



AGENDA

BOARD OF DIRECTORS MEETING

Wednesday, February 23, 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, Connie Griffin, Bart Hillyer, Bev Lawless, Scott Somers (non-voting)

<u>AGENDA TOPIC</u>	<u>PRESENTER</u>	<u>EXHIBIT</u>	<u>ACTION</u>
1. Call to Order / Roll Call – Establish Quorum	Zelenak		
2. Adopt Agenda	Zelenak	Y	Y
3. CEO Report	Somers		
4. President Report	Zelenak		
5. Consent Agenda	Zelenak	Y	Y
A. Minutes:			
▪ BOD Regular Meeting Minutes: January 26, 2022			
▪ BOD Special Meeting Minutes: February 7, 2022			
▪ BOD Work Session Minutes: February 16, 2022			
B. Financial Statements:			
▪ Preliminary January 2022			
6. New Business			
A. MAP Report of Assistance for 2022	Webster		
B. Approve Electrical Vehicle Charging Station at West Center	Jund	Y	Y
C. Desert Hills Fitness Expansion, and Temporary Improvements to Canoa Hills Club House	Jund	Y	Y
D. Prevention and Protection Plan Included in GVR's Risk Management Plan	Boyett	Y	Y
E. Approve Rewording of CPM Part 2, Section 2.1.2.b	Campfield	Y	Y
F. Review and Approval of CPM Parts 2, 3, and 4	Campfield	Y	Y
G. Approve Board Affairs Recommendation for the Board to Direct Staff to 1) Re-evaluate GVR's Media and Public Access policies; and 2) Develop a Member's Rights policy	Campfield	Y	Y
7. Committee Reports			
A. Audit	Griffin		
B. Board Affairs	Campfield		
C. Fiscal Affairs	Coon		
D. Investments	Lawless		
E. Nominations & Elections	McIntosh		
F. Planning & Evaluation	Boyett		

* GVR encourages members to voice concerns and comments in a professional, business-like, and respectful manner.

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

9. Adjournment



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.



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



MINUTES

BOARD OF DIRECTORS WORK SESSION

Wednesday, February 16, 2022

West Center Auditorium / 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, Connie Griffin, Bart Hillyer, Bev Lawless, Scott Somers (non-voting)

Absent: Christine Gallegos

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

Visitors: 15

AGENDA TOPIC

Called to order at 2pm

1. GVR Foundation Planned Pickleball Tournament's Benefit to GVR and Members

The Generous Wealth Advisors Pickleball Tournament sponsors two foundations: GVR Foundation and the Greater Green Valley Community Foundation (GGVCF). The tournament will host two days of clinics and exhibitions on October 19 and 20 by four national professionals. The tournament runs October 21 through October 23. This event is advertised nationally through the USA Pickleball Association. Green Valley Recreation, Inc. (GVR) will support the tournament with equipment needs, communications, parking lot use, and facility use. Fifty percent of the proceeds received by GVR Foundation will go to the Member Assistance Program (MAP).

The expectant turnout is between 200 – 500 players. The cost of the tournament is \$35 a person and each event cost an additional \$15. RV parking will be available on specific GVR parking lots.

GVR Foundation will prepare a contract showing the responsibilities of the GVR Foundation, GGVCF, and GVR, Inc.

2. GVR Pickleball Club

The tournament is being solely done by the Pickleball Club. A Memorandum of Understanding (MOU) was signed in 2019 with the Pickleball Club and the two foundations: GVR Foundation and GGVCF. This was separate from GVR due to the money being raised by the Pickleball Club and grants received from the foundations.

3. Presentation on Electrical Vehicle Charging Station at West Center

Electrical vehicle charging stations are being researched for the West Center site. CLEAResult works with GVR for the build out and is the acting agent with TEP on the incentives provided for having the charging stations. Providing the charging stations is being reviewed for the facility vehicles and for public use to provide non-revenue income for GVR. This is in the proposal stage and possibly moving forward with Board approval at the next regular meeting to seek hard bid for cost analysis and revenue expectations.

4. Video Posting of Board and Committee Meetings

Video posting and archiving policy is needed for GVR’s recorded open meetings. Currently the most recent regular board meeting video is on the website until the minutes are approved at the next meeting.

Staff will review the practices of similar organizations regarding recorded meetings archived on websites for public viewing. This information will be brought back to the Board at the March Work Session.

5. Adjournment – Meeting was adjourned at 3:41pm MST.

DRAFT



Green Valley Recreation, Inc.

CONSOLIDATED FINANCIAL STATEMENTS

The accompanying pages are the Financial Reports for January 31, 2022. The four statements

Statement of Financial Position.

This is also known as a Balance Sheet or the Statement of Net Assets.

Statement of Activities

Also known as an Income and Expense statement. This report shows the types of Income, the categories of expense and the unrealized Investment Market changes for the year to date. The bottom line in this report is the net for all the reserve accounts maintained by GVR.

Statement of Changes in Net Assets

This report displays the financial activity of the four reserves that make up the Net Assets of Green Valley Recreation. These reserves are:

Unrestricted - These net assets include the Fixed Assets (land, buildings and equipment), undesignated current assets less the current liabilities and deferred revenue items.

Emergency - Designated by the Board of Directors, this reserve is held to provide liquidity when needed for operational emergencies.

Maint - Repair - Replacement - designated by the Board of Directors, this reserve is the accumulation of assets in support of the Reserve Study which is mandated for Common Interest Realty Associations like Green Valley Recreation. Annual amounts are budgeted and transferred into this reserve for the purposes of the name of this reserve.

MRR-B Pools and Spas - Board designated reserve for end of life replacement of Pools and Spas

Initiatives - This reserve is designated by the Board of Directors to help with the funding for new programs that evolve from member interests and demands. Innovation in programming enables GVR to respond to member expectations.

Investment Portfolios

This report displays the market values of investments at the beginning of the year, the dollar amounts of changes that occurred from January 1st to the date of the financial statements. The unrealized gain or loss on market value changes is shown on a separate line to result in the market value of investments as of the reporting month end. The investments related to each of the Reserves (Unrestricted and Designated) are included in separate columns.



Green Valley Recreation, Inc.
Statement of Financial Position

As of Date: January 31, 2022 and Dec 31, 2021

	<u>January 31, 2022</u>		<u>Dec 31, 2021</u>	
	<u>Total</u>		<u>Total</u>	
ASSETS				
Current Assets				
Cash/Cash Equivalents		1,038,117		3,762,552
Accounts Receivable		850,858		235,694
Prepaid Expenses		181,464		226,382
Designated Investments (Charles S./SBH)				
Emergency - Fund	1,091,650	(1)	1,170,653	(18)
MRR - Fund	8,791,952	(2)	8,025,718	(19)
Initiatives - Fund	2,176,744	(3)	2,166,737	(20)
Pools & Spas - Fund	1,257,172	(4)	1,083,705	(21)
Total Designated Investments (CS/SBH)	13,317,517	(5)	12,446,813	(22)
Undesignated Invest. (JP Morgan Long Term)	1,553,476	(6)	-	(23)
Undesignated Invest. (JP Morgan)	3,958,156	(7)	2,809,726	(24)
Investments		18,829,149		15,256,539
Total Current Assets		20,899,588		19,481,166
Fixed Assets				
Contributed Fixed Assets		18,017,085		18,017,085
Purchased fixed Assets		25,405,975		25,196,969
Sub-Total		43,423,059		43,214,054
Less - Accumulated Depreciation		(25,332,070)		(25,196,228)
Net Fixed Assets		18,090,989		18,017,826
Total Assets		38,990,577		37,498,992
LIABILITIES				
Current Liabilities				
Accounts Payable		255,052		329,801
Deferred Dues Fees & Programs		6,495,201		4,673,852
Accrued Payroll		182,377		169,633
Compensation Liability		18,283		30,471
Notes Payable		99,000		99,000
MCF Refund Liability		309,760		293,328
Total Current Liabilities		7,359,673		5,596,085
TOTAL NET ASSETS		31,630,904		31,902,908
NET ASSETS				
Temporarily Designated:				
Board Designated:				
Emergency	1,091,650	(11)	1,170,653	(28)
Maint - Repair - Replacement	8,791,952	(12)	8,025,718	(29)
Initiatives	2,176,744	(13)	2,166,737	(30)
Pools	1,257,172	(14)	1,083,705	(31)
Sub-Total	13,317,517	(15)	12,446,813	
Unrestricted Net Assets		18,585,390		20,539,800
Net change Year-to-Date		(272,004)		-
Unrestricted Net Assets		18,313,387		20,539,800
TOTAL NET ASSETS		31,630,904		32,986,613



