



A regular meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS was held Wednesday, December 16, 2020 by teleconference. The President being in the chair and the Assistant Secretary being present.

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

**Visitors: 33**

**1. Call to Order/Roll Call/Establish Quorum**

President Weaver called the meeting to order at 2:00pm MST. Roll was called by Assistant Secretary Kelley and a quorum was established. President Weaver welcomed new Director, Dale Sprinkle to the Board.

**2. Adopt Agenda**

**MOTION: B. Lawless/2<sup>nd</sup>. Adopt Agenda as presented.  
Passed: unanimously**

**3. Consent Calendar**

**MOTION: M. McIntosh/2<sup>nd</sup>. Approve Consent Calendar as amended.**

**A. October 28, 2020 Minutes**

**B. November 13, 2020 Special Meeting Minutes (Remove Attachment 2.)**

**C. October 2020 Financial Statements**

**Passed: Yes – 11; Abstain – 1 (Sprinkle)**

**4. New Business**

**A. Election of Officer – Secretary**

- 1) Nomination
  - a. Kelley – will run
  - b. Lawless – will not run
- 2) Election  
Kelley – unopposed

**Election of Officer – Assistant Secretary**

- 1) Nomination
  - a. Thornton – will not run
  - b. Lawless – will not run
  - c. McIntosh – will not run
  - d. Coon – will not run
  - e. Sprinkle – will not run
  - f. Gallegos – will not run
  - g. Sieck – will run
- 2) Election
  - a. Sieck – unopposed

**B. Appoint Policy Governance Chair**

**MOTION: D. Weaver/2<sup>nd</sup>. Appoint Donna Coon as Chair of Policy Governance Ad Hoc Committee.**

**Passed: Yes – 8; No – 4 (Gallegos, Lawless, McIntosh, Zelenak)**

**C. Communications – M. Kelley**

Director Kelley reviewed the emails received from members for November and December to date. Discussion followed.

**MOTION: M. Kelley/2<sup>nd</sup>. Ask that the Board of Directors acknowledge the violation of the Code of Conduct with respect to the article published in the Green Valley News which disclosed CEO candidate names.**

**Motion Failed: Yes – 6; (Kelley, Sieck, Thornton, Sprinkle, Vanderhoof, Weaver)  
No – 6**

**D. Resource Sharing Agreement GVR/GVR Foundation**

President Weaver presented the Resource Sharing Agreement Between GVR and the GVR Foundation. Following discussion, it was decided that the agreement should go to GVR's attorney, Wendy Ehrlich, for review. President Weaver will contact her in this regard. The agreement will be brought back to the table at the January meeting.

**General Consensus - Tabled until January meeting.**

**E. Discussion – 2020 Annual Meeting**

Discussion was held in regard to whether or not the Annual Meeting for 2020, which was never held because of the pandemic, needs to be held. All requirements of the Annual Meeting were carried out in Board meetings earlier this year. It was decided to notify the members of this decision via Eblast.

**MOTION: C. Sieck/2<sup>nd</sup>. Do not have an Annual Meeting for 2020 and look forward to having one at the normal time in 2021.**

**Passed: unanimously**

**F. Statutory Agent**

**MOTION: C. Sieck/2<sup>nd</sup>. Scott Somers, incoming CEO, shall be listed as Statutory Agent for GVR.**

**Passed: unanimously**

**5. Committee Reports**

**A. Board Affairs – Committee Chair C. Gallegos**

**i. Amended and Restated Bylaws**

Recommendation: GVR Board of Directors approve placing the Amended and Restated Bylaws of Green Valley Recreation, Inc. on the 2021 ballot.

Discussion followed. It was determined that the Board needs to look at this more closely.

**MOTION: C. Gallegos/2<sup>nd</sup>. Withdraw recommendation from consideration and table to a special Board of Directors meeting.**

**Passed: Yes – 11; No – 1 (Gallegos)**

Director M. Zelanak, Chair of Bylaws BA Subcommittee, requested that any questions Directors have regarding the revised bylaws be forwarded to him as soon as possible for referral to GVR attorney, Wendy Ehrlich, for her review.

ii. Proposed Bylaws Amendments for 2021 Ballot

Recommendation: Board Affairs Committee recommends the Board of Directors approve the following separate Bylaws Amendments on the 2021 Ballot to the Amended and Restated Bylaws of Green Valley Recreation, Inc.:

*Article 8. Officers and Chief Executive Officer*

*8.6 Signing of Checks*

*Replace the second sentence with the following: Any check in an amount of less than \$2,500.00 shall be signed by the Chief Executive Officer in conformance with procedures as shall be set forth in the Corporate Policy Manual.*

*Article 9. Committees*

*9.4 Subcommittees*

*Add the following second sentence: Subcommittee members shall be appointed by the parent committee chair in consultation with the subcommittee chair.*

**General consensus - Withdrawn and tabled to a special Board of Directors meeting.**

iii. Corporate Policy Manual Revision – Advertising

Recommendation: Board Affairs Committee recommends the Board of Directors amend the Corporate Policy Manual (CPM) as follows:

*CORPORATE POLICY MANUAL*

*APPENDIX I – BOARD POLICIES*

*SUBSECTION 5. GVR ADVERTISING & SPONSORSHIP POLICY*

*E. DIRECTORS*

*A company or other for-profit entity in which a GVR Director has a financial interest is prohibited from participating in the Advertising and Sponsorship Program.*

**MOTION: C. Gallegos/2<sup>nd</sup>. Accept recommendation from Board Affairs Committee regarding Corporate Policy Manual Revision – Advertising as presented.**

**Passed: Yes – 11; No - 1 (Kelley)**

iv. Corporate Policy Manual Revision – Committees

Recommendation: Board Affairs Committee recommends the Board of Directors amend the Corporate Policy Manual (CPM) as follows:

*CORPORATE POLICY MANUAL*

*Section VI. BOARD/BOARD COMMITTEES*

*Subsection 4. BOARD COMMITTEES’ DUTIES AND RESPONSIBILITIES*

*B. Committees of the Board of Directors*

*8. Directors may attend **any** GVR committee meetings, whether open or closed, **except those of an ad hoc or special committee, the nature of which involves addressing sensitive***

*information as determined by the Board. 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.*

**MOTION: C. Gallegos/2<sup>nd</sup>. Accept recommendation from Board Affairs Committee regarding Corporate Policy Manual (CPM) Revision – Committees as presented. Motion Failed: Yes – 6 (Coon, Gallegos, Lawless, McIntosh, Weaver, Zelenak); No – 6**

**B. Fiscal Affairs – Committee Chair D. Coon**

Committee Chair D. Coon reported on the work of the committee. President Weaver thanked the committee for their effort and Committee Chair Coon thanked the GVR Finance Department for their great work.

**C. Planning & Evaluation – Committee Chair R. Howard**

Committee Chair R. Howard posted a PowerPoint on the Canoa Hills Clubhouse purchase and renovation for the Board’s review. It was felt that this PowerPoint wasn’t enough information and C. Sieck recommended creating a video presentation to explain in more detail before posting for membership to review.

**D. Investments – Committee Chair B. Lawless**

Committee Chair B. Lawless reported on the work of the committee. She extended thanks to the GVR Financial Department and to committee member Dave Gamrath, for his excellent interpretive report on the portfolios every month.

**E. Nominations & Elections – Committee Chair M. McIntosh**

Committee Chair M. McIntosh reported on the work of the committee. Plans are in process for forums and ways to get the candidates to the membership. They will begin work on BOD candidate videos in early January. Interim CEO J. Morningstar reported that there are seven candidates and she has received brief bios from each of them.

**6. GVR Foundation**

GVR Foundation, Jim Counter, gave a brief report on the Foundation’s work to date. They are realizing difficulty raising funds due to the pandemic and are working on various ideas to improve funding. They need to be able to contact members and are looking for more direct ways. C. Sieck pledged \$5,000 to the Foundation for the MAP Program. President Weaver stated that the relationship between GVR and the Foundation is very appreciated and thanks them for their hard work. Interim CEO J. Morningstar said that President Weaver’s address in the upcoming Eblast will be directed toward this subject.

**A. Clubhouse Parking Lot Lease Negotiation**

**MOTION: D. Weaver/2<sup>nd</sup>. Form a subcommittee consisting of M. Zelenak, D. Coon, D. Weaver, R. Howard, J. Morningstar, and S. Somers to work on negotiations for the Canoa Hills parking lot lease.**

Discussion followed. It was determined that, until the Resource Sharing Agreement between GVR and the GVR Foundation (tabled previously at this meeting) is approved, lease negotiations cannot move forward. R. Howard suggested tabling this item.

**MOTION: R. Howard/2<sup>nd</sup>. Table this motion until the Resource Sharing Agreement is finalized and approved.  
Passed: unanimously**

M. Zelenak requested that the Agenda be amended at this point to include the following:

**MOTION: M. Zelenak/2<sup>nd</sup>. Amend the Agenda to add discussion on how to conduct Investigation Ad Hoc Committee meetings to keep committee members anonymous. (2/3rds vote required for approval)  
Motion Failed: Yes – 7; No – 5 (Kelley, Sieck, Sprinkle, Thornton, Vanderhoof)**

**7. Member Comments** – reviewed during meeting

**8. Adjournment**

**MOTION: M. Zelenak/2<sup>nd</sup>. Adjourn the meeting at 4:13pm MST.  
Passed: unanimously**