



AGENDA

BOARD OF DIRECTORS SPECIAL MEETING

Wednesday, April 14, 2021 8:30am

Directors: Don Weaver (President), Nina Campfield (Vice President), Ted Boyett (Secretary), Donna Coon (Treasurer), Mark McIntosh (Assistant Secretary), Randy Howard (Assistant Treasurer), Kathi Bachelor, Carol Crothers, Christine Gallegos, Bart Hillyer, Bev Lawless, Mike Zelenak Scott Somers (non-voting)

AGENDA TOPIC	DIRECTOR	EXHIBIT	ACTION
1. Call to Order / Roll Call – Establish Quorum	Weaver	Y	
2. Adopt Agenda	Weaver	Y	Y
3. New Business			
A. Election – President	Weaver		Y
B. Committee Members Terms	Somers	Y	Y
C. Appoint Committee Chairs	Zelenak		Y
4. Member Comments			
5. Adjournment			



Green Valley Recreation, Inc.

Board of Directors Meeting

Prepared By: Jen Morningstar

Meeting Date: April 14, 2021

Presented By: Jen Morningstar

Consent Agenda: No

Originating Committee/Department: Admin
Action Requested: Elect 2021-22 Board President
Strategic Plan Focus Area: n/a
Background Justification: GVR Bylaws indicate board officers must be elected within 30 days of the Annual Meeting of the Corporation. After nominations for the office of President were announced at the April 7, 2021 board meeting, the President was appointed rather than a formal vote being taken because there was only one candidate willing to serve as President.
Fiscal Impact: n/a
Board Options: Elect the board president for the 2021-22 governance year via secret ballot.
Staff Recommendation: same
Recommended Motion: n/a
Attachments: Roles and responsibilities of each board officer and 30 day election requirement (Bylaws) Process for nominating and electing officers (Corporate Policy Manual)

GVR BYLAWS

ARTICLE VII — OFFICERS AND CHIEF EXECUTIVE OFFICER

Section 1: Positions

Elected officers of The Corporation shall be the President, Vice President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer. This sequence of officers determines their seniority. In addition, the Chief Executive Officer shall serve as an ex-officio, non-voting member of the Board.

Section 2: Eligibility and Terms of Office

Officers are elected for a term of one year or until successors are elected, or at the pleasure of the Board. All officers must be regular members of The Corporation and members of the Board of Directors.

Section 3: Election of Officers

Officers shall be elected by a majority vote of the Board within thirty days after the Annual Meeting.

CORPORATE POLICY MANUAL
SECTION VI – BOARD/BOARD COMMITTEES

SUBSECTION 2. BOARD OFFICERS: NOMINATIONS AND ELECTIONS

A. General

- 1. Election of Board officers will be done by secret ballot. This is applicable to both the nominating ballots and the electing ballots.*
- 2. Nominations from the floor will not be accepted.*
- 3. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.*
- 4. The present President, or in his/her stead, the Chief Executive officer shall administer the election until the new President has been elected.*

B. The Nominating Ballot

- 1. The President (chair) will ask that nominating ballots be distributed to each Director.*
- 2. Each Director receiving a vote is nominated for that office.*
- 3. A nominating ballot cannot take the place of an electing ballot.*
- 4. Board members may nominate themselves for any Board office.*
- 5. Nominees must verbally indicate their willingness to serve before the electing ballot is distributed.*
- 6. The chair will announce the names of the nominees and the number of nominations each received prior to the distribution of electing ballots.*

C. The Electing Ballot

- 1. A nominee is considered "elected" if he/she receives a plurality of the votes cast.*
- 2. Balloting should be repeated as many times as necessary to obtain a plurality vote for one candidate. The nominee receiving the lowest number of votes is never removed from the next ballot.*
- 3. If a stalemate persists, the rules may be suspended in order to consider alternatives such as eliminating the candidate with the lowest number of votes. The motion to suspend the rules is not debatable and requires a 2/3 vote to pass.*



