



MINUTES

BOARD OF DIRECTORS MEETING

Wednesday, January 26, 2022 - 2pm

West Center Auditorium / Zoom

Directors: 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: David Jund (Facilities Director), Nanci Moyo (Administrative Supervisor), David Webster (CFO), Natalie Whitman (Communications Manager), Kris Zubicki (Recreation Services Director)

Visitors: 60

AGENDA TOPIC

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 2:02pm MST. Secretary Boyett called the roll; quorum established.

2. Adopt Agenda

MOTION: Director Boyett moved, seconded to amend the Agenda by removing and postponing Item 6.b, Adopt CPM Parts 1 – 4, to a time to be determined but no later than the next Work Session or Board of Directors Regular Meeting.

Passed: unanimous

*Director Gallegos arrived at 2:06pm

3. CEO Report – no report

4. President Report

Secretary Boyett stated at the Executive Session on January 26, 2022, the GVR Board did not sustain three allegations of code of conduct violations against two board officers.

Director Campfield read her letter sent to Jody Walker regarding the complaint against improper behavior.

5. Consent Agenda

MOTION: Director Coon moved, seconded to approve the Consent Agenda.

A. Minutes:

- BOD Regular Meeting Minutes: December 15, 2021
- BOD Special Meeting Minutes: January 7, 2022

B. BOD Staff Report for 2022 Reserve Funding

- C. Financial Statements:
- November 2021
 - December Preliminary 2021
 - Quarterly Board Financial Report – will be presented under the FAC report.
- Passed: unanimous**

6. New Business

- A. Approve FAC Recommendation to Create a Growth Task Force
MOTION: Director Coon moved, seconded to approve the recommendation to the Board of Directors for the creation of a Growth Task Force to study and to project housing, demographics, population needs, and development issues of Green Valley.
Passed: unanimous

- B. Adopt CPM Part 1 – 4
Removed from this meeting. To be rescheduled.

- C. Approve Bylaws Statement

**Director Griffin arrived at 2:18pm

MOTION: Director Campfield moved, seconded to approve the recommendation by the Board of Directors, as approved by the Board Affairs Committee and reviewed by legal counsel, that members vote in favor of the Amended and Restated Bylaws.

MOTION TO AMEND: Director Crothers moved, seconded to amend the motion to state the majority of the GVR Board of Directors.

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

Motion Passed: 8 yes / 3 no (Bachelor, Crothers, Hillyer)

[Director Griffin's was unavailable during voting.]

- D. Appointment of Mike Zelenak to Chair Communication Ad Hoc Committee
MOTION: Director Zelenak moved, seconded to appoint self to the chair and receive answers to the questions presented to CEO Somers from Director Campfield on January 21, 2022.

MOTION TO AMEND: Director Crothers moved, seconded to separate the President Zelenak's motion into two separate motions.

Motion to Amend Failed: 5 yes (Coon, Crothers, Gallegos, Hillyer, Howard) / 7 no

Motion Failed: 6 yes / 6 no

Discussion was held on the future of this Ad Hoc Committee.

MOTION: Director Campfield moved, seconded to table the subject of the Communication Ad Hoc Committee.

Passed: 11 yes / 1 no (Crothers)

E. Approve Resolution for GVR to Support Foundation Games

MOTION: President Zelenak moved, seconded to approve the resolution that GVR will support the Foundation Games for the next five years by providing custodial, facility, communication, and equipment resources necessary to ensure the smooth and effective operation of said games.

Lengthy discussion was held with concerns about the five-year commitment.

MOTION: Director Crothers moved, seconded to postpone discussion until the February Regular Board meeting and at that time bring forth the appropriate background information, including any kind of contractual arrangements being made and a budget of what is the expected cost to GVR.

Passed: unanimous

F. Request for Unanimous Consent

Director Coon explained the action taken at the Fiscal Affairs Committee (FAC) December 21, 2021, meeting. The committee reviewed the analysis of GVR excess operating cash. This review is based on the CPM: Section V – Fiscal/Accounting and Subsection 3 – Operating Cash Policy. FAC review showed excess cash can be moved to reserves at this time. Moving funds between reserve accounts or reserve and operating cash requires Board approval. The Board was sent an email for unanimous consent for this item. The result of the vote is at the end of the minutes.

7. Committee Reports

- A. Audit – Committee Chair Griffin reported (received and placed on file).
- B. Board Affairs – Committee Chair Campfield reported (received and placed on file).
- C. Fiscal Affairs - Committee Chair Coon reported (received and placed on file).
- D. Investments – Committee Chair Lawless reported (received and placed on file).
- E. Nominations & Elections – Committee Chair Boyett reported (received and placed on file).
- F. Planning & Evaluation – Committee Chair Boyett reported (received and placed on file).

8. Member Comments – Member comments were received from the audience and on Zoom.

9. Adjournment

MOTION: Director Crothers moved, seconded to adjourn the meeting at 3:59pm MST.

Passed: unanimous

NOTICE OF ACTION WITHOUT MEETING: The Board of Directors passed via email unanimous consent on December 22, 2021, to move excess operating cash to the Initiative Reserves.