of feasibility study.

III. Information Technology (IT)

Strategic Plan: IT/C; SVC; PRC

Proposed Activities:

1. Operational – New CMS database platform - PerfectMind™
 - Operational – New CMS Database platform to pursue transfer of current GVR member database to a new, improved CMS database platform (PerfectMind™).
 - Expand online credit card transaction opportunities (e.g., for GVR class registrations; Southern Arizona Senior Games registrations, performing arts event ticket sales; member annual dues payments, etc.).
 - Upgrade aging database and relocate to new SQL server to prepare for archiving when transition is made to the new platform.
2. Operational – Upgrade to the DSX Card Access System
 - Purge and update the aging database and relocate to new SQL server with new hardware.
3. Operational – Upgrade electronic boards at each GVR Center with NVR (nonvolatile memory) processor to minimize downtime during monsoon seasons.
4. Operational – GVR Website
 - Make user-friendly improvements to GVR website (www.gvrec.org) pertaining to Board activities (communications).
 - Create ‘Board-Only’ Webpage with links to Board documents.
 - Create ‘Committee’ Webpages with links to Committee documents.
 - Create FAQ pilot for answering member inquiries
 - Within the FAQ create a ‘Pending Response’ area for questions sent to the Board that need a response and are relevant to all the membership. Once an answer is given they would be moved to FAQ area.
5. Operational – Install CCTV security cameras at strategic GVR Center and facility locations
 - Establish CCTV implementation and execution plan.
6. Strategic – Explore feasibility of installing DSX Access Control at property entrances.

Commented [JM2]: Lambert and Blumenthal will propose language; Board will determine procedures for responding to/answering member inquiries and forwarding to staff for web posting.

IV. Recreation

Strategic Plan: SVC; RVG; PRC; PTN

Proposed Activities:

1. Strategic - Volunteerism
 - Develop a Corporate goal and objectives to encourage and promote GVR volunteerism.
2. Operational – Volunteerism
 - Devise and implement a strategy to recruit and retain GVR volunteers to assist with programs and facility usage.
3. Operational – GVR Fitness Centers
 - Conduct Member Forum on proposed Fitness Center Rules updates.
 - Post updated Fitness Center rules at all GVR Centers and online.
 - Create a process for regular fitness center user communications regarding equipment maintenance, pending purchases, etc.
4. Operational – Cooperate with GVR Foundation to present:
 - 2019 Southern Arizona Senior Games.
 - 3rd annual “SoAZ CultureFest” (in partnership with Greater Green Valley Community Foundation)
5. Operational – 3rd annual “Paws in the Pool”
 - Conduct “Paws in the Pool” in summer 2018 at a pool scheduled for maintenance and draining.

V. Administration, Facilities & Recreation Management

Strategic Plan: SVC; PRC

Proposed Activities:

1. Operational - New GVR Facilities Department Site
 - Complete build-out of the former nursery property to house the GVR Facilities Department and vehicle fleet (Phase-one).
 - Transfer GVR Facilities Department staff, vehicle fleet and maintenance storage to the new site.
 - Begin construction of the Facilities Department shop area (Phase-two; FY 2018 non-Reserves Capital).
 - Once vacated, reconfigure current MSC Facilities Department space for maximum utilization by GVR recreation, accounting and membership staff.
 - Conduct Member Forums about opportunities to utilize a portion of the former nursery property and undeveloped land at Las Campanas Center for member recreation purpose(s).

2. Operational – Develop Facility for GVR Metal Shop Club at Former Facilities Fleet Parking Lot
 - Coordinate with P&E Committee, Fiscal Affairs Committee, and GVR Metal Shop Club to identify site and secure needed funding.
 - Design/construct site for completion in in 2018.
3. Operational – Develop Kiln Space for GVR Glass Artists Club in Former Facilities Storage Area
 - Coordinate with P&E Committee, Fiscal Affairs Committee, and GVR Glass Fusion Club to prepare kiln site and secure needed funding.
 - Design/construct site for completion in in 2018.
4. Operational – Explore Feasibility of Repurposing Desert Hills Center Shuffleboard Area
 - Coordinate with P&E Committee and Fiscal Affairs Committee to have WSM Architects consider repurposing the DH shuffleboard area for use as designated club space.
5. Operational – Light All East Center Pickleball Courts; Explore Feasibility of Expanding PB Court #1 into Two Courts; Re-design Courts #2 & #3 for Improved Safety.
 - Implement lighting of all East Center pickleball courts to offset “no lighting” requirement of GVR Pickleball Center after feasibility of undertaking court expansion and safety improvements are completed
 - Involve WSM Architects in feasibility study of court expansion and safety improvements.
6. Operational - Energy Conservation and Solar Panel Installation
 - Continue to coordinate with Solar Gain™ to negotiate contract authorized by TEP for installation of solar panels at up to approved GVR sites (11).
 - Set energy savings targets and provide quarterly reports on usage beginning 3/months following complete installation of solar panels at all approved GVR sites (11)?
 - Conduct at least one (1) Member Forum to explain solar panel installation for all sites. Conduct additional Member Forums at individual sites, as necessary.
7. Strategic - Reserve Study Implementation Guidelines
 - Coordinate with Fiscal Affairs Committee to adopt Reserve Study implementation guidelines.
 - Coordinate with Investment Committee and Fiscal Affairs Committee to develop spreadsheet of reserve funding authorizations; allocations; notifications.
 - Coordinate with Fiscal Affairs Committee to write a Reserve Study Reimbursement Policy and Procedure.
8. Operational – Reserve Study Update
 - Identify required updates to the GVR Reserve Study and submit the update in June 2018 to the Browning Reserve Group consultants for processing.
9. Operational – Investment of Reserve Funds
 - Move three reserve funds (MR&R, Emergency and New Initiative) to managed accounts through development of a formal RFP which seeks open competition.

- Final selection of successful bidder to be submitted for approval by the Board.
- Create a cash flow analysis that projects the requirements for operations, MR&R, Capital expenditures and new initiatives. CEO and CFO will work with the committee to define requirements.

10. Operational – Employ F/T Director of Recreation Services

- Oversees all recreational and customer-service related activities, reporting to the CEO: fills former COO position and is part of internal staff reorganization.

11. Operational – Employ F/T Accounting Manager

- FY 2018 Board-approved position implementation.
- Recruit and employ Accounting Manager to assist Chief Financial Officer in preparing financial reports, documentation and other accounting duties.

12. Operational - Provide support for the board and board committees so they can function successfully. Provide assistance with meeting minutes, notifications, website updating, etc.

- When requested by committee chairperson, provide scribe to take meeting minutes.

13. Operational – Propose revisions to facility space reservations policy, considering needs of GVR Governance, HOA's, Clubs, GVR programming, Community Events, Special Events, and Rentals.

14. Operational – Financial

- Work with Fiscal Affairs Committee to develop regular board/member level reports on financial trends, cost/benefit analyses of new programs, spending patterns.
- Work with the Fiscal Affairs Committee, Planning & Evaluation and Board to develop and implement a capital planning and reporting policy and procedure.
- Work with Fiscal Affairs Committee in Capital budget development process.
- Work with Fiscal Affairs Committee to provide Capital budget and spending reporting – Actual v. Budget.
- Work with Fiscal Affairs Committee to modify Annual Budget format to include all forms of capital spending and reserves.
- Work with Fiscal Affairs Committee to address the four (4) 2018 Annual Audit “significant deficiencies”.

VI. Community Partnerships (Strategic)

Strategic Plan: SVC; RVG; PRC; PTN

1. Community Partnerships

- Continue ‘Community Partner’ relationship with the Green Valley Council and the Green Valley/Sahuarita Chamber of Commerce ensuring that Green Valley, Arizona, remains a vibrant, exciting, and economically strong community.
- Continue to participate as member of Economic Development Management Group with the Green Valley Council, GV/S Chamber of Commerce, and Greater Green Valley Community Foundation.

Commented [JM3]:

Board agreed that Myers and Campfield will propose new language to support Investment Committee for this section in anticipation of move to managed funds:

- Propose cash flow and maturity of investments
- CEO & CFO will work with committee to define requirements for cash flow analysis that predicts cash requirements

- Continue to complete three-year term as volunteer grant reader for Freeport-McMoRan Foundation Community Investment Committee.
- Continue to provide GVR information and updates to the GVC Executive Committee and Assembly.
- Developing strong community partnerships is important, and when new opportunities arise, discuss CEO's involvement with Board of Directors.



EXHIBIT

**Board of Directors
August 28, 2018**

Obtain Legal Opinion Regarding Board Member Obligations vs. “Civil Rights” in Publicizing Personal Opinions

Overview:

Recently there has been much discussion among Board members regarding whether or not they are permitted to share their personal opinions regarding GVR Board business with general GVR members and the general public. GVR’s Bylaws are silent on this subject, as is the CPM with the exception of Section VI, Subsection 1.6: “Discipline itself as to attendance, speak with one voice and adhere to policy governance.”

Recommendation:

Direct the CEO to request from GVR’s Corporate Attorney a legal opinion regarding a Board member’s ability to share his or her opinion regarding GVR business in a public forum.

When the opinion has been received and shared with the BOD, direct the Board Affairs Committee to prepare a statement for inclusion in the CPM and distribution to all GVR members.



EXHIBIT

**Board of Directors
August 28, 2018**

Board Responses to Member Emails

Recommendation:

- That the CEO place the following statement adjacent to the hotlink board@gvrec.org: “The Board of Directors appreciates hearing member views and suggestions. If you wish to receive a response, please indicate ‘Response’ in the subject line of your email;”
- That the CEO change the automatic reply to member emails sent to the Board of Directors to: “Thank you for your email, which has been received by all members of the Board of Directors. If you requested a response, you will hear from the Secretary of the BOD;”
- That the Secretary of the BOD be authorized to determine where the subject of an email should be dealt with, i.e., which committee or Board meeting, and to respond to member emails that request a response; and
- That a notification of this change be published in the eBlast and *GVR Now!*
- Refer to Board Affairs Committee for placement in Corporate Policy Manual



EXHIBIT A

**Board of Directors
August 28, 2018**

Corporate Policy Manual Update – Suspension of Privileges

Overview:

There is no provision in GVR Bylaws that prevents a suspended member from holding office. The identified language is in effect a removal from office of a Director by the Board. Arizona Law provides that only the membership may remove a Director from office.

SECTION II – MEMBERSHIP

SUBSECTION 5. SUSPENSION OF PRIVILEGES

B. Guest Policy (updated 8/29/2017)

B. Suspended Member

1. A Suspended Member is an individual, not a household. Any GVR cardholder who has been determined to have violated GVR rules and regulations or otherwise deemed as a “Suspended Member” by the GVR Board of Directors shall be restricted from use of GVR facilities. This suspension may include suspension of use from all GVR facilities, or may be select facilities, as decided on by the Board.
2. A suspended member shall retain the rights to vote ~~but not to hold office.~~
3. The suspended member shall be responsible for all dues, fees and assessments.

Recommendation:

Approve changes to policy and incorporate into Corporate Policy Manual as indicated above.



EXHIBIT B

**Board of Directors
August 28, 2018**

Corporate Policy Manual Update - Guests

Overview:

Updates to Corporate Policy Manual

1. CRCF Resident added to comply with the bylaws.
2. Added the preposition “in” for grammatical correctness.
3. Added Assigned member, CRCF Resident and Life Care User for clarification.
6. Deleted, found in #11 below.
- 8 & 9. Added Annual & Daily Guest for clarification.
11. Consolidated #6 relating to tenants.
13. GVR bylaws provide the only penalty for violating the Rules and regulations is a suspension. The non-conforming language has the strikeout.
15. Deleted. It is contained in #3 above.