Green Valley Recreation, Inc.
Board of Directors Meeting

Prepared By: Jen Morningstar,
Director of Administrative Services

Meeting Date: April 14, 2021

Presented By: Scott Somers, CEO

Consent Agenda: No

Originating Committee/Department: Administration
Action Requested: Discuss options for Board Committee terms that support continuity and representation.
Strategic Plan Focus Area: n/a
<p>Background Justification: Currently there is no continuity, nor a succession plan, for committees of the board. Each year, a committee starts from scratch, often made up of entirely different people with no background and a lack of understanding of committee action from prior years.</p> <p>GVR Bylaws indicate the Board of Directors shall establish standing committees of Board Affairs, Fiscal Affairs, Nominations & Elections, Planning & Evaluation, and Investments. In addition, the Audit Committee chairperson is nominated by the President and Finance Director of the Corporation, with Board approval. Committee members are appointed by the committee chairperson and do not require Board approval.</p> <p>GVR Corporate Policy Manual states chairpersons of standing and special committees must be directors; nominated by the President and subject to Board approval.</p> <p>GVR governing documents do not specify terms or limit the number of committees a on which a member may serve. Below are options for discussion and consideration that support continuity and representation:</p> <ol style="list-style-type: none">1. Establish specific numbers of members for each committee (i.e. no less than # and no more than ##)2. Establish a committee rotation, where members would serve three-year terms. Each year 1/3 of the committee members terms would expire, and the other 2/3 of members would continue into the next year.
Fiscal Impact: n/a
<p>Board Options:</p> <ol style="list-style-type: none">1. Establish terms, the number of members for each committee, along with the maximum number of committees a member may serve upon.2. Establish terms and number of members for each committee.3. Continue the present practice of committee chairs appointing members each year.4.

Staff Recommendation: #1

Recommended Motion:

I move to direct staff to compose language and update the Corporate Policy Manual to reflect rotating terms and number of committee members for each committee as follows:

Establish three-year rotating terms for all committees

Limit the number of committees any one member may serve on each year to one.

Establish minimum and maximum number of members for each committee:

Board Affairs Committee no less than __ members, no more than __ members

Fiscal Affairs Committee no less than __ members, no more than __ members

Investments Committee no less than __ members, no more than __ members

Nominations & Elections Committee no less than __ members, no more than __ members

Planning & Evaluation Committee no less than __ members, no more than __ members

Attachments:

Composition of Committees (Bylaws)

Process for appointing committee chairs and members (Corporate Policy Manual)

GVR BYLAWS

ARTICLE VIII – COMMITTEES OF THE BOARD OF DIRECTORS

Section 1: Standing Committees

The Board of Directors shall establish the following Standing Committees: Board Affairs, Fiscal Affairs, Nominations & Elections, Planning and Evaluation, and Investments. The duties of the Committees shall be as defined within the Corporate Policy Manual. The Committees shall make policy recommendations to the Board of Directors for approval.

Section 2: Special Committees

- A. Special or Ad Hoc committees may be established by the President from time to time to assume specific, short-term responsibilities. When established, the duties and responsibilities of the committee along with a deadline for its completion of assigned tasks are to be approved by the Board.
- B. Audit Committee. The Audit Committee shall occupy an oversight role of the financial structure, internal controls, etc. of The Corporation with access to the books and records and the activities of Management and Staff personnel. The Chairman, a member in good standing, shall be neither an officer of The Corporation nor a member of the Fiscal Affairs Committee. The detailed duties and responsibilities are to be included within The Corporate Policy Manual.

The financial records of The Corporation shall be audited following the close of each fiscal year by an independent auditing firm.

Section 3: Composition of Committees

The Chairperson of the Audit Committee shall be nominated by the President of the Board and the Finance Director of the Corporation with Board approval. The Chairperson of each Standing and other Special Committee(s) of the Board shall be a member of the Board nominated by the President with Board approval. Committee members shall be members of The Corporation and/or members of the operations staff. Committee members shall be selected by the Chairperson of the committee. The President shall be an ex-officio member of all committees excluding Nominations & Elections, and Audit Committees.

CORPORATE POLICY MANUAL

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 (updated September 30, 2020)

1. Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board.
7. 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.



Green Valley Recreation, Inc.
Board of Directors Meeting

Prepared By: Jen Morningstar,
Director of Administrative Services

Meeting Date: April 14, 2021

Presented By: Jen Morningstar

Consent Agenda: No

Originating Committee/Department: Administration
Action Requested: Appoint 2021-22 Committee Chairs
Strategic Plan Focus Area: n/a
Background Justification: GVR Bylaws indicate the Board of Directors shall establish standing committees of Board Affairs, Fiscal Affairs, Nominations & Elections, Planning & Evaluation and Investments. In addition, the Audit Committee chairperson is nominated by the President and Finance Director of the Corporation, with Board approval. Committee members are appointed by the committee chairperson and do not require Board approval. GVR Corporate Policy Manual states chairpersons of standing and special committees must be directors; nominated by the President and subject to board approval.
Fiscal Impact: n/a
Board Options: <ol style="list-style-type: none">1. GVR President nominate chairpersons for 2021-22 committees, GVR Board of Directors approve appointment.2. GVR Board of Directors approve appointment of alternate committee chairpersons.
Staff Recommendation: #1
Recommended Motion: <i>GVR Board of Directors approve the appointment of 2021-22 Committee Chairpersons as nominated by the President.</i>
Attachments: