



GVR Mission Statement: *"To provide recreational, social and leisure education opportunities that enhance the quality of our members' lives."*

A regular meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS was held Wednesday, August 26, 2020 by teleconference. The President being in the chair and the Secretary being present.

Directors Present by Remote: Don Weaver (President), Mike Zelenak (Vice President), Beverly Tobiason (Secretary), Donna Coon (Treasurer), Mark Kelley (Assistant Secretary), Christine Gallegos, Bev Lawless, Mark McIntosh, Charles Sieck, Sandra Thornton, Jen Morningstar (Interim CEO) (non-voting)

Absent: Randy Howard (Assistant Treasurer), Gail Vanderhoof

Visitors: 43

1. Call to Order/Establish Quorum

President Weaver called the meeting to order at 2:00pm MST.

Roll was called and a quorum established.

President Weaver extended condolences to Gail Vanderhoof and Beverly Tobiason on their loss of a family member.

2. Adopt Agenda

MOTION: Zelenak/Seconded. Adopt Agenda as amended.

Passed: unanimously

3. Consent Calendar

MOTION: Coon/Seconded. Approve Consent Calendar as presented.

- July 29, 2020 Minutes
- July 2020 Financial Statements

Passed: unanimously

4. Bylaws Committee Update – M. Zelenak

MOTION: Zelenak/Seconded. Meet in closed session with GVR Attorney Wendy Ehrlich to discuss Policy Governance before moving forward with Policy Governance in order for the Board to make an informed decision.

Failed: Yes – 5 (Zelenak, Coon, Gallegos, McIntosh, Lawless); No – 5

5. Policy Governance – B. Tobiason

A. Consulting Services – GVR Board has approved some additional consulting hours with Brown Dog Consulting of up to 40 hours of consulting, primarily around implementation, to an upwards of \$5,000.

B. Policy Updates:

- 1. Initial Ends Interpretation at November 2020 meeting; and Ends Monitoring Report as scheduled in March 2021**

Discussion – changed November to October as no meeting in November.

MOTION: Tobiason/Seconded. Approve Initial Ends Interpretation at October 2020 meeting; and Ends Monitoring Report as scheduled in March 2021.

Passed: Yes – 6; No – 4 (Lawless, Gallegos, Zelenak, Thornton)

C. EL 2.8 change monitoring schedule from twice per year to once (October)

MOTION: Tobiason/Seconded. EL 2.8 Change monitoring schedule from twice per year to once (October).

Passed: Yes – 8; No – 2 (Gallegos, Zelenak)

D. Annual Member Survey in November (or with Annual Invoice)

- Ed Knop has agreed to help with both annual and mini surveys.
- Education Subcommittee for Policy Governance established with Jerry Humphrey as Chair.

E. PG Manual Verbiage Changes

1. Individual members (when speaking of Board members) to Directors

MOTION: Tobiason/Seconded. Change “members” (when speaking of Board members) to “Directors.”

Passed: Yes – 8; No – 2 (Gallegos, Zelenak)

2. GVR members to GVR member-owners

MOTION: Tobiason/Seconded. Change GVR “members” to “member-owners.”

Passed: Yes – 6; No – 4 (Gallegos, Lawless, McIntosh, Zelenak)

Director Tobiason requested that Directors review the CEO section of the split CPM sent to them by Director Lawless and send any feedback to Director Tobiason and Bob Northrup within one week.

Director Tobiason gave an overview of Board emails received in the past month from 66 members. Thank you for hard work from President Weaver.

6. Committee Reports

A. Board Affairs – C. Gallegos, Chair

1. Revisions to the Board of Directors Code of Conduct and Acceptance of Board Code of Conduct Enforcement Procedures

MOTION: Gallegos/Seconded. Accept proposed changes to the Board of Directors Code of Conduct and accept the Board Code of Conduct Enforcement Procedures, as amended, adding the change to 4.b) Removal from office, if the Director is an officer, per A.R.S. §10-3843(B).