SECTION II – MEMBERSHIP

SUBSECTION 2. GENERAL

B. Guest Policy (updated 8/29/2017)

1. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, **CRCF Resident** or Life Care User of GVR and who live outside a twenty (20) mile radius of established GVR Boundaries. In general, guest cards are provided for visitors who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest of the member.
2. Anyone residing **in** a non-GVR property within the jurisdiction of the corporation is not an eligible guest.
3. GVR Members, **Assigned Members, CRCF Residents or Life Care Users** may purchase an Annual Guest Card for a fee determined by the Board of Directors. GVR members, **Assigned Members, CRCF Residents or Life Care Users** may also purchase daily guest cards for an additional fee. Limit one (1) Annual Guest Card per household. The Annual Guest Card allows for an unlimited number of guests and guest visits. Daily Guest passes allow for unlimited number of guests on specific days only.
4. GVR Members who own more than one GVR property may purchase an Annual Guest Card only for the property in which they reside.
5. No more than one (1) Annual Guest Card may be purchased by an individual(s) owning GVR properties regardless of the number of properties owned.
6. Annual Guest Cards may not be purchased for properties which are tenant occupied. ~~Tenants may purchase Daily Guest passes for a fee determined by the Board of Directors.~~

7. Annual Guest Cards are valid through the end of the calendar year (December 31). Annual Guest Card fees are not prorated.
8. Adult guests 18 years of age and older are required to have a valid annual guest card/**daily guest pass** when visiting GVR facilities. Multiple guests visiting the same facility may use the same Annual Guest Card.
9. Guests under the age of 18 do not require annual guest cards/**daily guest passes** and must be accompanied by a GVR-issued card-carrying adult.
10. Replacement of a lost or damaged Annual Guest Card must be obtained at a GVR Member Services office. The fee for replacement cards is determined by the Board of Directors. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a GVR Member Services office before a replacement card will be issued.
11. **For a fee determined by the Board of Directors**, tenants with guests may purchase a **day daily guest** pass for guests over the age of 18.
12. Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.
13. At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID Card. In addition, members and guests who abuse GVR ID card privileges may be subject to ~~sanctions and penalties up to and including fines and/or loss of privileges, as determined by the Board of Directors. Rules governing board authorized sanctions and penalties will be publicized to the general membership.~~
14. GVR stopped issuing Annual Guest Cards on a complimentary basis to new Single Member Households on March 1, 2016. Annual Guest cards offered on a complimentary basis to Single Member Households prior to March 1, 2016 (whereby the GVR member property remains a single member household) will continue to be issued, provided that the affected GVR Member formally requests a Single Member Annual Guest Card each year. The formal request may be made any time during a calendar year and for each subsequent calendar year. Failure to request a card during a calendar year will result in forfeiture of the Single Member Annual Guest Card privilege for the GVR member. Cards are specific to a GVR member property and are not transferable to a new owner of the property.
15. ~~Life Care Privilege—Life Care Users may purchase Annual Guest Cards and Daily Guest Passes following the same guidelines established for guests of any GVR Member.~~

Recommendation:

Approve changes to policy and incorporate into Corporate Policy Manual as indicated above.



EXHIBIT C

**Board of Directors
August 28, 2018**

Corporate Policy Manual Update – Dues Assessments

Overview:

The term “assessments” versus “special assessments” became an issue when the attorney representing GVR in the NCMF erroneously characterized GVR as a Planned Community and the judge in his ruling made a finding that GVR was a “Planned Community” (an HOA). Under title 33 of the Arizona Revised Statutes, HOA’s pay an annual “assessment” not dues. There is no distinction between an “assessment” and a “special assessment”. GVR Bylaws make it clear that a special assessment would be “for any purpose”.

Seven Directors changed to majority of directors in office.

SECTION II – MEMBERSHIP

SUBSECTION 3. ANNUAL DUES, ANNUAL DUES INSTALLMENT PAYMENT PLAN, INITIAL FEES, FEES FOR SERVICES (updated 4/19/2016)

A. General

All Fees, Annual Dues, Service Fees and Delinquency charges shall be established each year by the approval of **a majority of Directors in office**. ~~At least seven members of the Board of Directors. The Board also has the right to approve assessments, as long as they are not special assessments for any purpose, by a vote of a minimum of seven Board members.~~ Special assessments for any purpose shall require approval of **a majority of Directors in office** ~~at least seven members of the Board of Directors~~, and a vote of at least a majority of the Members voting.

B. Annual Dues

1. The Board shall establish membership dues for each fiscal year on or before December 10. In establishing annual dues, the Fiscal Affairs Committee and the Board of Directors shall use the following formula as a starting point. The sum of 50% of the CPI (W) percentage increase/decrease through September of the current year and 50% of the Social Security percentage increase/decrease for the current year. To the extent permitted by law, the Committee and Board may deviate from this formula in establishing the dues after taking into consideration all relevant factors including, but not limited to, projected operating costs, maintenance projects, and appropriate reserves. These dues are payable on or before January 1 of that same fiscal year.
2. Upon the initial purchase of a property in a deed-restricted subdivision, the annual dues shall be prorated as of the date of closing. When an owner of property in a subdivision which is not master deed restricted subjects his property to a GVR deed restriction, the annual dues shall be prorated as of the date the property is made subject to the voluntary deed restriction.
3. ~~Annual Dues is synonymous with the terms “regular assessments” or “assessments”, but not “special assessments.”~~
- 3.4. Commercial Residential/Care Facility (CRCF) membership properties shall pay annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied

Recommendation:

Approve changes to policy and incorporate into Corporate Policy Manual as indicated above.



EXHIBIT D

Board of Directors August 28, 2018

Amendment to Board of Directors Code of Conduct

Overview:

The last sentence of the Board Code of Conduct indicates the Director is in “receipt” of the Board Code of Conduct. A Director is not required to agree with or adhere to the Code of Conduct.

Board of Directors Code of Conduct

The Board of Directors of Green Valley Recreation (GVR) commits to itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

1. Directors must act in the best interests of the GVR membership as a whole and must not put the interests of themselves, individual members, GVR clubs, staff, or other individuals or entities ahead of the interests of the GVR membership.
2. Directors shall conduct themselves in a courteous, professional and businesslike manner at all meetings, with each other and in their interactions with GVR members and staff.
3. Directors must avoid a conflict of interest or the appearance of a conflict of interest with respect to any fiduciary responsibility.
 - 3.1 Directors shall not accept any gifts or personal benefits, present or future, which may compromise or give the appearance of compromising his/her fiduciary responsibility.
 - 3.2 When the Board is to decide upon an issue, about which a Director has any perceived or potential conflict of interest, including but not limited to, any personal or professional relationship with a business, group, individual or GVR club, that Director shall recuse herself or himself, without comment, from any Board discussions or votes regarding the issue.
4. Directors shall be properly prepared for Board/Committee meetings.
5. Directors shall not attempt to exercise individual authority over GVR.
 - 5.1 Directors interactions with the CEO or with staff or interactions with the public, press or other entities must recognize the lack of authority vested in individual Directors except when explicitly Board authorized.
 - 5.2 Directors shall not interfere with the duties of GVR staff or GVR contractors. Any matters or communications concerning GVR staff or contractors shall be made through the Board President who shall forward them to the CEO.
 - 5.3 Directors shall support the legitimacy and authority of Board decisions, regardless of the Director’s personal position on the issue.
6. Directors shall respect the confidentiality of matters discussed in executive sessions of the Board and confidential communications with legal counsel. Confidential information shall not be disclosed without the authorization of the Board.

~~I acknowledge the receipt of this Board Code of Conduct:~~

I agree to adhere to this Board Code of Conduct.

Recommendation:

As indicated above, The Board Affairs Committee recommends the Board of Directors replace the last sentence of the Board Code of Conduct: “I acknowledge the receipt of the Board Code of Conduct” with “I agree to adhere to this Board Code of Conduct.”