Green Valley Recreation, Inc. Summary Statement of Activities

YTD Period: 1 month period ending January 31, 2022

FY Budget Period: Jan 1, 2022 - Dec 31, 2022

	PRIOR YEAR COMPARISON				%	BUDGET COMPARISON				%	Fiscal Year Budget	Remaining FY Budget
	2021 YTD Actual	2022 YTD Actual	Year to Year Variance			YTD Actual	YTD Budget	YTD Variance				
Revenue												
Member Dues	579,170	583,243	4,073	1%	583,243	578,898	4,345	0.8%	6,946,780	6,363,536		
LC, Trans., Crd Fees.	52,778	111,819	59,040	112%	111,819	55,986	55,833	100%	725,215	613,396		
Capital Revenue	204,081	275,929	71,848	35%	275,929	215,401	60,528	28%	3,094,570	2,818,641		
Programs	1,518	26,005	24,487	1,613%	26,005	34,892	(8,888)	(25%)	203,246	177,241		
Instructional	20,588	53,066	32,478	158%	53,066	75,495	(22,429)	(30%)	340,329	287,263		
Recreational Revenue	22,106	79,070	56,964	258%	79,070	110,387	(31,317)	(28%)	543,575	464,504		
Investment Income	18,728	24,677	5,949	32%	24,677	18,678	5,999	32%	279,432	254,756		
Advertising Income	10,598	-	(10,598)	(100%)	-	-	-	0%	-	-		
Cell Tower Lease Inc.	3,447	1,193	(2,254)	(65%)	1,193	3,292	(2,099)	(64%)	41,368	40,175		
Comm. Revenue	14,045	1,193	(12,852)	(92%)	1,193	3,292	(2,099)	(64%)	41,368	40,175		
Other Income	8,787	20,003	11,216	128%	20,003	14,682	5,321	36%	55,573	35,570		
Facility Rent	-	1,667	1,667	0%	1,667	442	1,225	277%	6,000	4,333		
Marketing Events	-	-	-	0%	-	-	-	0%	-	-		
In-Kind Contributions	-	-	-	0%	-	-	-	0%	-	-		
Contributed Income	-	-	-	0%	-	-	-	0%	-	-		
Other Revenue	8,787	21,670	12,883	147%	21,670	15,124	6,545	43%	61,573	39,903		
Total Revenue	899,696	1,097,601	197,905	22%	1,097,601	997,766	99,836	10.0%	11,692,513	10,594,912		
Expenses												
Major Proj.-Rep. & Maint.	14,482	14,653	(171)	(1%)	14,653	14,791	138	1%	542,035	527,382		
Facility Maintenance	14,604	13,355	1,249	9%	13,355	11,708	(1,648)	(14%)	170,994	157,639		
Fees & Assessments	3,410	3,975	(565)	(17%)	3,975	4,997	1,022	20%	38,134	34,159		
Utilities	36,868	94,663	(57,795)	(157%)	94,663	83,661	(11,002)	(13%)	871,224	776,561		
Depreciation	139,383	135,842	3,540	3%	135,842	146,648	10,806	7%	1,706,610	1,570,767		
Furniture & Equipment	11,430	11,157	272	2%	11,157	26,306	15,149	58%	248,684	237,527		
Vehicles	6,401	2,107	4,294	67%	2,107	7,289	5,182	71%	76,620	74,513		
Facilities & Equipment	226,577	275,753	(49,176)	(22%)	275,753	295,399	19,646	7%	3,654,301	3,378,548		
Wages	332,250	306,682	25,567	8%	306,682	338,380	31,697	9%	4,210,760	3,904,078		
Payroll Taxes	28,902	29,201	(299)	(1%)	29,201	28,508	(693)	(2%)	337,618	308,418		
Benefits	88,151	99,046	(10,895)	(12%)	99,046	99,102	56	0%	993,020	893,974		
Personnel	449,303	434,930	14,373	3%	434,930	465,990	31,060	6.7%	5,541,399	5,106,470		
Food & Catering	473	2,214	(1,741)	(368%)	2,214	3,079	865	28%	40,319	38,105		
Recreation Contracts	8,067	56,789	(48,723)	(604%)	56,789	45,737	(11,053)	(24%)	422,853	366,064		
Bank & Credit Card Fees	21,007	32,983	(11,975)	(57%)	32,983	31,383	(1,599)	(5%)	73,900	40,917		
Program	29,547	91,986	(62,439)	(211%)	91,986	80,199	(11,787)	(15%)	537,072	445,086		
Communications	7,727	11,275	(3,548)	(46%)	11,275	9,556	(1,719)	(18%)	114,045	102,770		
Printing	150	2,391	(2,241)	(1,494%)	2,391	8,057	5,665	70%	82,200	79,809		
Advertising	-	1,700	(1,700)	0%	1,700	3,625	1,925	53%	33,500	31,800		
Communications	7,877	15,367	(7,489)	(95%)	15,367	21,238	5,872	28%	229,745	214,379		
Supplies	14,591	13,199	1,392	10%	13,199	17,887	4,688	26%	289,808	276,609		
Postage	419	488	(70)	(17%)	488	5,393	4,905	91%	15,087	14,599		
Dues & Subscriptions	446	1,634	(1,188)	(266%)	1,634	2,599	965	37%	12,045	10,411		
Travel & Entertainment	-	-	-	0%	-	500	500	100%	11,320	11,320		
Other Operating Expense	3,966	(884)	4,851	122%	(884)	2,061	2,945	143%	152,944	153,828		
Operations	19,422	14,437	4,985	26%	14,437	28,440	14,003	49%	481,204	466,768		
Information Technology	1,625	1,767	(143)	(9%)	1,767	8,272	6,505	79%	123,798	122,031		
Professional Fees	16,706	21,089	(4,383)	(26%)	21,089	45,063	23,974	53%	304,200	283,111		
Commercial Insurance	27,113	27,464	(351)	(1%)	27,464	30,208	2,744	9%	329,075	301,611		
Taxes	9,826	-	9,826	100%	-	3,699	3,699	100%	18,566	18,566		
Conferences & Training	-	10	(10)	0%	10	778	768	99%	43,100	43,090		
Employee Recognition	29	-	29	100%	-	1,667	1,667	100%	20,000	20,000		
Provision for Bad Debt	-	-	-	0%	-	-	-	0%	-	-		
Corporate Expenses	55,299	50,330	4,969	9%	50,330	89,688	39,358	43.9%	838,739	788,409		
Expenses	788,025	882,802	(94,777)	(12%)	882,802	980,954	98,152	10%	11,282,460	10,399,658		
Gross surplus(Rev-Exp)	111,671	214,799	103,128	92%	214,799	16,812	197,987		410,053	195,254		
Net. Gain/Loss on Invest.	(40,787)	(486,803)	(446,016)		(486,803)	-	(486,803)		-	486,803		
Net from Operations	70,884	(272,004)	(342,888)	(484%)	(272,004)	16,812	(288,816)		410,053	682,057		



Green Valley Recreation, Inc.
Statement of Changes in Net Assets
As of Date: January 31, 2022 and Dec 31, 2021

	Totals	Unrestricted		Emergency Reserve Fund	Maint - Repair - Replacement Reserve Fund	Initiatives Reserve Fund	Pools & Spas Reserve Fund
		Unrestricted	Fixed Assets				
Net change in net assets-GVR	(272,004) ⁽¹⁶⁾	(272,004)	-	-	-	-	-
Transfers between unrestricted and reserves:							
Reserve Study Allocation	-	-	-	-	-	-	-
Principal Transfers	(270,472)	(1,463,708)	-	-	1,132,047	61,189	270,472
Depreciation	-	135,842	(135,842)	-	-	-	-
Disposal of Fixed Assets	-	-	-	-	-	-	-
Purchase & Contributed Fixed Assets	-	(76,302)	209,005	-	(37,339)	-	(95,365)
Withdrawals	1,650	24,120	-	-	(22,470)	-	(1,650)
Allocations of Net Change components:							
Investment income	-	(9,104)	-	841	6,878	1,385	10
Investment Expenses	-	18,862	-	(1,527)	(14,078)	(3,257)	-
Net Gains (Losses) in Investments	-	426,432	-	(78,317)	(298,804)	(49,311)	-
Net Change to January 31, 2022	(272,004) ⁽¹⁶⁾	(1,215,871)	73,163	(79,003)	766,234	10,007	173,466
Net Assets at, Dec 31, 2021	31,902,908 ⁽²⁷⁾	1,438,269	18,017,826 ⁽²⁶⁾	1,170,653 ⁽²⁸⁾	8,025,718 ⁽²⁹⁾	2,166,737 ⁽³⁰⁾	1,083,705 ⁽³¹⁾
Net Assets as at, January 31, 2022	31,630,904 ⁽¹⁰⁾	222,398	18,090,989 ⁽⁹⁾	1,091,650 ⁽¹¹⁾	8,791,952 ⁽¹²⁾	2,176,744 ⁽¹³⁾	1,257,172 ⁽¹⁴⁾
		18,313,387 ⁽¹⁷⁾			13,317,517 ⁽¹⁵⁾		

Footnotes refer to Statement of Financial Position and Statement of Activities

7



Green Valley Recreation, Inc.
Investment Portfolios
Changes and Market Values
Beginning of Year and Current Month End

	Totals	Unrestricted	Emergency Reserve Fund	Maint - Repair - Replace Reserve Fund	Initiatives Reserve Fund	Pools & Spas Reserve Fund
Balance Dec 31, 2021 (at Market)	15,256,539 (25)	2,809,726 (24)	1,170,653 (18)	8,025,718 (19)	2,166,737 (20)	1,083,705 (21)
Changes since Jan 1, 2021:						
Principal additions	5,063,708	3,600,000	-	1,132,047	61,189	270,472
Investment income	11,392	2,278	841	6,878	1,385	10
Withdrawals	(996,823)	(840,000)	-	(59,808)	-	(97,015)
Investment Expenses	(18,862)	-	(1,527)	(14,078)	(3,257)	-
Net Change for 1 Months	4,059,414	2,762,278	(686)	1,065,038	59,318	173,466
Balance before Market Change at January 31, 2022	19,315,952	5,572,004	1,169,967	9,090,756	2,226,055	1,257,172
1 Months Net Change in Investments Gain/(Loss)	(486,803)	(60,371)	(78,317)	(298,804)	(49,311)	-
Balance at January 31, 2022 (at Market)	\$ 18,829,149 (8)	5,511,632 (7)	1,091,650.00 (1)	8,791,952 (2)	2,176,744 (3)	1,257,172 (4)

13,317,517 (15)

Footnotes refer to Statement of Financial Position and Statement of Activities



Green Valley Recreation, Inc.
Board of Directors Meeting

MAP Report of Assistance for 2022

Prepared By: Nanci Moyo, Administrative Supervisor

Meeting Date: February 23, 2022

Presented By: David Webster, CFO

Consent Agenda: No

<p>Originating Committee / Department: Finance</p>
<p>Action Requested: Listen to the report.</p>
<p>Strategic Plan Goal: Goal 3: Promote increased involvement of members in GVR</p>
<p>Background Justification: Members Assistance Program (MAP) provides assistance to members unable to pay the annual dues.</p>
<p>Fiscal Impact: Information provided in the report.</p>
<p>Attachments: 1) MAP Report</p>



GVR
Member Assistance
Program MAP

	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
Applicants	80	70	83	74
Full Awards	36	59	65	72
Partial Awards	9	-	6	-
Total Dues Paid	41	59	68	72

\$36,360 of Members' 2022 Dues paid by the Members Assistance Program

To qualify for MAP, Applicant must be:

- GVR Member for 1 Full Year
- Reside in a Private GVR Residence year round
- Dues paid for one year and Member in Good Standing

Income must be less than 200% of Federal Poverty Level

Applicant must complete the MAP Application.



Green Valley Recreation, Inc.
Board of Directors Meeting
West Center EV Charging Station

Prepared By: David Jund, Facilities Director **Meeting Date:** February 23, 2022

Presented By: David Jund, Facilities Director **Consent Agenda:** No

<p>Originating Committee / Department: Facilities Department</p>
<p>Action Requested: Direct staff to move forward with developing the scope of work for the TEP - approved West Center EV Charging Station project.</p>
<p>Strategic Plan: Goal 1: Provide excellent facilities for members to participate in a variety of active and social opportunities Goal 4: Cultivate and maintain a sound financial base that generates good value for our members</p>
<p>Background Justification: Initial Inquiry by Staff</p> <ul style="list-style-type: none"> • In June of 2021, staff reached out to TEP to receive information on their EV Charging programs. • A representative from the company CLEAResult contacted staff in July. • CLEAResult, Consulting, Inc is an acting agent of Tucson Electric Power and is the largest provider of energy efficiency and demand response solutions in North America. They are GVR’s project consultants and will coordinate the project’s processes with TEP. • An online initial discussion with a representative of CLEAResult was conducted in August including program options. • In August, staff submitted inquiries for 2 projects (333 W. Paseo Del Prado and 1111 W. GVR Drive) and scheduled a Site Assessment. <p>Site Assessment</p> <ul style="list-style-type: none"> • On September 27, 2021, CLEAResult representatives met with staff and walked both sites, including the Administrative Offices building. After looking at West Center and the Facilities Maintenance Building (FMB) it was agreed that both sites were viable and staff moved forward with submitting applications to TEP for their review and to seek locking in possible funding incentives still available for FY2021.

