



MINUTES

BOARD OF DIRECTORS SPECIAL MEETING

Monday, December 6, 2021

Zoom

Directors Present: Mike Zelenak (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, Connie Griffin, Bart Hillyer, Bev Lawless, Scott Somers (non-voting)

Staff Present: Nanci Moyo (Administrative Supervisor), Kris Zubicki (Recreation Services Director)

Visitors: 20

1. Call to Order / Roll Call – Establish Quorum

The President being in the chair and the Secretary being present.

President Zelenak called the meeting to order at 1:03pm MST. Secretary Boyett called the roll; quorum established.

2. Adopt Agenda

MOTION: Director Bachelor moved, seconded to adopt the Agenda as presented.

Passed: 11 yes / 1 no (Gallegos)

Director Gallegos objected to this meeting stating: This Special Meeting is completely contrary to Robert's Rules of Order regarding Special Meeting requirements, which are if something urgent comes up that must be dealt with before the next regular meeting; a particular matter is important enough that it needs to be the exclusive reason for the entire meeting; the urgent matter is clearly identified at the time the meeting is called; or, per GVR CPM, my interpretation is it must be a special circumstance, not because our 12/15 meeting agenda was full. If the argument stands that the President and Vice President need a special circumstance but any two directors can call a Special Meeting for ANY REASON, I am requesting a director join me in calling for a Special Meeting to discuss Special Meeting criteria or any other topics we decide to include on the agenda. I'm sure we can come up with a few things we've been wanting to get off our chests. I am also asking that my objection be included in the minutes.

3. New Business

A. Preparation and Presentation of the pros and cons of adopting the Proposed Bylaws Changes

MOTION: Director Crothers moved, seconded the Board task the GVR CEO with taking primary responsibility for preparing and presenting to GVR members the pros and cons of adopting the proposed Bylaw changes.

For the record, CEO Scott Somers said he has not been a part of the developments of this proposal or motion before the Board.

Motion Failed: 3 yes (Bachelor, Crothers, Hillyer) / 9 no

- B. No GVR funds be expended in 2021 for the services of GVR Attorney Wendy Ehrlich, if said services relate to the preparation or exposition of the changes to GVR's Bylaws currently pending.
MOTION: Director Crothers moved, seconded that no more GVR funds be expended in 2021 for the services of GVR Attorney Wendy Ehrlich, if said services relate to the preparation or exposition of the changes to GVR's Bylaws currently pending.

Call the question: Director Boyett.

Passed: 10 yes / 2 no (Bachelor, Hillyer)

Motion Failed: 9 no / 3 yes (Bachelor, Crothers, Hillyer)

- C. Correct CPM Language regarding the payment of new member fees when changing a member's primary residence.

MOTION: Director Crothers moved, seconded that the present Board endorse the long-standing practice that a member should only have to pay a new member fee once, even though they change their primary residence (within a 12-month period). The CPM language and administrative procedures should be corrected immediately to reflect the Board and previous CEO's understanding that a member should have to pay only one new member fee (or property acquisition fee) for their primary residence if they changed homes within a 12-month period. Owning additional properties should not make a difference.

Motion Failed: 6 no / 5 yes (Bachelor, Coon, Crothers, Griffin, Hillyer) / 1 abstain

- D. Staff provide an accounting of the legal fees paid to Wendy Ehrlich's legal firm for the period of the years 2020 and 2021 to date.

MOTION: Director Bachelor moved, seconded staff provide an accounting of the legal fees paid to Wendy Ehrlich's legal firm for the period of the years 2020 and 2021 to date. Said fees to be separated by requesting persons, i.e.: President, Vice President, CEO and Committee Chairperson(s), with combined amounts for each title, by year.

MOTION TO AMEND: Director Gallegos moved, seconded to include all GVR fees, cost, and expenses incurred in respect to legal, accounting, and consulting services beginning 2018 til present. This would include, but not be limited to, Attorney Wendy Ehrlich, Jim Jutry, Randall Evans, as well as Regier Carr and Monroe LLP, CPA, and Brown Dog Consulting.

Motion to Amend Passed: unanimous

Amended Motion Passed: unanimous

APPROVED AMENDED MOTION: *Staff provide an accounting of all GVR fees, cost and expenses incurred in respect to legal, accounting, and consulting services beginning 2018 til present. This would include, but not be limited to, Attorney Wendy Ehrlich, Jim Jutry, Randall Evans, as well as Regier Carr and Monroe LLP, CPA, and Brown Dog Consulting. Said fees to be separated by requesting persons, i.e.: President, Vice President, CEO and Committee Chairpersons, with combined amounts for each title, by year.*

- E. CEO Single Point of Contact for GVR legal matters

MOTION: Director Crothers moved, seconded to have one point of contact for GVR legal matters. The CEO is responsible "to monitor and ensure compliance with federal and state laws, Pima County regulations and ordinances, and GVR's Articles of Incorporation, Bylaws, Corporate Policy Manual, and Corporate Operations Manuel" (from P.53 of CPM). As the responsible party and to

provide continuity across ever changing Boards, the CEO should be the single point of contact with the corporate attorney. The President or Vice President of the Board may contact the corporate attorney to gain clarification of board policy decisions or when the CEO is incapacitated. The Board President is the authorized contact with a GVR attorney when the board is dealing with contractual arrangements with the CEO.

For the record, CEO Scott Somers said he did not participate with any Board members for research or crafting for Item E.

Motion Failed: 8 no / 4 yes (Bachelor, Coon, Crothers, Hillyer)

- F. Add Director Crothers' statement to the October Board Minutes for the public censure.

MOTION: Director Crothers moved, seconded that her statement regarding President Zelenak's announcement of her public censure be added to the October Board Minutes. Director Crothers was not allowed to respond during the regular meeting, but did read her statement during member comments. Since member statements are not normally included in the minutes, she asked that her statement, as a duly elected Director, be added to the minutes.

MOTION TO AMEND: Director Gallegos moved, seconded to include Director Crothers' statement regarding her censure in the appropriate Executive Session Minutes in lieu of the regular meeting minutes of October 27.

Motion to Amend Passed: 9 yes / 3 no (Bachelor, Crothers, Hillyer)

Amended Motion Passed: 9 yes / 3 no (Bachelor, Crothers, Hillyer)

APPROVED AMENDED MOTION: *Director Crothers' statement regarding President Zelenak's announcement of her public censure be added to the appropriate Executive Session Minutes in lieu of the regular meeting minutes of October 27.*

- 4. Member Comments** – Member comments were answered during the meeting.

- 5. Adjournment**

MOTION: Director Campfield moved, seconded to adjourn the Special Meeting.

Passed: unanimous