Passed: Yes – 7; No – 2 (Thornton, Sieck); Abstain – 1 (Kelley)

B. Fiscal Affairs – D. Coon, Chair

Chair Coon reported for Fiscal Affairs Committee. In discussion it was asked if Interim CEO Morningstar could find out how much revenue is realized for programs from outside the membership.

C. Planning & Evaluation – D. Coon (for R. Howard, Chair)

- 1(a). Pickleball Center Shade Structure (funded by Pickleball Club)

MOTION: Coon/Seconded. Approve the Pickleball Club request to erect a 29' by 26' shade structure at the GVR Pickleball Center with installation by a licensed contractor, and funding by the GVR Pickleball Club in the amount of \$17,324.73, with consideration of reimbursement by GVR, to be completed no later than December 31, 2021.

Passed: Yes – 9; No – 1 (Kelley)

- 1(b). Pickleball Club Donor Wall – Gina Rowsam and Tim Stewart of the PBC joined the meeting and presented their plan to erect a donor wall at the Pickleball Center at the club's expense.

MOTION: Coon/Seconded. The GVR Board of Directors approves the use of the East Wall of the Pickleball Center building for the mounting of the donor wall sculpture by the Pickleball Club.

Passed: unanimously

2. WSM Preliminary Design Proposal for West Center Wood Shop Expansion – WSM has presented a quote of \$12,400 for a Schematic Design Study of 2 options for the Wood Shop expansion. The Wood Shop has indicated that they will donate \$4,000 toward the expense of the study.

MOTION: Coon/Seconded. Approve the expenditure of \$8,400 for WSM Schematic Design Study for Wood Shop expansion with funding source to be determined by the Fiscal Affairs Committee.

Motion tabled following discussion.

- D. Investments – B. Lawless, Chair

Chair Lawless reported for the Investments Committee and presented the July 2020 investment report.

- E. Nominations & Elections – M. McIntosh, Chair

Chair McIntosh reported for the Nominations & Elections Committee.

- F. CEO Search Committee – D. Weaver (for R. Howard, Chair)

President Weaver reported for the CEO Search Committee - 35 applications received to date. The Committee has determined to grant two applicants a preliminary interview.

Other applications are in the process of review, which may produce other applicants to be interviewed.

7. New Business – none

8. GVR Foundation Report – Jim Counter

President Counter reported:

- GVRF working on updates to the RetireArizona website and determining future of website and how to support it.
- GVR/GVRF Ad Hoc Committee to meet before next GVR Board meeting to discuss Resource Sharing Agreement.
- Working on 2021 Foundation Games Pickleball Tournament as a fundraiser for GVRF and Greater Green Valley Community Foundation (GGVCF). Received GVR and Pima County approvals.

- GVRF requests GVR to complete a Request for Funding (grant application) in order for the Foundation to apply to Freeport-McMoRan Foundation on GVR's behalf for a \$10,000 grant to help with PPE equipment due to the COVID pandemic.

MOTION: Weaver/Seconded. GVR Board requests GVR Foundation to apply for a \$10,000 grant for PPE equipment from Freeport-McMoRan Foundation on GVR's behalf.

Passed: unanimously

9. Pickleball Center Naming – President Weaver

Several past GVR Presidents are planning an event to honor former GVR CEO Kent Blumenthal in October 2020. They requested the GVR Board consider naming the Pickleball Complex after Dr. Blumenthal, which the GVR Board approved this naming in July 2020. Dr. Blumenthal agreed to accept this honor. GVR Attorney Wendy Ehrlich will develop a waiver for Dr. Blumenthal to sign indicating his agreement.

10. Policy Governance 3.1 – C. Sieck

Director Sieck reminded all that at each meeting a member will evaluate the meeting's adhering to Policy Governance guidelines. Director Sieck feels that a great job was done by the Board this month and Interim CEO Morningstar concurred. President Weaver asked that B. Tobiason monitor next month's meeting to which she agreed.

11. Member Comments – 8

12. Adjournment

MOTION: Zelenak/Seconded. Adjourn meeting at 4:20pm MST.

Passed: unanimously