West Center – 1111 W. GVR Drive

- West Center was considered due to its proximity to the I-19 corridor as well as nearby shopping and restaurants.
- This location would be available to members and the community to utilize on their day-to-day excursions or for EV travelers to access for a quick charge as they travel along I-19.

FMB – 333 W. Paseo Del Prado

- With more vehicle product options being developed and made available, converting certain fleet vehicles through attrition over to EV alternatives is becoming steadily a more viable option. This made EV charging stations at FMB a project for consideration.
- Though, the EV chargers at this location would be primarily for GVR fleet vehicles, they would also be available to members and the community to use.

Where We Are Today

- At this moment, the West Center project has been approved by TEP to move forward to the next steps and potential funding incentives from FY2021 have been identified by TEP.
- The stations can be set up with variable pricing to offer ranges of cost-for-use by members and others that wish to use the GVR EV chargers to charge their vehicles.

Fiscal Impact:

TEP has conditionally reserved up to \$14,717 from their 2021 program funding for the West Center EV Charging Stations project. In order to take advantage of these funds, GVR is required to approve the proposal and enter into the next phase of project development, Contractor Selection.

Review and vetting of several EV contractors and the networks each can offer to best suit GVR's needs and desires in a finalized product is all part of moving forward with the project. Total cost to GVR options, projected ROI and scope of the project is developed in this phase of the project.

No costs to GVR are required at this current stage of the project. Not until the end of the Contractor Selection phase, when a fully developed Scope of Work is

presented, will GVR be asked to approve and make a financial commitment to the full project.

This new initiative has the potential to help diversify GVR's revenue streams.

Part of developing the scope of the project will be to include the capacity to offer a range of pricing for specific users of the charging stations.

There are many models and pricing options for GVR to consider for generating non-dues revenue potential for GVR. Each contractor will have various options and networks for consideration.

Board Options:

1. Direct staff to move forward with developing the scope of work and cost options of the TEP-approved West Center EV Charging Station project design.
2. Provide alternative direction to staff

Staff Recommendation:

Option #1

Recommended Motion:

Move to direct staff to move forward with developing the scope of work and cost options of the TEP-approved West Center EV Charging Station project design and bring options and preliminary cost estimates to a future regular meeting of the Board of Directors.

Attachments:

- NA



Green Valley Recreation, Inc.
Board of Directors Meeting

P&E Recommendation:
Canao Hills Clubhouse and Desert Hills Fitness

Prepared By: David Jund, Facilities Director **Meeting Date:** February 23, 2022

Presented By: David Jund, Facilities Director **Consent Agenda:** No

<p>Originating Committee / Department: P&E Committee/Facilities Department</p>
<p>Action Requested: Accept the Planning and Evaluation Committee’s recommendations to make minimal improvements to the upper level of the Canoa Hills Clubhouse a usable drop-in space for GVR members, and to remodel the shuffleboard courts at Desert Hills to a Health/Fitness facility.</p>
<p>Strategic Plan Goal 1: Provide excellent facilities for members to participate in a variety of active and social opportunities</p>
<p>Background Justification: On December 15, 2021, the Board of Directors authorized staff to pursue the recommendation made by the P&E Committee to pursue the Plan A capital plan which includes Phase 1 design services, the costs of which shall not exceed \$50,000, for an Arts Center at West Center and a fitness center expansion at the Desert Hills Center shuffleboard location, with the understanding that staff will present the results of the Phase 1 design to the Board once completed, at which time, the Board will provide direction to staff on how and if to proceed.</p> <p>As part of the December 15 Staff Report on Phase 1 of the Plan A capital plan, staff presented a Long-term Capital Funding Projection for Plan A projects for fiscal years 2022-2026. In FY2022, funding for project work at the Canoa Hills Clubhouse and the Desert Hills Shuffleboard courts were identified.</p> <p>At the February 10, 2022, Planning and Evaluation Committee meeting, the Committee made the following recommendations to bring to the Board of Directors:</p>

1. The P&E Committee recommends that improvements be made to the upper level of the Canoa Hills Clubhouse a usable drop-in space for GVR members.
2. The P&E Committee recommends to remodel the shuffleboard courts at Desert Hills to a Health/Fitness facility.

As part of making the upper level of the Canoa Hills Clubhouse usable for drop-in activities for GVR members, staff will be required to perform interior demolition work, replace flooring, paint the interior, replace HVAC units, refurbish the restrooms, replace plumbing fixtures, upgrade lighting fixtures, install proximity readers for center access and provide internet service.

Fiscal Impact:

Capital funding in 2022 includes \$300,000 for the Desert Hills Fitness Center improvement project and anticipates another \$300,000 in 2023.

Concerning the Canoa Hills Clubhouse, 2022 Capital funding includes \$50,000 and anticipates a minimum of \$150,000 in 2023.

Board Options:

1. Accept the Planning and Evaluation Committee's recommendations to make minimal improvements to the upper level of the Canoa Hills Clubhouse a usable drop-in space for GVR members, and to remodel the shuffleboard courts at Desert Hills to a Health/Fitness facility. Provide alternative direction to staff

Staff Recommendation:

Option #1

Recommended Motion:

Move to accept the Planning and Evaluation Committee's recommendations to make minimal improvements to the upper level of the Canoa Hills Clubhouse a usable drop-in space for GVR members, and to remodel the shuffleboard courts at Desert Hills to a Health/Fitness facility.

Attachments:

- NA



Green Valley Recreation, Inc.
Board of Directors Meeting
Prevention and Protection Plan

Prepared By: Ted Boyett, Board Secretary **Meeting Date:** February 23, 2022

Presented By: Ted Boyett, Board Secretary **Consent Agenda:** No

<p>Originating: Board Director</p>
<p>Action Requested: GVR employees, officials, or members that become aware of any language and/or behavior that threatens life, bodily harm, injury and/or property damage, are required to report the threat to GVR officials. If the threat is eminent GVR employees must call emergency services (911) immediately. If the threat is not eminent, GVR employees shall report it to management as soon as it becomes safe to do so. When notified of a threat, management will report the threat to local authorities. GVR members are to immediately report a threat to GVR employees, and if the threat is imminent, immediately report it to emergency service (911) as well.</p> <p>In all cases those facing a threat should first take protective and defensive action for themselves and the intended target(s) of the threat.</p> <p>Additionally, GVR staff is hereby authorized to develop a Prevention and Protection Plan to capture these safety steps, as well as other safety measures as deemed necessary. This document shall be included within GVR’s Risk Management Plan.</p>
<p>Strategic Plan Goal: Mission Statement includes: “enhance the quality of our members’ lives,” and Vision Statement includes: “To be a friendly,” ... “with social engagement.” 1.3 Improve ... atmosphere... of GVR centers, 2.2 Provide exceptional customer service, 2.2.1 Implement a quality assurance system to ensure that exceptional customer service is happening. How can these or other goals be achieved when individuals fear bodily or psychological injury and/or the facilities risk physical damage or disfigurement?</p>
<p>Background Justification: Recently, a person threatened a GVR member with bodily harm and/or injury. This event is a stark reminder as to the desirability of having a GVR policy in place to address such potentially dangerous issues. Also, staff members are the recipient of abuse while performing their duties. Some of this abuse is extreme. The policy should include providing for the safety of individuals in the area, securing the facilities, and requiring all such serious threats to immediately be reported to local law enforcement. Additionally, GVR needs to be prepared in the event an individual becomes excessively disruptive, or if they pose a threat to persons or property.</p>

After the fact, in some cases, it is too late to avert major calamity. Frequently when threats have been carried out, the perpetrator(s) has exhibited previous signs of instability and/or aggressiveness that has not been reported and cataloged. By reporting all such threats, appropriate intervention may be implemented to avert a serious incident. Notification to legal authorities can protect not only the target and surrounding individuals, but Green Valley Recreation, Incorporated. Reporting the event may even result in protecting the person making the threat(s).

Fiscal Impact:

Cost of initial legal review of policy. Thereafter, this policy may provide a savings to the corporation, its members, and staff.

Board Options:

1. Accept the proposal and send to legal for review and proper wording and inclusion in the risk management plan and Corporate Policy Manual.
2. Postpone and send to the Board Affairs Committee for further study and brought back to the Board for a decision no later than the end of the next regular Board meeting.
3. Other remediation to the proposal
4. Reject outright.

Recommendation:

Proposing Director recommends #1.

Recommended Motion:

Move that GVR employees, officials, or members that become aware of any language and/or behavior that threatens life, bodily harm, injury and/or property damage, are required to report the threat to GVR officials. If the threat is eminent GVR employees must call emergencies services (911) immediately. If the threat is not eminent, GVR employees shall report it to management as soon as it becomes safe to do so. When notified of a threat, management will report the threat to local authorities. GVR members are to immediately report a threat to GVR employees, and if the threat is imminent, immediately report it to emergency service (911) as well.

In all cases those facing a threat should first take protective and defensive action for themselves and the intended target(s) of the threat.

Additionally, GVR staff is hereby authorized to develop a Prevention and Protection Plan to capture these safety steps, as well as other safety measures as deemed necessary. This document shall be included within GVR's Risk Management Plan.



Green Valley Recreation, Inc.
Board of Directors Meeting
Reword of Section 2.1.2.b

Prepared By: Nanci Moyo, Administrative Supervisor

Meeting Date: February 23, 2022

Presented By: Nina Campbell

Consent Agenda: No

<p>Originating Committee / Department: Board Affairs</p>
<p>Action Requested: Approve the changes to Part 2, Section 2.1.2 (b) from “Integration with Programs and Services – The Strategic Plan and Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff to facilitate the development of policy recommendations by committees and action plans by the CEO and staff which pursue the fulfillment of plan objections” to “Integration with Programs and Services – The Strategic Plan and Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff.”</p>
<p>Strategic Plan Goal: Goal 5 – Good Governance</p>
<p>Background Justification: There is controversy about the meaning of the deleted wording, and it is not required as part of the policy.</p>
<p>Recommended Motion: Move to approve Part 2, Section 2.1.2 (b) as “Integration with Programs and Services – The Strategic Plan and Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff.”</p>
<p>Attachments: None</p>



Green Valley Recreation, Inc.

Board of Directors Regular Meeting

Approve CPM Amendments, Parts 2-4

Prepared By: Nina Campfield

Meeting Date: February 23, 2022

Presented By: Nina Campfield

Consent Agenda: No

Originating Committee:

Board Affairs Committee

Background:

The Board Affairs Committee has been working to amend the Corporate Policy Manual by re-organizing, removing redundancies, eliminating conflicting items and removing items that are inconsistent with the Bylaws or Arizona Revised Statutes. These amended sections include all changes that have been made since the original re-organization was made in June of 2021.

A motion for Section 2.1.3 (1) to remove “speak with one voice” was postponed to the February 23, 2022, Board Regular Meeting for discussion.

The changes presented by BAC have been approved by legal counsel.

The BAC recommends that the board approves the amendments.

Motion:

Move that Parts 2-4 of the amended CPM be approved.

