



MINUTES

BOARD OF DIRECTORS SPECIAL MEETING

Monday, February 7, 2022 - 2pm

West Center Auditorium / Zoom

*Code of Conduct

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, Bart Hillyer, Bev Lawless, Scott Somers (non-voting)

Director Absent: Connie Griffin

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

Visitors: 27

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 2:00pm MST. Secretary Boyett called the roll; quorum established.

2. Adopt Agenda

MOTION: Director Campfield moved, seconded to adopt the Agenda.

Passed: 9 yes / 2 no (Crothers, Hillyer)

3. New Business

A. Review Corporate Policy Manual (CPM) Parts 1 – 3

MOTION: Director Campfield moved, seconded that the Board approve Part 1 of the revised Corporate Policy Manual as recommended by the Board Affairs Committee.

MOTION TO AMEND: Director Crothers moved, seconded to remove the forms of payment on Part 1 Section 1.1.8

Passed: unanimous

MOTION TO AMEND: Director Bachelor moved, seconded to add tenants on 1.2.2.2 to buy daily guest cards.

Passed: unanimous

MOTION TO AMEND: Director Crothers moved, seconded the Board Affairs Committee reinsert all the deletions that were made because these materials were covered in different documents.

Failed: 3 yes (Bachelor, Crothers, Hillyer) / 7 no

MOTION TO AMEND: Director Crothers moved, seconded that the language defining GVR guest be left in the CPM.

Passed: 6 yes / 5 no (Boyett, Campfield, Lawless, McIntosh, Zelenak)

MOTION TO AMEND: Director Crothers moved, seconded to put back in Number 7 in Section 1.2.3.

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

MOTION TO AMEND: Director Crothers moved, seconded to include or retain the original items B and C in Section 1.3.1.

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

MOTION TO AMEND: Director Bachelor moved, seconded to remove 1.3.6 D. last statement “Authorization of GVR Foundation activities are subject to terms of the GVR/GVR Foundation Resource Sharing Agreement (see APPENDIX I – BOARD POLICIES, Subsection 4).”

Passed: unanimous

Amended Motion Passed: 9 yes / 2 no (Crothers, Hillyer)

APPROVED AMENDED MOTION: *Approve Part 1 of the revised Corporate Policy Manual as recommended by the Board Affairs Committee with these amendments:*

- *remove the forms of payment on Part 1 Section 1.1.8*
- *add tenants on 1.2.2.2 to purchase daily guest cards*
- *the language defining GVR guest be left in the CPM*
- *remove 1.3.6 D. last statement “Authorization of GVR Foundation activities are subject to terms of the GVR/GVR Foundation Resource Sharing Agreement (see APPENDIX I – BOARD POLICIES, Subsection 4).”*

MOTION: Director Lawless moved, seconded that the Board approve Part 2 of the revised Corporate Policy Manual as recommended by the Board Affairs Committee.

MOTION TO AMEND: Director Crothers moved, seconded that Part 2 Board of Directors be reorganized to lead with the overarching duties of the Board of Directors and then move to more specific activities. Specifically start with what is now labeled “Principles of Governance” and include items 1, 2, 3, 5, from the original version.

Requested to wait for Director Lawless to review all of Part 2.

MOTION TO AMEND: Director Bachelor moved, seconded to change Part 2, Section 2.1.2.b to “shall be developed by the CEO and Board of Directors” and remove CEO, and delete policy recommendations by committees. The motion reads as follows: Integration with Programs and Services - The Strategic Plan and Capital Plan shall be developed by the CEO and Board of Directors, approved by the Board and provided to Board committees, and GVR staff to facilitate the development of policy recommendation, action plans by the CEO and staff which pursue the fulfillment of plan objectives.

AMEND THE AMENDMENT MOTION: Director Lawless moved, seconded to amend the amendment and keep “committees” in “...policy recommendations by committees...”

MOTION: Director Gallegos moved, seconded to postpone Section 2.1.2.b to February 23 Regular Board Meeting and have Directors Bachelor and Lawless, and CEO Somers work on language to be agreed upon and brought before the Board.

Passed: unanimous

AMEND THE MOTION: Director Crothers 2.1.1, 2.1.2, 2.1.3 moved, seconded to be reorganized with overarching duties and move to specific activities to allow for a logical flow of this section of the document.

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

AMEND THE MOTION: Director Hillyer moved, seconded to remove from 2.1.3.1 “speak with one voice.”

MOTION: Director Crothers moved, seconded to postpone the discussion to the February 23 Board Meeting.

Passed: unanimous

4. Member Comments - (Limited to two (2) minutes)

5. Adjournment

MOTION: Director Campfield moved, seconded to adjourn the meeting at 4:03pm MST.

Passed: unanimous