



MINUTES

BOARD OF DIRECTORS WORK SESSION

Wednesday, January 18, 2023, 2pm

WC Auditorium / Zoom

Directors Present: Kathi Bachelor (President), Donna Coon (Vice President), Bart Hillyer (Secretary), Carol Crothers (Treasurer), Laurel Dean (Assistant Secretary), Jim Carden (Assistant Treasurer), Nancy Austin, Barbara Blake, Ted Boyett, Beth Dingman, Steve Gilbert, Bev Lawless, Scott Somers (non-voting)

Staff Present: David Jund (Facilities Director), Nanci Moyo (Administrative Supervisor), David Webster (CFO), Natalie Whitman (COO)

Visitors: 32

AGENDA TOPIC

1. Call to Order / Roll Call

President Bachelor called the Work Session to Order at 2:00pm. President Bachelor called the roll and established a quorum.

2. Amend / Approve Agenda

MOTION: Carden moved / Boyett seconded to amend the Agenda by moving Agenda Topic 4 before Agenda Topic 3.

Passed: unanimous

3. Discuss and Review CPM Part 3 Committees and Bylaws Recommendation

Highlights of the discussion on CPM Part 3 and Bylaws recommendation:

- BAC's reasons for changes to CPM Part 3 Committees - Section 1 General were to provide continuity and help committees with productivity. The changes proposed are based on best practices of non-profit boards and similar organizations to GVR.
- The new CPM organizational structure was approved December 15, 2021. Since that time the Board has approved eight of the ten parts with the BAC providing redlined and clean versions for recommendations for approval to the Board. Part 3 Committees and Part 7 Communications are moving forward in the process.
- BAC recommendations for approval to the Board for Part 3 Committees:
 - New language: 3.1.1.B Directors serve on at least one Committee and has been changed to "shall have opportunity to

- serve on at least one committee.” Could add “and be encouraged”.
 - BAC Recommendation: 3.1.1.D “Committee terms are for three (3) years...” An alternative to the three-year term was for the chair to select 1/3 new members and limit participation to no more than six consecutive years.
 - New language: 3.1.1.F adding “suggested” instead of “requiring” to read “Standing Committees suggested minimum of five (5) members...”
 - BAC Recommendation: 3.1.1.G “The President, Chairperson, and CEO will review applications. After review of the applications the Chairperson will select Committee members and submit the appointments to the Board for approval at the April meeting.” Comments were made that committee member approval by the Board was an unnecessary step since all the appointees are not known by the Board and already vetted by the Chairperson; if the Board disagrees with an appointee it would be hard to reject the person in an open Board meeting; objection could be made for the whole committee and not individually; and it is helpful for the Board to know who is on the committees.
- Move this forward to the Regular Meeting of the Board for January 25 with possible changes presented then.

4. Compensation Philosophy

CEO Scott Somers introduced the importance of a compensation philosophy for GVR by having a policy and structure to allow GVR competitiveness in the marketplace. This Compensation Philosophy does not require any budget changes. The budget approved by the Board in October anticipated a \$103,000 increase in wages in 2023. Kellie Lemons, Lemons Consulting Group, was introduced to present the high-level narrative of the philosophy. Highlights include:

- The Compensation Philosophy is designed for the Board to approve and commit to the principles.
- There will be a minor lag in 2023, but the goal is to meet the market rate in compensations in the following year.
- Market Analysis uses the 25th, 50th, and 75th percentiles as a data source, with focus on the 50th percentile.
- Pay Strategy Development includes these three components: Externally competitive, internally equitable and consistently administered.
- Pay Plan Development includes: Developing a pay scale and pay grades; align Market to Grade midpoints at the 40th percentile currently but working toward the 50th percentile. More Pay Plan Development can happen over time with having a good organizational understanding of each of the positions.

The Compensation Philosophy will move forward to the January 25, Regular Meeting of the Board.

5. Discuss and Review Board Credo

The Board Credo was put together during a Board Retreat with consultant Jenny Carrillo of Alexander|Carrillo Consultants. The Board Credo is for the Board to adhere to.

It was requested to add to the Credo that the Director's would comply with all rules and be aware of how the Board's governing is serving the members.

The Board Credo will move forward to the January 25, Regular Meeting of the Board.

6. Dues Adjustment for GVR Members not Using Facilities

Director Gilbert presented a form of dues adjustment for discussion with the Board regarding members who no longer use the facility and pay the same dues as those who use the facilities. A possible solution could be that all members pay a specific dues amount that would remain the same for five to ten-year period and members who want to use the facility pay an extra amount for an access card for all use. The access card may go up over time.

Discussion was held and general consensus was this proposal is not in alignment with the Arizona State Statutes for communities such as GVR.

The survey states that 86 percent of members use the facilities.

Adjournment

MOTION: Crothers moved/ Hillyer seconded to adjourn the meeting at 4:14pm.

Passed: unanimous