EXHIBIT E

**Board of Directors
August 28, 2018**

Merge and Clarify Board of Director Email Communication in the Corporate Policy Manual - Sections VI and X

Overview:

Board Affairs Committee recommends consolidation and reorganization of portions of Sections VI and X of the Corporate Policy Manual as indicated below:

SECTION VI – BOARD/BOARD COMMITTEES

SUBSECTION 1. POWERS, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

C. Board Of Directors Email Policy

~~GVR shall maintain a password-protected generic email account (“GVR Director Email Address”) which shall serve as the sole means of email communication between members and GVR Directors relating to GVR business and/or operations. The GVR Director Email Address shall be posted on the GVR website and may be published in GVR publications and Members will be directed to communicate to Directors via the GVR Director Email Address.~~

~~Directors shall be assigned an email address by GVR which they shall use for all email communications relating to GVR business and/or operations between each other and/or GVR staff.~~

It is the policy of GVR that all email communications concerning GVR governance and other corporate matters be managed through a central server. To facilitate this policy GVR shall provide each member of the Board of Directors with an official GVR email address which is to be used for all email communications relating to GVR business and/or operations between Directors and/or GVR staff, and email communications between GVR members and Directors.

If a Director receives an email on their personal email from a GVR member concerning GVR matters and if a response is appropriate, the Director shall forward the incoming message to their official GVR email address and then send a response from that official GVR email address.

In email communications with members, Directors shall be mindful of their duty to support the legitimacy and authority of Board decisions.

GVR shall also maintain a password-protected generic email account (general inquires) which shall serve as the means of email communications between members and the

Board collectively and/or the CEO for matters relating to GVR business and/or operations. The Directors' official email addresses and the GVR general inquiries email address shall be posted on the GVR website and may be published in GVR publications.

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. This policy does not apply to GVR Board committees or subcommittees.

The Board specifically authorizes that individual Board members may use email communication to discuss, inform or debate issues and policy or operational practices at the committee or subcommittee level prior to a vote by the Board of Directors, unless dealing with personnel or legal matters.

Other than voting on an action without a meeting (ARS 10-3821) it is the policy of the GVR Board of Directors that individual Board members shall not use email to make policy or vote on any matter related to GVR.

D. GVR email Administrator

The CEO or CEO designee shall serve as GVR Email Administrator and shall have the following responsibilities with respect to email sent to the GVR Director Email Address:

1. Responding to member emails requesting general information or forwarding same to the appropriate GVR administrative staff member;
2. Acknowledging receipt of all other member emails and forwarding same to the GVR Board **President** for review and response; and
3. Archiving email messages.

~~E. Prohibited Email Communications~~

~~The following email communications are strictly prohibited:~~

- ~~1. Messages containing offensive language, including, but not limited to, defamatory, racist or obscene remarks;~~
- ~~2. Messages intended to or that would cause a reasonable person to be alarmed, annoyed or harassed;~~
- ~~3. Messages containing an attachment that is from someone other than the member sending the email;~~
- ~~4. Any attempt to disguise the sender's identity or an email with an anonymous sender;~~
- ~~5. Potentially damaging messages including, but not limited to mass or commercial messages, spam, and messages containing viruses; and~~
- ~~6. Messages concerning GVR business and/or operations addressed to a GVR Director's personal email account.~~

SECTION X- MISCELLANEOUS

SUBSECTION 1. COMMUNICATIONS POLICY

B. Member Communications

5. Email Communications with Members

~~e. GVR Board of Directors Email Policy (upd. 10/25/2016)~~

~~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@gvrec.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.~~

Note: At the request of GVR's legal counsel, the Prohibited Email Communications portion of the policy was not changed:

SECTION X– MISCELLANEOUS

SUBSECTION 1. COMMUNICATIONS 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
- c. Messages containing an attachment that is from someone other than the member sending the email
- d. Any attempt to disguise the sender's identity or an email with an anonymous sender

- e. Potentially damaging messages, including but not limited to, mass or commercial messages, spam, and messages containing viruses
- f. Messages concerning GVR business and/or operations addressed from a GVR Director's personal email account
- g. Personal emails using a GVR email account

Recommendation:

Approve changes to policy and incorporate into Corporate Policy Manual as indicated above.