Strategic Plan Focus Area:

Goal 5 – Good Governance

Attachments:

Redlined Versions:

CPM Part 2 Board of Directors

CPM Part 3 Committees

CPM Part 4 CEO

Revision Notes:

CPM Part 2 Board of Directors

CPM Part 3 Committees

CPM Part 4 CEO

PART 2

— BOARD OF DIRECTORS

SECTION 1 — POWERS, DUTIES, AND RESPONSIBILITIES

~~2.1.1 Responsibilities.~~ The Board is responsible for governing in a manner that emphasizes strategic leadership rather than administrative detail. It is to be proactive in its decision making and maintain a clear delineation between staff and Board roles. In this spirit, the Board will:

Develop and approve an **2.1.1 Responsibilities**

1. Participate in development, review and approval of annual ~~budget~~budgets and ensure proper financial controls are in place.
2. Recruit ~~and orient~~candidates, ensure orientation of new Board members and assess Board performance.
- ~~3. Select and evaluate the Chief Executive officer on at least an annual basis.~~
- ~~4. Focus on the intended long-term goals of the organization, not on the administrative or programmatic means of attaining these goals.~~
- ~~5.~~3. Establish~~Evaluate~~ and establish policies which address~~addressing~~ (a) the ~~products/services~~ (based on needs vs costs vs member benefits). ~~(b) Ethical and other boundaries for which the staff shall be held accountable,~~ (c) Board~~Board and Committee~~ roles and responsibilities, and (~~dc~~) Board/Committee/staff relationship.
- ~~6. Discipline itself as to attendance, speak with one voice and adhere to policy governance.~~
- ~~7. Be accountable to the membership by competently, conscientiously and effectively executing its governing obligations.~~

2.1.2. — Powers of The Board —updated 5/24/2017

1. ~~The Board shall be the governing Board of Directors of GVR, establishing policies and monitoring compliance with those policies. The Board shall participate~~In addition to the powers of the Board as set forth in the Bylaws or otherwise authorized by state law, the Board shall also have the power to do the following:
 - ~~2.1.~~ Participate in developing, tracking and maintaining a "5 Year Strategic Plan" (Strategic Plan)" and "5-Year Capital Plan" (Capital Plan)" to assist GVR in shaping its future. ~~The Strategic~~

~~Plan and its annual update shall help drive the 5-year plan for GVR.~~ Towards that end, the following policies are an integral part of the plan:

- a. Annual Strategic Plan Updating – Each year the Board shall review and update the Strategic Plan and carry it forward one additional year.
- b. Integration with Programs and Services – The Strategic Plan and ~~5-Year~~Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff to facilitate the development of policy recommendations by committees and action plans by the CEO and staff which pursue the fulfillment of plan objectives.
- c. Integration with the Budget Process – The objectives contained in the GVR ~~5-year plan~~Strategic Plan shall provide the primary basis upon which annual budget recommendations are made.
- d. Progress Updates to the Board – ~~The 5-year~~Strategic plan shall be a standing element report of Board and Board committee meetings, relevant to the charge of each particular committee. Written status ~~papers~~reports will be provided to the Board ~~prior to annual retreats~~at least annually.

2.1.3 ~~Director~~ Principles of Governance

The Board is responsible for governing in a manner that emphasizes strategic leadership rather than administrative detail, with focus on the intended long-term goals of the organization rather than the administrative or programmatic means of attaining these goals. It is to be proactive in its decision-making and maintain a clear delineation between staff, Board and Committee roles (see Part 3 – Committees). In this spirit, the Board will:

1. Discipline itself as to attendance, speak with one voice and adhere to the principles of good governance as established herein.
2. Be responsible to the membership by competently, conscientiously and effectively executing its governing obligations.
3. Govern with an emphasis on the following: (a) outward vision rather than internal processes, (b) encouragement of diversity in viewpoints, (c) strategic leadership rather than administrative detail, (d) clear distinction of CEO and BOD roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) striving to be proactive rather than reactive.

2.1.4 Vacancies

1. Any vacancy on the Board of Directors, shall, if possible, be filled by an unsuccessful candidate from the most ~~recent election. Priority will be given to the candidate who received the higher number of votes.~~recently completed election.
2. The Board President will contact unsuccessful candidates in ~~an~~the order ~~based on~~of the number of votes each received, ~~(from highest to lowest),~~ to determine willingness to fill the ~~Board~~-vacancy.
3. If there is no unsuccessful candidate from the most ~~recent~~recently completed election who is willing and able to serve as a ~~Successor Director~~successor director, the Nominations & Elections Committee shall recruit individuals from among regular members in good standing to ~~serve as a Successor Director~~fill the vacancy, and will present a slate of candidates to the Board of Directors.
4. Candidates for the ~~Successor Director~~vacant position shall:
 - a. Complete an application and answers to a list of questions prepared by the Nominations & Elections Committee for Board consideration, and
 - b. Address the Board prior to the election of the Successor Director at a meeting of the Board of Directors where the election of ~~Successor Director~~the director shall occur.
5. The Board will vote by secret ballot to elect ~~a Successor Director~~the director from among the slate of candidates presented by the Nominations & Elections Committee.

SECTION 2— OFFICER ELECTIONS

2.2.1 — General

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

2.2.2 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.

2.2.3 The Electing Ballot

1. A nominee is considered "elected" if he/she receives a plurality of the votes cast.
2. Balloting ~~should~~**shall** 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.

SECTION 3— BOARD MEETINGS AND WORK SESSIONS

~~2.3.1. Rules of Order for Agenda Preparation — Adopted 06/03/14~~

2.3.1 RULES OF ORDER FOR AGENDA PREPARATION

1. Items for agenda consideration are submitted in writing to the President and CEO (or their respective designee) by 12p.m. (noon) six (6) business days prior to the date of the Board meeting or Work Session.
 - a) Exhibits submitted by Board members must include any motion background materials, recommended action, and rationale required for an understanding of the issue.
 - b) Board members may request that the President place items on a Board meeting agenda at any time. If the deadline for agenda preparation is not met, the item will be placed on the next Board meeting agenda.

- c) If there is no action item, the President may put the subject on the agenda of a work session.
 - d) The President shall accept all appropriate agenda items that are submitted with written justification.
2. A proposed meeting agenda is developed by the Board President and CEO by close of business four (4) business days prior to the Board meeting. The proposed agenda is distributed to Directors ~~either~~ via email and/or by placing the document(s) within online Board files.
 3. Two (2) business days prior to the Board meeting the proposed agenda will be sent to the Board of Directors, posted on the GVR website, and distributed to members via an e-blast ~~sent to members~~.
 4. Directors vote to approve the proposed agenda at the Board Meeting. ~~The~~Prior to the vote, the agenda may be amended by a ~~two-thirds (2/3)~~ simple majority vote of Directors present. After approval of the agenda, it may only be amended by a two-thirds majority vote of the Directors present.
 5. Regular Board meeting ~~agenda~~agendas will include a consent agenda; a Consent Agenda is a meeting practice which packages routine committee reports, Board meeting minutes, and other non-controversial items not requiring discussion or independent action as one agenda item.
 6. The agenda shall be made available to GVR members on the GVR website and at the Board meeting in hardcopy.
 7. Work sessions are for informal discussion or informational purposes only. Agenda preparation and distribution follow the same rules as for board meetings except as specifically noted.

2.3.2 Protocol and Conduct for Board Meetings ~~updated 5/24/16~~

- ~~1.~~ 1. Board meetings, work sessions and committee meetings which are open to the general membership shall be announced in all available electronic and print media and are open to the general membership.
- ~~2.~~ Special 2. The President shall preside over all meetings and work sessions of the Board may be called by. If the President is unable or the Vice President, duerefuses to special circumstances or preside at the request of any two (2) Directors. Directors will be given two (2) days written notification of any special a regular meeting. An agenda will be provided once, the highest-ranking officer in attendance shall preside over the meeting is set. If no officers are willing to preside over a meeting, the officers in attendance, by majority vote, shall select a director to preside over the meeting.

3. 3. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.
4. 4. Regular Board meetings shall be held at least quarterly, at a place and time determined by the Board.
5. 5. The Board will use the following small board protocol during Board meetings:
 - a) Board members do not have to stand, but should be recognized by the President to speak or make motions.
 - b) Motions must be seconded.
 - c) Each board member may speak for no more than ten (10) minutes per topic.
 - d) Informal discussion is allowed on non-motion topics.
 - e) To vote on a subject, a formal motion must be made and seconded.
 - e)f) Votes will be taken by a show of hands (or vocal, if attending electronically).
 - f) ~~To vote on a subject, a formal motion must be made.~~
 - g) The President need not stand when putting items to a vote.
 - h) The President may debate, make motions and vote.
6. No action may be taken by the Board at Work Sessions.
6. 7. GVR members shall be permitted to address the ~~Presiding~~presiding officer ~~of the~~ at a Board Meeting or Work Session to provide input, subject to the following protocols:
 - a)a) Member comments shall be addressed to the ~~Presiding~~presiding officer and shall ~~not~~ address only the topic under discussion, not the actions of one or more individual directors.
 - e)b) No member may speak until recognized by the ~~Presiding~~presiding officer. No member may interrupt another member while he/she is speaking.
 - d)c) Members shall act in a courteous and civil manner.
 - e)d) A member must identify him/herself by name and provide their GVR ~~Number~~number or GVR property address prior to addressing the ~~Presiding~~presiding officer.
 - f)e) Members are encouraged to provide written comments in addition to verbal remarks.
 - e)f) Members may speak to action items being considered at each regular or special ~~session~~meeting of the Board after all Directors ~~had~~ have had an opportunity to speak to the issue and for no more than ~~one (1) minute~~two (2) minutes, unless additional time is allotted by the ~~Presiding~~presiding officer.
 - h)g) Members may speak for no more than two (2) minutes on any GVR-related issue prior to adjournment of each regular

or special session of the Board, unless additional time is allotted by the ~~Presiding~~presiding officer.

i)h) If the ~~President or Presiding~~presiding officer ~~shall determine~~determines, in his/her sole discretion, that a member's conduct violates one or more rules of proper protocol for receiving member comments ~~at Board of Directors meetings~~, the ~~Presiding~~presiding officer may require the member to leave the meeting or move to recess or adjourn the meeting.

~~7.~~ 8. Board meetings shall not be adjourned until all agenda items have been considered, except by a two-thirds (2/3) affirmative vote of the Directors in attendance or as set forth in 7(h) above.

~~2.3.4.~~ 3 **Minutes of Board Meetings** ~~—updated 9/25/2018~~

1. The ~~Director of Administrative Services~~CEO, or ~~other~~his or her designee, shall take minutes at regular, annual ~~and~~, special and work session Board meetings.
2. Minutes shall be retained with other corporate documents in a secure location.
3. Recordings of all open Board meetings shall be made and kept under the custody of the ~~Director of Administrative Services~~CEO in the Administrative Offices until the minutes have been approved.
4. Minutes of the Board meetings will list the names of the Directors who make and second each motion, voting Directors in the minority of each vote ~~as well as~~, and any Director abstaining from ~~said vote. The person providing the second will not be named in the minutes.~~each vote. Minutes of Board meetings shall contain summaries of the actions taken at the meeting, including directions given to staff. Committee reports which are "informational only" will not be summarized in the minutes. These reports will be noted "received and placed on file." Member comments are not part of the minutes. DRAFT Board minutes shall be posted to the website as "not yet approved" prior to formal approval by the Board of Directors.

~~SECTION 4—CODE OF CONDUCT~~

5. Minutes of work sessions are published as "Highlights".

SECTION 4. CODE OF CONDUCT

2.4.1 -Board Code of Conduct ~~—updated 8/26/2020~~

The Board of Directors of Green Valley Recreation (GVR) commits itself and its members to ethical, effective and businesslike conduct, and to that end, directors must abide by the following:

1. Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
 2. Directors must conduct themselves in a courteous, professional and businesslike manner at meetings and in their personal interactions with each other, GVR members, and staff.
 3. Directors may not accept any gifts or personal benefits, present or future, which could compromise, or give the appearance of compromising, their independence of judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest, including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.
 4. Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
 5. Except as expressly authorized by the Board, directors shall not attempt to exercise individual authority over GVR matters by doing any of the following:
 - Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
 - Communicating with the press concerning a GVR matter for or on behalf of GVR.
 - Communicating with GVR members in violation of the Email Policy set forth in the CPM.
 6. Directors must not disclose confidential information addressed in an executive session or in a communication with legal counsel without the express authorization of the Board.
 7. Directors must be respectful of differing opinions of fellow directors. Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.
 8. Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as directors for purposes of indemnification:
 - a) Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR director, employee, contractor or member; or
 - b) Harassing, threatening or attempting to intimidate a GVR director, employee, contractor or member.
-

2.4.2 Code Enforcement ~~Procedures~~Procedures

In order to ensure compliance with the Board Code of Conduct for Green Valley Recreation, Inc. ("Code"), the Code will be enforced as follows:

1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in executive session. The executive session shall be called as soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.
3. Any director against whom an allegation is made has the right to attend the executive session and present his/her defense; provided, however, that he/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused director refuses to attend the executive session called to discuss the alleged violation, the director will have waived his/her right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the directors at the executive session.
4. If a director is found to be in violation of the Code, the directors, by a majority vote at that same meeting, shall determine which, if any, of the following sanctions to impose:
 - a) Written admonishment;
 - b) Removal from office per A.R.S. §10-3843(B);
 - c) Public censure (in an open meeting);
 - d) Request for director's resignation; and/or
 - e) Election to recall director.

SECTION 5 - MISCELLANEOUS

2.5.1 Use of Legal Counsel – updated 5/22/2019

1. The President or Vice-President shall make initial contact with GVR's legal counsel on all Board and Board committee matters when needed. Committee chairs needing a legal opinion shall provide the question(s) to the President or Vice-President ~~or~~ and shall not contact the attorney directly.
2. GVR contracts, Bylaw changes and all similar documents shall be submitted to legal counsel for review and comment prior to approval by the Board.
3. The President may assign the ~~Chief Executive Officer~~CEO to make contact with GVR's legal counsel, as needed.
4. The ~~Chief Executive Officer~~CEO shall make the initial legal contact, when needed, on GVR operational matters.

2.5.2 Director Requests for Records/Data/Information (Adopted 7/28/2021)

1. Requests by directors for GVR records/data/information must be made in writing, ~~detailing the reason for needing to review the records/data/information, and shall be~~ directed to the CEO and include the reason(s) for the request.
2. The CEO shall reply to a director's request as follows:
 - a. If the CEO determines that the time requirement to satisfy the request is nominal and that the information stated in the request relates to a matter under consideration by the Board or a committee, the CEO shall provide the information as soon as practical to all directors.
 - b. Should the CEO determine that the request requires more than a nominal amount of time and/or pertains to a matter not under consideration by the Board ~~or a committee,~~ the CEO will forward the request to the GVR Board ~~or the appropriate committee~~ to be placed on the agenda of the next meeting. ~~–If the request is approved by the Board or committee,~~ the CEO shall ~~provide~~post the ~~requested records/data/information~~ to the Board website as soon as practical ~~to all directors.~~

PART 3 COMMITTEES

SECTION 1 - GENERAL

3.1.1 Terms of Board Committee Chairpersons

Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.

3.1.2. ~~—~~ Committees of The Board of Directors (updated September 30, 2020)

- ~~1. Standing and Special/Ad Hoc~~ 1. Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board.
2. The Board will establish the duties and responsibilities of the committees. Each committee shall make policy recommendations to the Board for consideration.
- ~~3. Committee meetings will normally be open to all GVR members, but may be held in closed session, at the discretion of the committee or subcommittee chairperson~~ Committees are not required to follow Robert's Rules of Order.
- ~~4. The President may establish special or ad hoc committees comprised of members/assigned members in good standing, Directors and Administrative Staff.~~
- ~~5. Committees are not required to follow Robert's Rules of Order.~~
- ~~4.~~ 6. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
- ~~7. Committee members shall be GVR members in good standing, appointed by the Chairperson, and staff members selected by the Chief Executive officer.~~ 5. To the extent possible, (a) committees will include members knowledgeable about the functionality of that specific committee.
- ~~8. Directors may attend any GVR committee meeting, whether open or closed. To attend a meeting from a remote site, and (b) shall include, as much as possible, those GVR members who submit a request shall be made by email to the volunteer for the particular committee. The Committee Chair may solicit volunteers when there is an insufficient number of volunteers for the particular committee chairperson at least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to committee members.~~

6. Members of each standing committee member shall serve one year terms and may serve consecutive terms. Ad hoc or special committee members may serve longer terms as determined by the Board.
7. In order to serve on a committee, members must sign a Confidentiality Agreement and Directors must have signed the Board Code of Conduct.

SECTION 2 - BOARD AFFAIRS COMMITTEE

3.2.1. ~~—~~ Duties and Responsibilities

- ~~a.1.~~ 1. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
- ~~b.2.~~ 2. Review and recommend ~~revisions~~amendments, when appropriate, to the governing documents of the Corporation.
- ~~c.~~ Endeavor to maintain a community link with residents of the greater Green Valley community.
- ~~d.3.~~ 3. Review and recommend Board action on group applications for GVR "Club Status."
- ~~e.4.~~ 4. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
- ~~f.~~ Forward all proposed amendments to the Articles of Incorporation, the Corporate Policy Manual, and the Bylaws for updates and revisions. Changes may be editorial, necessary for continuity between governing documents, necessary due to changes made in Board or committees meetings, or proposed by member input.
- ~~g.5.~~ 5. Forward all proposed revisions to the Articles of Incorporation and Bylaws to legal counsel for ~~opinion~~, including the effect on tax exempt status. After consultation, the specific wording of the recommended modifications review. Proposed amendments, as may be revised by counsel, shall be forwarded to the Board for ~~their~~ review and appropriate action.
- ~~h.6.~~ 6. Develop pro and/or con statements for ballot proposals being submitted to the membership for a vote. GVR members are strongly encouraged to present their positions to the committee for consideration, and possible inclusion, in the pro and /or con statements.

- i.7. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
- j.8. ~~If a committee wishes~~ With respect to ~~make changes~~ amendments to the ~~Corporate Policy Manual (CPM):~~ proposed by other committees, the following protocol applies:
- The committee will provide a paragraph stating the purpose and goal of the proposed changes amendment(s) to the Board Affairs Committee (BAC).
 - If the BAC approves the purpose and intent, of the proposed amendment(s), the BAC will forward to GVR's legal counsel to draft ~~changes~~ the amendment(s).
 - The draft changes amendment(s) will be presented to the BAC and the committee submitting the request.
 - If approved by both the BAC and the committee, the draft will be forwarded as a recommendation to ~~GVR~~ the Board ~~of Directors~~ for approval.

SECTION 3 - FISCAL AFFAIRS COMMITTEE

3.3.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and ~~members~~ with experience in financial management: and GAAP (Generally Accepted Accounting Principles).

3.3.2 Responsibilities

- 2.1. Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve funding, the disposition of ~~the Revenue/Expense Adjustment, any Surplus~~ and the amount transfers of ~~the Capital Fund~~ Operating Cash ~~Account~~.
- 3.2. Monitor progress toward achievement of annual ~~fiscal~~ financial objectives.
- 4.3. Review financial statements ~~(, including but not limited to operations, capital analysis, Statement of Financial Position, Summary Statement of Activities, Statement of Changes in Net Assets and balance sheet),~~ Investment Portfolios, and report to the Board, as appropriate.
- 5.4. Coordinate with the GVR Audit Committee: and GVR Investment Committee.
- 6.5. Review and recommend policy to assure financial ~~control~~ controls.

~~7.6. Recommend~~After reviewing staff input, recommend the establishment and the amount of ~~tenant dues, fees, membership dues, initial fees, transfer fees,~~ and assessments.

~~7. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.~~

~~7.8. Recommend~~After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee for Board approval.

~~8.7. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.~~

SECTION 4 - PLANNING AND EVALUATION COMMITTEE

3.4.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and ~~members with~~ experience in financial management.

3.4.2 Responsibilities

1. To review and discuss, on an annual basis, the capital evaluation requirements, and any documents required for club and miscellaneous capital funding requests submitted to the P&E Committee.
2. To be knowledgeable of the Strategic Plan, Long-term Capital Plan, and Center Assessment Survey to ensure that all capital-funding recommendations comply with these plans.
3. To identify issues and trends that could contribute to the update of aforementioned plans.

SECTION 5 - AUDIT COMMITTEE

3.5.1 Membership

~~The Audit Committee shall consist of two or more GVR~~To the extent possible, the committee will include members ~~who should have knowledge~~knowledgeable of financial reporting and internal control procedures.

3.5.2 Responsibilities

1. The Audit Committee functions in the capacity of an overseer of GVR's financial reporting process and internal controls. The committee is the conduit between GVR and the independent

auditing firm. The Committee is not involved in the Corporation's daily accounting functions.

2. The principal functions of the Audit Committee are:

- ~~b)~~a) _____ To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
- ~~e)~~b) _____ To review the independent auditor's terms of engagement.
- ~~d)~~c) _____ To review the results of each audit including opinion qualifications or expectations.
- ~~e)~~d) _____ To review the auditor's management letter and GVR management's response.
- ~~f)~~e) _____ To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
- ~~g)~~f) _____ To review the adequacy of internal financial controls with GVR management and the audit firm.

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE

~~3.6.1.~~ Membership

- ~~1. The Chairperson shall be a Director, recommended by the President and approved by the Board of Directors.~~
- ~~2. There shall be at least one (1) other Director on the committee, and a minimum than two (2) GVR members who do not serve on the Board selected by the Committee Chairperson. Committee members shall be members of GVR, selected by the Committee Chairperson. _____~~
- 1. The members of the Committee selected by the Chairperson shall represent various GVR geographic areas to the extent possible. ~~Committee members will serve a one (1) year term, provided however, any~~
- 2. Any member of the Committee who becomes a candidate for election to the Board of Directors shall resign from the Committee immediately.
NOTE: refer to CPM Section VI, Subsection 4(B)(1) and (7)
- ~~3. An Administrative staff person will serve on the Committee and will be selected by the CEO.
NOTE: refer to CPM Section VI, Subsection 4(B) (7)~~
- 4. _____

3.6.2. Responsibilities

- 1. Nominations

- a) Determine the ~~qualifications and~~ eligibility of each candidate as verified by the GVR staff to be a member in good standing.
- b) Submit a slate of qualified candidates to the Board of Directors at least one hundred and twenty (120) days prior to the Annual Meeting.
- c) Post the slate of candidates to the membership no less than ninety (90) days prior to the Annual Meeting and determine how candidates shall be presented to the membership.
- d) ~~Obtain names of~~ Staff will determine the eligibility and good standing of any candidates submitted by nomination petition ~~to the Secretary, within the deadline (sixty (60) days prior to the annual~~ Annual Meeting and advise the Secretary of the Board. The Secretary will forward to the N&E Chair, who will bring the names to the next Board of Directors meeting), ~~if any, and determine the qualifications and eligibility of same.~~

2. Election Process

- a) Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If Board of Directors fails to set a record date, the record date shall be the date of ballot delivery thirty (30) days prior to the first day that votes may be cast.
- b) Submit the final slate of candidates for the ballot to the CEO.
- c) Establish a list of members eligible to vote as of the record date and provide this list to any outside agency conducting the election, if necessary.
- d) Establish the deadline for the return of ballots which shall be no later than 4:00 pm on a date at least five (5) days before the Annual Meeting.
- e) Verify that the final ballot and ballot materials have been reviewed and approved by GVR's general counsel.
- f) The ballot reply shall display all information deemed necessary for validation purposes for use by the Committee.
- ~~g) Each candidate shall appoint two (2) GVR members, who are in good standing, to participate in the validation and counting of paper ballots.~~
- hg) The counting of ballots, at the discretion of the Board of Directors may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in

which case the results shall be obtained from the organization by the GVR CEO or his designated representative. The results shall be shared with the Nominations and Elections~~Election~~ Chairperson ~~or their representative.~~

3. Election Results

- a) The Committee shall ~~have~~confirm the validation/counting process ~~completed~~ at least two (2) business days prior to the date of the Annual Meeting or Special Meeting.
- b) At the conclusion of the election, obtain the results of the election, including the establishment of a quorum.
- c) The Chairperson shall notify the GVR Board Secretary of Directors of the results of the election.
- ~~d) In the election of Directors, if~~d) If there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in ~~the~~an election of directors, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.
- e) The ~~Committee~~ Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.

4. **Post-Election:**

At the conclusion of the election, the ballot materials and the results thereof shall be submitted to the CEO. The CEO will maintain ~~these~~the results of the election in GVR's permanent records and the ballot materials for ~~a period not less than~~at least three (3) years in accordance with the Arizona Nonprofit Corporation Act.

5. **Board Orientation & Training**

Arrange~~Shall suggest topics to GVR staff for inclusion of~~ appropriate in-service training, as ~~required~~needed, for the Board. Ensure~~Shall ensure~~ that Board orientation programs are held annually, normally in April and coinciding with the seating of new Board of Directors.

SECTION 7 - INVESTMENTS COMMITTEE **(updated 2/24/21)**

—3.7.1_ Membership

The Investments Committee ("IC") shall consist of at least two Green Valley Recreation Inc. ("GVR") members in addition to the IC Chairperson who shall be a director. The IC Chairperson shall be nominated by the President with Board approval. The IC chairperson and IC members should be knowledgeable in the investment of financial assets and, to the extent practical, experienced in investment management and/or investment oversight.

3.7.2 — ~~3.7.2~~ Responsibilities.

The IC has the following specific _____
_____ responsibilities and duties with respect to the Investment Advisors (IAs):

1. Make timely recommendations to the Board of Directors concerning:
 - ~~a) a.~~—The hiring, termination, and replacement of the Investment Manager and/or Investment Adviser (collectively, the "IM/IA") for each of the accounts that comprise the IAs.
 - ~~b) b.~~—The terms and wording for any contract between GVR and an IM/IA.
 - ~~c) c.~~—The specific wording and specifications for the Investment Policy Statement ("IPS") set forth in Appendix I, Subsection 3 that governs each of the accounts that comprise the IAs and any changes thereto.
2. Perform the following ongoing functions:
 - ~~a) a.~~—Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently if required.
 - ~~b) b.~~—Monitor the IM/IAs to confirm compliance with the _____ applicable IPS.
3. Make timely reports, in accordance with the IPS, to the CFO, CEO and Board of Directors of the following:
 - ~~a) a.~~—A serious and meaningful violation of the IPS.
 - ~~b) b.~~—A potential replacement of an existing IM/IA.
 - ~~c) c.~~—Any update requested by the Board of Directors.
4. Collaborate with the CEO/CFO concerning the following:
 - ~~a) a.~~—What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties.

~~b) b.~~ The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.

5. In the process of completing its duties, the IC will generate the following documents:

~~a) a.~~ An IPS for each of the accounts that comprise the IAs.

~~b) b.~~ An investment management contract for each IM/IA hired by GVR.

~~c) c.~~ Minutes of each meeting of the IC.

PART 4 - ~~CHIEF EXECUTIVE OFFICER~~ CEO

SECTION 1 - AUTHORITY OF THE CEO

~~4.1.1.~~ General

The Chief Executive ~~officer~~ Officer (CEO) is the sole employee reporting to the Board of Directors and is expected to understand, adhere to and implement the policies established by the Board of Directors. The CEO and Board shall work cooperatively to ensure that the policies established by the Board are carried out effectively. The CEO has overall responsibility for the ~~planning and~~ operation of the corporation and is responsible for the planning and management of day-to-day operations. The ~~Chief Executive officer~~ CEO shall have ~~decision-making authority~~ responsibility for carrying out the decisions of the Board of Directors, including, but not limited to, how policies and goals are ~~attained~~ implemented; organization and control of resources; management of professional competence, and full control over operations, organizational behavior, subordinate managers and employees, human resource development, annual budget construction, execution of Board approved budgets, and the implementation of action items within each program area. The CEO provides organizational leadership to staff and support for the Board in achieving GVR's vision, completing its mission, and executing its strategic plan. The CEO serves as the community liaison and is responsible for enhancing the visibility of the organization locally, regionally and nationally. The CEO serves as the Public Information officer for GVR. The ~~Chief Executive officer~~ CEO may delegate authority to staff, as appropriate.

Formatted: Indent: Left: 0.81", Hanging: 0.06"

~~4.1.2.~~ Fiscal Authority

~~In order to conduct business activities consistent with the mission of GVR, financial stability and integrity must be maintained.~~

The ~~Chief Executive Officer~~ CEO shall:

1. In conjunction with the Chief Financial Officer, develop the annual budget for Board approval which ensures maintenance of facilities, availability of member programs, and operation of the Corporation in accordance with the ~~5-year plan~~ Strategic Plan.
2. Ensure that revenues are deposited into appropriate accounts in a timely manner.
- ~~2.3.~~ Manage expenditures within the approved budget without incurring indebtedness.

Formatted: Indent: Left: 0.25"

Formatted: Indent: First line: 0.63"

Formatted: Indent: Left: 0.88"

Formatted: Indent: Left: 0.88"

- ~~3.4.~~ 4. Develop and maintain sound financial practices in accordance with GVR's 501(c)(4) designation.
- ~~4.5.~~ 5. ~~Oversee the fiscal management of GVR, including authority to approve financial matters, implement~~ Implement fiscal controls, execute ~~reoccurring~~ recurring operational contracts and leases, fund expenditure approvals, and maintain accurate accounts of every financial transaction of GVR.
- ~~5.6.~~ 6. Set rental rates for ~~not-for-profit organizations not affiliated with GVR~~ the use of GVR facilities.
- ~~6.7.~~ 7. ~~Seek approval~~ Pursue and recommend sources of all expense reports of the Chief Executive Officer by non-dues revenue to the Board Treasurer.
- 8. Ensure that delinquencies are forwarded to counsel for appropriate action in a timely manner.

4.1.3. Programmatic Authority

~~The Chief Executive officer has the authority to act in accordance with the mission and stated purpose of GVR.~~

~~The Chief Executive officer shall:~~

- ~~1. Protect the non-profit status of GVR.~~
- 2. The CEO shall:
 - 1. Provide a safe environment for members of GVR.
 - 2. Structure the organization to continually improve operations and make changes as necessary to the organizational structure.
 - 3. Develop policies for disseminating information to the membership and general public.
 - 5. Participate ~~4. Assist the Board in development~~ developing long- and maintenance of short and long-range strategies and implement same.
 - 6. Review proposed GVR projects and programs.

SECTION 2 – ~~RESPONSIBILITIES~~ – RESPONSIBILITIES

4.2.1. Human Resources

~~The Chief Executive officer directs the human resources of the organization. It is critical that the human resources of GVR are organized to perform at an optimum level for the corporation, through both paid and volunteer staff.~~

~~The Chief Executive officer shall:~~

The CEO shall:

- 1. Maintain comprehensive HR policies and practices which are aligned with U.S. and Arizona law.
- 2. Serve as Equal Employment Opportunity and Diversity officer ~~Officer.~~

Formatted: Indent: Left: 0.25"

Formatted: Indent: Left: 0.88"

Formatted: Font color: Auto

Formatted: Font color: Auto

Formatted: Font color: Auto

Formatted: Font color: Auto

Formatted: Font color: Auto

Formatted: Indent: Left: 0.25"

Formatted: Indent: Left: 0.81", Hanging: 0.31", Tab stops: 0.56", Left

3. Develop and recommend to the Board compensation packages that are competitive within Pima County and Southern Arizona.
4. Ensure that there is an effective management team, support staff, and volunteer system in place. Effectively manage the Human Resources (HR) of the organization according to authorized personnel policies and procedures that fully conform to current laws, regulations and corporate policy.
5. Ensure the development and implementation of personnel training programs that enhance the human resources of the organization and ensure qualified employees and volunteers.
6. Maintain a climate that attracts, retains, and motivates top quality people – both paid staff and volunteers.

4.2.2. Board Relationship

The ~~Chief Executive officer~~CEO shall:

1. ~~Participate with~~The President is the primary liaison between the CEO and the Board for communications outside of Board meetings.
2. ~~By January 31 of each year, prepare and submit to the Board for approval, a proposal for the CEO's Work Plan in accordance with the Strategic Plan to be achieved during the forthcoming governance year (effectively April 1-March 31).~~
- 1.3. ~~Assist~~ the President of the Board in developing agendas for meetings, and provide appropriate information so that the Board may make informed decisions.
2. ~~Keep the Board fully informed~~Be prepared to report on the condition of the organization-
- 3.4. ~~Inform and support all Directors so that they status of ongoing projects as may contribute to the~~be requested at a Board effectively.meeting
- 4.5. ~~Work~~Cooperate with the President and Committee chairs to ensure that Board Committees function effectively.
6. ~~Assist Board members~~Provide administrative support to directors in better understanding corporate conformance with policies and recommendestablished by the Board.
- 5.7. ~~Recommend~~ policy changes to the Board or the appropriate committee chair, as necessary.
- 6.8. ~~Work cooperatively with the President and be responsible and accountable to the~~entire Board as a whole.

4.2.3. Other Responsibilities

The ~~Chief Executive officer~~CEO shall:

Formatted: Indent: Left: 0.25"

Formatted: Indent: Left: 0.81"

Formatted: Indent: Left: 0.81"

Formatted: Indent: Left: 0.81"

Formatted: Indent: Left: 0.81"

Formatted: Indent: Left: 0.25"

Formatted: Indent: Left: 0.81"

1. 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 Manual.

Formatted: Indent: Left: 0.81"

~~2. Be responsible for the organization's achievement of its vision, mission, and goals.~~

~~3. Administer and implement all corporate policies.~~

4.2. Develop a public awareness program to promote GVR.

Formatted: Indent: Left: 0.81"

5.3. ~~Assure~~Ensure the organization and its mission, programs, products and services are consistently presented in a strong, positive image to members.

Formatted: Justified, Indent: Left: 0.81"

6.4. Be responsible for setting hours of operation for facilities, and for publicizing those hours by various GVR and non-member groups.

~~7. Be authorized to deny facility access to any group or to cancel any event, even if in progress.~~

8.5. Authorize the voluntary dissolution of GVR clubs.

Formatted: Justified, Indent: Left: 0.81"

9.6. Perform other duties as prescribed by the Board of Directors.

SECTION 3 - COMPENSATION AND REVIEW

4.3.1. ~~Chief Executive Officer~~CEO Compensation

~~The Prior to the employment of a new CEO, the Board of Directors, upon initial hire of a Chief Executive officer, and CEO shall negotiate a written agreement approved for employment, which shall be subject to review by the Chief Executive officer and Board of Directors. GVR's legal counsel.~~ Said document shall contain the Compensation Package for the ~~Chief Executive officer~~CEO, length of term, renewal options and other relevant information pertinent to the employment of the ~~Chief Executive officer, including rate of pay.~~CEO. The CEO, at a minimum, shall receive ~~those~~all benefits available to all GVR employees.

Formatted: Indent: Left: 0.88"

4.3.2. ~~Chief Executive Officer~~CEO – Performance Appraisal Process

The Performance Appraisal ~~and Goals~~ shall be completed ~~on an annual basis~~ at least ~~annually~~ 30 days prior to the date of the Annual Meeting ~~of the Board of Directors. (except as set forth below with respect to new CEOs).~~ The Board, at its discretion, may conduct or have conducted additional performance reviews of the ~~Chief Executive officer~~CEO at any time. In the case of a new ~~Chief Executive officer~~CEO, an ~~additional~~ evaluation shall be completed at ~~3 months, 6 months, 9 months and yearly.~~ If a new CEO is hired at any time other than the beginning of a calendar year, the annual

Formatted: Indent: Left: 0.88"

evaluation shall be conducted as close to year-end as reasonably possible. Any and all reports, conclusions, findings or information resulting from such reviews may only be discussed in Executive Session. Failure to conduct such reviews in no way shall relieve the ~~Chief Executive officer~~CEO from performing such duties and responsibilities as required by contract ~~or any other document of Green Valley Recreation, Inc., GVR's Bylaws and the Corporate Policy Manual.~~

Formatted: Indent: Left: 1"

1. Importance of performance appraisal:

- a) ~~This is the regular process of both formally and informally providing feedback about an individual's implementation of his/her responsibilities. All employees deserve and expect ongoing feedback, whether formal or informal, and all employees should expect a formal appraisal conducted annually by the supervisor.~~
- b) ~~The process begins with the job description. The Board and Chief Executive officer must be clear about the responsibilities, scope of authority and limitations along with the standards and expectations of the job.~~
- c) ~~Self-evaluation is an important component of the process. The same form should be used by the Chief Executive officer and the Board. The self-evaluation must be considered during the review of performance.~~
- d) ~~At the conclusion of the process, the forms are filed in the employee's file. Previous year's results are used for the next year's evaluation.~~
- e) ~~The appraisal results form the basis for bonuses. Bonuses are formulated during the budgeting process and instituted within 30 days of the annual anniversary of the Chief Executive officer.~~

2.1. Elements of the The performance appraisal Process for the CEO:

Formatted: Indent: Left: 0.88", Tab stops: 1.19", Left

Formatted: Bullets and Numbering

Formatted: Indent: Left: 1.13", Tab stops: 1.19", Left

- a) A committee of the Board of Directors shall manage the performance appraisal and will conduct the performance appraisal interview. ~~If the President has been in office less than 6 months, inclusion of the Past President on the committee is necessary, if possible. This Committee shall consist of at least 3 Board members who have been in office for more than 1 year. No staff or non-board members shall participate.~~
- b) ~~The Current~~committee shall be chaired by the President ~~establishes the Committee and chairs it.~~
- c) ~~The Committee works if the President has been in office less than 6 months, the Past President shall serve on behalf of the~~

committee, if possible. The Committee shall consist of the officers and must include at least 3 members who have served on the Board for more than 1 year. No staff or non-board members shall participate, and does not assume its authority regarding the CEO. The total Board serves as the evaluator and final arbiter of any issues related to performance of the CEO.

~~d) Committee responsibilities.~~

~~The committee members shall:~~

~~a) b) Be appointed and serve through the entire evaluation year.~~

2. Steps in the CEO performance appraisal process:

~~e) Draft any changes to the CEO Job Description and obtain Board input/approval, design the Performance Appraisal Process, including the necessary tools, and recommend to the Board the process and tools. The Board formally adopts the process and tools.~~

~~e) Initiate a) The Committee initiates the formal performance appraisal process, typically 2-3 months prior to the date of the Annual Meeting of the Board of Directors, beginning in early January unless changes to the evaluation form require that the process start earlier. This time period allows completion of the appraisal process, format review and action by the Board and meeting with the CEO prior to the Annual Meeting of the Corporation.~~

~~e) Recommend b) The CEO provides the bonus to results of the Board following the annual performance appraisal.~~

~~e) Review and endorse the CEO's annual goals and professional development prior year work plan and inform the full Board.~~

~~f) Regularly review the job description, any relevant policies, the appraisal process, and recommend enhancements for review and action by the Board as necessary January 15.~~

3.1 Steps in the CEO performance appraisal process:

~~a) c) The Performance Appraisal Committee reviews the Performance Appraisal Process, informs the Board of the process and invites Board members and CEO to provide any comments to the Committee regarding the form and/or the process in an Executive Session. The Committee may adapt the form and/or process based on this feedback by the first week in February.~~

~~b) Performance Evaluation forms, the CEO's contract, job description and progress to date on the CEO's Work Plan are provided to each~~

Formatted: List Paragraph, Indent: Left: 1.13", Numbered + Level: 1 + Numbering Style: a, b, c, ... + Start at: 1 + Alignment: Left + Aligned at: 0.69" + Indent at: 0.94", Tab stops: 1.19", Left

Formatted: Bullets and Numbering

Formatted: Indent: Left: 1.13", Tab stops: 1.19", Left

Formatted: Indent: Left: 0.94", Tab stops: 0.81", Left

Formatted: Bullets and Numbering

Formatted: Indent: Left: 1.19", Hanging: 0.19", No bullets or numbering

Formatted: Bullets and Numbering

Formatted: Indent: Left: 1.25", Hanging: 0.19", No bullets or numbering

Formatted: Bullets and Numbering

Formatted: Indent: Left: 1.13", Tab stops: 1.19", Left

Formatted: Indent: Left: 0.94", Tab stops: 0.81", Left

Formatted: Bullets and Numbering

Formatted: Indent: Left: 1.19", Outline numbered + Level: 1 + Aligned at: 0.69" + Indent at: 0.94"

Board member ~~for their completion and these are returned to the Committee.~~

- e)d) ~~_____~~. The CEO completes a self-evaluation form ~~and returns it to the Committee. Completed evaluation forms are returned to the President by the end of the 1st week in February.~~
- d)e) ~~_____~~ The Committee meets and summarizes the Board's completed ratings and compares the results to the CEO's self-appraisal.
- f) ~~_____~~ The Committee meets with the CEO to review the findings. Major discrepancies between the Board and CEO results should be discussed and any issues resolved.
- e) g) ~~_____~~ The Committee Chair ~~sends confidential memo to the Board and~~ convenes an Executive Session without the CEO to discuss the results and ~~recommendations.~~ bonus recommendation or other recommended action no later than March 1. The Board will discuss the appraisal ~~memo~~ and bonus recommendation, make changes if desired and then act. The minutes will reflect the action.
- f) ~~h) _____~~ The ~~Board assists the~~ Committee ~~in developing New Goals for the next year along with input from the CEO.~~
- g) ~~_____~~ The ~~Committee (or a representative of)~~ meets with the CEO to discuss the results of the appraisal and the Board decision within a week of the Executive Session.

3. Steps following the Appraisal Process

- h)a) ~~_____~~ The CEO and the Committee modify the Goals for the next year, ~~and~~ work together to outline ~~the~~ Performance Improvement ~~and Development Plan~~ if necessary.
- b) The Board reviews and approves the Goals and any Performance Improvement Plan before the Annual Meeting.
- c) The Committee regularly reviews the job description, any relevant policies, the appraisal process, and recommends enhancements for review and action by the Board as necessary.
- d) The Committee drafts any changes to the CEO Job Description for the following year, makes any necessary changes to the Performance Appraisal Process, including the associated tools, and recommends those changes to the incoming Board. The new Board formally adopts the process and tools.

Formatted: List Paragraph, Indent: Left: 1.19", Numbered + Level: 1 + Numbering Style: a, b, c, ... + Start at: 4 + Alignment: Left + Aligned at: 0.94" + Indent at: 1.19"

Formatted: List Paragraph, Indent: Left: 1.19", Hanging: 0.31", Numbered + Level: 1 + Numbering Style: a, b, c, ... + Start at: 5 + Alignment: Left + Aligned at: 1.19" + Indent at: 1.44"

Formatted: Indent: Left: 1.19", Hanging: 0.31", No bullets or numbering

Formatted: Indent: Left: 1.19", Hanging: 0.31", No bullets or numbering

Formatted: Font: Bold

Formatted: List Paragraph, Left, Indent: Left: 1.31", Add space between paragraphs of the same style, Numbered + Level: 2 + Numbering Style: a, b, c, ... + Start at: 1 + Alignment: Left + Aligned at: 1.19" + Indent at: 1.44"

Formatted: List Paragraph, Indent: Left: 1.31", Numbered + Level: 2 + Numbering Style: a, b, c, ... + Start at: 1 + Alignment: Left + Aligned at: 1.19" + Indent at: 1.44"

Formatted: Font: Verdana

Notes on Revisions to CPM

Part 2 – Board of Directors

Section 1 – Powers, Duties and Responsibilities

The board's charter is spelled out in the Bylaws. *"The affairs of GVR shall be governed by a Board of Directors consisting of twelve (12) voting members who shall be elected from the members of The Corporation residing within the jurisdiction of GVR."*

Intro moved to 2.1.3

2.1.1 – Responsibilities

1. Board does not develop the budget – clarifies board's role
2. Board recruits candidates to run, not board members
- 3,4 – moved
- New 3 – Language clarified
- 6, 7 – moved to 2.1.3

2.1.2 – Powers of the Board (See Recommendation by BAC)

Refers to powers conferred via the Bylaws, then adds powers that are not specifically stated in the Bylaws

1. Clarifying names of Strategic and Capital Plans

2.1.3 - Principles of Governance

This new section describes how the board behaves. The points were developed by the Governance Subcommittee, with reference to Carver Policy Governance, the ABA's Guidebook for Directors of Nonprofit Corporations and the College Park Rules & Procedures for the Mayor and City Council, provided by Scott.

2.1.4 – Vacancies

No policy changes, only clarification.

Section 2 – Officer Elections

A few word changes, no policy changes

Section 3 – Board Meetings and Work Sessions

(Work Sessions were previously not in the CPM)

2.3.1 – Rules of Order for Agenda Preparation

1. Requires agenda items to be in writing, which is only fair; adds Work Session; a) specifies that exhibits are related to motions c) if no action item, the issue can be dealt with at a Work Session; d) requires the President to accept all justified requests.

2. Corrects typo

3. Corrects grammar

4. Clarifies the process for changing the agenda at a meeting.

5. Corrects typo

7. Explains difference between Work Session and Board Meeting.

2.3.2 – Protocol and Conduct for Board Meetings

1. Clarifies

2. No policy change. Bylaws Art IV, Sec 3 covers 2 directors calling a meeting.

3,4 – no change

5. e) is moved

6. This is current practice

7. How members may address the board. The only changes are to specify that members must speak to the topic under discussion and allow 2 minutes on items being considered.

8. Clarification.

2.3.3 – Minutes of Meetings

1. Adds Work Sessions

2,3 – no change

4. Requires notation of motion seconders and that minutes include directions given to staff. The Board Affairs Committee members agreed that the seconder should be named and that directions to staff are an important part of the minutes.

Section 4 – Code of Conduct

2.4.1 – Board Code of Conduct

No changes made

2.4.2 – Code Enforcement Procedures

No changes made

Section 5 – Miscellaneous

2.5.1 – Use of Legal Counsel

No changes made

2.5.2 – Director Requests for Records/Data/Information

Previously approved by the board.

1. Improve grammar
2. Removes committees from the process, and directs that CEO post responses rather than email them to the board.

Notes to Revisions to CPM

Part 3 – Committees

This Part was separated from Part 2 - Board of Directors for readers' convenience.

Section 1 – General

3.1.1 – Terms of Board Committee Chairpersons

No changes

3.1.2 – Committees of the Board of Directors

1. All Committee Chairs must be Directors.

2. No change

3. Bylaws state that committee meetings may be closed (Art VIII, Section 5)

Old 4. Deleted- stated in Bylaws

Old 5. Moved to 3

Old 7. – First sentence is stated in Bylaws, second sentence becomes new 5.

Old 8. Directors not on the committee may not attend closed committee meetings – Per the bylaws, board members do not have any rights greater than general members. This was changed in the 2019 term, and apparently had no legal guidance. **If the board wants to debate this, it needs to be in executive session because it involves legal opinions.**

Balance included in #5.

New 6. Per Bylaws, Chair selects committee members, so one year term is standard.

New 7. The Code of Conduct contains the confidentiality agreement for board members. Any committee could potentially address subjects that must be kept confidential, so signing a confidentiality agreement is required. – If someone wants to remove it, make a motion to amend.

Section 2 – Board Affairs Committee

3.2.1 – Duties and Responsibilities

Old c – the CEO is responsible for maintaining community links, not the Board Affairs Committee

Old f – Simplified language without changing meaning.

Other changes are clarified language, no policy change.

Section 3 – Fiscal Affairs Committee

3.3.1 – Membership Considerations

Added experience with GAAP as request of FAC

3.3.2 – Responsibilities

Clarified at the request of FAC

Section 4 – Planning and Evaluation Committee

No changes

Section 5 – Audit Committee

3.5.1. – Membership

Number of committee members is up to the Chair.

3.5.2 – Responsibilities

No changes

Section 6 – Nominations & Elections Committee

3.6.1 – Membership

Revised to be consistent with Bylaws without restating

3.6.2 – Responsibilities

1. Nominations

- a) Bylaws determine “qualifications”
- b, c) No change
- d) Clarifies process

2. Election Process

- a) Changed to give staff and voting company time to prepare
- b-f) No change
- old g) Unnecessary since the counting of ballots is outsourced
- new g) Clarifies process

3. Election Results – changes are clarification, not policy

4. Post Election – Change to comply with AZ Nonprofit Corp Act

5. Board Orientation & Training – Clarifies

Section 7 – Investments Committee

3.7.1 – Membership

No change

3.7.2 – Responsibilities

Identified what IA stands for.

Part 4 – CEO

Section 1 – Authority of the CEO

4.1.1 General

10-3801. Requirement for and duties of board

- A. Each corporation shall have a board of directors.
- B. All corporate powers shall be exercised by or under the authority of and the affairs of the corporation shall be managed under the direction of its board of directors, subject to any limitation set forth in the articles of incorporation.

4.1.2 Fiscal Authority

Removes a statement that is not policy-related.

1. Corrects the name of the Strategic Plan
2. Adds responsibility for revenue receipts as well as expenses which are covered in #3. Revenue had not been included.
4. Adds responsibility to adhere to requirements of IRS designation.
5. Takes out an unnecessary sentence, clarifies
6. Expands responsibility to all users of GVR facilities.
7. Clarifies responsibility regarding non-dues revenue; this is also included in CEO contract and Strategic Plan. Saying that the CEO should seek approval of expense reports is backwards; if this should be in the CPM, it should be in Part 2, under the board's authority.
8. Could be stated differently: that CEO is responsible for keeping past due revenue to a minimum.

4.1.3 Programmatic Authority

Removes a statement that is not policy-related.

4. Clarifies intent

Section 2 - Responsibilities

4.2.1 Human Resources

Removes statement that is not policy-related.

2. Fixes typo.

4.2.2 Board Relationship

1. Defines how CEO reports to the board (from section 2.3 of employment contract)

2. Added presentation of work plan

3. Changes "participate" to "assist", changes concept from reporting to being prepared to report (Scott's request)

4. Specifies what CEO will report on

5. Clarification

6. Clarification

7. Separated from #6, clarification

8. Clarifies relationship with board

4.2.3 - Other Responsibilities

Old 2. The board is responsible for the achievement of mission, vision and goals via approval of the Strategic Plan which informs the CEO's Workplan.

Old 3. Stated elsewhere

Old 7. Stated in Part I.

New 1-6 - No change except for 1 grammar correction.

Section 3 - Compensation and Review

4.3.1 - CEO Compensation

Clarification. Adds review of employment agreement by counsel. Compensation package must include the rate of pay so it doesn't need to be mentioned.

4.3.2 - CEO Performance Appraisal Process

Clarification of language. "Importance of the Performance Appraisal" is removed because this is not a policy.

1. Re-organized only

2. Re-organized, no policy changes except for clarification of dates.
3. Moves all steps taken after review into a better-identified section.



Green Valley Recreation, Inc.

Board of Directors Meeting

Board Affairs Recommendation to the Board

Prepared By: Nanci Moyo, Administrative Supervisor

Meeting Date: February 23, 2022

Presented By: Nina Campfield

Consent Agenda: No

Originating Committee:

Board Affairs (BAC)

Action Requested:

Recommend two actions for the Board to seek CEO and staff assistance:
 1) the BAC recommend the Board of Directors to direct the CEO and staff to: a) review, re-evaluate, redevelop, and redefine a new draft for GVR’s Media and public access policies; b) by March 11th provide a draft for the BAC to review for consideration of recommending the proposal go to the Board for consideration on March 23 Regular Board Meeting; and c) instruct the CEO to eliminate any media public access to any of its facilities and programs until such time as a new policy is developed and approved.

2) Recommend the Board of Directors direct the CEO and staff to: develop and propose to the BAC and/or the Board a Member Rights, especially as it relates to facility usage, pamphlet by June 1, 2022.

Strategic Plan Goal:

GOAL 5: Provide sound, effective governance and leadership for the corporation.

Background Justification:

1) GVR does not appear to be following the current CPM as it relates to communications, for example, Section X (of the current CPM) – Miscellaneous – it states: Policy Statement: Because GVR is a private corporation, it is not subject to the same laws that govern municipalities, such as open meeting statutes or laws that protect freedom of speech and freedom of assembly. It also states: All GVR directors, employees, and volunteers are required to abide by GVR’s confidentiality policies.

Correction of Inaccurate Information: Maybe lacking as there appears to be directors making statements to the GV News, without being corrected.

Media & Public Access: The nature of access by local media has not been in the best interest of the Corporation or its members.

Media Access: When/how has media provided a request for Access? Will one or does one request continue forever? Can a copy of this be provided.

“GVR has an obligation to protect the privacy of its members without intrusion or disruption of their visits to or utilization of our facilities.” Also, Media representatives must notify GVR in advance if they wish to attend non-public events to which they have not received an invitation (has GVR invited the media? When/how/who authorized it each time?) from GVR or the event’s host such as GVR classes, and all other activities at any GVR facility (including meeting rooms, sports courts, fitness centers and pools/spas.) MEETING ROOMS INCLUDE THE BALLROOM AT WEST CENTER FOR MEETINGS!

Futhermore: For the safety and privacy of members and employees, still or video photography at private events is prohibited without prior written approval from GVR and signed waivers from every individual whose image is photographed or videoed. GVR is a 501c4, it is not subject to the same laws as municipalities. Local media has taken pictures of our members and BOD’s and published them without obtaining signed permission. Local media has published videos of GVR members without their consent! How was this in the best interest of GVR?

Media Coverage of Public Events: Examples of public events is given in this section. At minimum, this whole section should be written to comply with the laws as they apply to a 501c4.

2) There are approximately 63 GVR Clubs, with only 10 being “dedicated facilities.” The CPM basically only defines activities/responsibilities of CLUBs and does not give consideration to non-club members especially as it relates to facility usage beyond those that are dedicated spaces. See current CPM Section IV Facility Use, Subsection 2A.(1) GVR facilities are provided for the use of GVR members and their guests.

Recommended Motion:

Move the Board recommend: 1) to direct the CEO and staff to: a) review, re-evaluate, redevelop, and redefine a new draft for GVR’s Media and public access policies; b) by March 11th provide a draft for the BAC rot review for consideration of recommending the proposal go to the Board for consideration on March 23 Regular Board Meeting; and c) instruct the CEO to eliminate any media public access to any of its facilities and programs until such time as a new

policy is developed and approved. 2) direct the CEO and staff to: develop and propose to the BAC and/or the Board a Member Rights, especially as it relates to facility usage, pamphlet by June 1, 2022.

Attachments:

None