



AGENDA

BOARD OF DIRECTORS WORK SESSION

Wednesday, January 18, 2023, 2:00pm
WC Auditorium / Zoom

Directors: 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)

AGENDA TOPIC

- 2:00 **1. Call to Order / Roll Call**

- 2:02 **2. Amend / Approve Agenda**

- 2:05-
2:50 **3. Discuss and Review CPM Part 3 Committees and Bylaws Recommendation (Coon)**

- 2:50-
3:20 **4. Compensation Philosophy (Somers/Lemons)**

- 3:20-
3:45 **5. Discuss and Review Board Credo (Bachelor)**

- 3:45-
4:00 **6. Dues Adjustment for GVR Members not Using Facilities (Gilbert)**

- 4:00-
? **7. Discuss Glass Arts Project Cost (Crothers)**

- 4:00 **8. Adjournment**



Green Valley Recreation, Inc.
Board of Directors Work Session
CPM Part 3 Committees and
Bylaws Recommendations

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: January 18, 2023

Presented By: Donna Coon, BAC Chair

Originating Committee / Department:

Board Affairs Committee (BAC)

Action Requested:

Review CPM Part 3 Committees recommendations and the Bylaws recommendations from the BAC.

Strategic Plan Goal:

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

Background Justification:

Staff, Committee Continuity work group, and BAC have reviewed CPM Part 3 Committees, and are recommending changes for the Board of Directors review and approval. The redlined version shows the changes, including changes to the layout of Part 3. The BAC is recommending two changes in Part 3 from the December 13, 2022, BAC meeting to bring to the Board: 1) In 3.1.1.B add “have the opportunity” to read “Each Director shall have the opportunity to serve on at least one Committee...” instead of “shall serve”; 2) In 3.1.1.F change from “require a” to “suggested” to read “Standing Committees suggested minimum of five (5) members...”

The Bylaws change recommended to the Board for approval to be on the 2023 Ballot is in Article VIII – Committees of the Board of Directors: Section 3 – Composition of Committees: “The Chairperson of the Audit Committee shall be nominated by the President of the Board and the Finance Director of the Corporation with Board approval. The Chairperson of each Standing and other Special Committee(s) of the Board shall be a member of the Board nominated by the President with Board approval. Committee members shall be members of The Corporation and/or members of the operations staff. Committee members shall be recommended by the Chairperson, President, CEO and selected by the Chairperson of the committee appointed by the Board of Directors. The President shall be an ex-officio member of all committees excluding Nominations & Elections, and Audit Committees.

Fiscal Impact:

None

Board Options:

- 1) Review the BAC recommendations for the changes in CPM Part 3 Committees and Bylaws change for the 2023 Ballot and move to the January 25, Regular meeting for approval on the recommendations.
- 2) Review the BAC recommendations and make changes to any of the recommendations.
- 3) Reject the BAC recommendations for Part 3 and/or the Bylaws and send back to BAC for a rewrite.

Staff Recommendation:

#1

Attachments:

- 1) CPM Part 3 Clean and Redlined
- 2) Discussion Points for CPM Part 3
- 3) Recommendation from Committee Continuity Work Group

PART 3: COMMITTEES

Approved January 28, 2014 except as amended

SECTION 1 – GENERAL

3.1.1 Committees of The Board of Directors (updated 9/30/2020)

- A. Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board. Each Committee will have a staff liaison selected by the CEO.
- B. Each Director shall have the opportunity to serve on at least one Committee, and not more than two (2). The Board President is ex officio to all Committees, except for Audit Committee and Nominations & Elections Committee. Within three (3) days of Annual Meeting, Directors shall inform the Board President of Committee preference and the Board President shall forward the requests to the Committee Chair for assignment and approval at April Board meeting.
- C. Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.
- D. Committee terms are for three (3) years with a limit of six (6) consecutive years; two (2) term limit. Committee members are limited to two Committees, if approved by the Board. Committee members can resign by notifying the Committee Chair during the term if unable to fulfill the full term.
- E. The Board will establish the responsibilities of the Committees. Each Committee shall make policy recommendations to the Board for consideration.
- F. Standing Committees suggested minimum of five (5) members including the Chairperson and one other Director, and a maximum of nine (9) members.
- G. Committee members shall be GVR members in good standing and must submit an application for a Committee appointment. 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. Staff, as liaisons to the Committees, will be selected by the CEO. Two-thirds of the Directors (8) is needed to overrule a selection. Vacancies on the Committee during the year may be filled by the Chairperson after consulting with the President. Committee members may be removed from a Committee by the Chairperson or the Board by a vote of two-thirds (8) Directors.
- H. Responsibilities of Committee Chairpersons, along with Committee members and staff liaison, are to identify goals in conjunction with the Strategic Plan; provide Committee action plans to the Board for approval; provide, at least, quarterly updates to the Board; and at year-end identify accomplishments of the Committee and continuing tasks for the next year.
- I. The President may establish Special or Ad Hoc Committees comprised

- of members/assigned members in good standing, Directors and administrative staff as assigned by the CEO.
- J. Committees are not required to follow Robert's Rules of Order.
 - K. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
 - L. Directors may attend any Committee meeting, whether open or closed.
 - M. All materials for the Committee meeting will be available online three (3) business days before the meeting. If the deadline for item consideration is not met, the item will be placed on the next scheduled Committee meeting agenda.
 - N. Committee meetings will be open to all members, but may be held in closed session, at the discretion of the Committee or Subcommittee Chairperson.

SECTION 2 - AUDIT COMMITTEE (SPECIAL) (updated 10/28/2014)

3.2.1 Committee Members

The Audit Committee shall consist of the Chairperson, who shall be a Director, and two or more members who should have knowledge of financial reporting and internal control procedures.

3.2.2 Responsibilities

- A. 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.
- B. The principal functions of the Audit Committee are:
 - 1. To recommend a CPA firm to the Board to act as The Corporation's independent auditor.
 - 2. To review the independent auditor's terms of engagement.
 - 3. To review the results of each audit including opinion qualifications or expectations.
 - 4. To review the auditor's management letter and GVR management's response.
 - 5. To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
 - 6. To review the adequacy of internal financial controls with GVR management and the audit firm.

SECTION 3 - BOARD AFFAIRS COMMITTEE

3.3.1 Committee Members

The Board Affairs Committee shall consist of the Chairperson, who shall be a Director, and members who should have knowledge of Corporate Bylaws and Policies.

3.3.2 Responsibilities

- A. 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. Review and recommend revisions, when appropriate, to the governing documents of The Corporation.
 - C. Review the Bylaws and the CPM, for updates and revisions. Changes may be necessary for continuity between governing documents, necessary due to changes made in Board or Committee meetings, or proposed by member input.
 - D. Forward all proposed revisions to the Bylaws to legal counsel for opinion, including the effect on tax-exempt status. After consultation, the specific wording of the recommended modifications shall be forwarded to the Board for their review and appropriate action.
 - E. Develop pro and/or con statements for ballot proposals being submitted to the membership for a vote. Members are strongly encouraged to present their positions to the Committee for consideration, and possible inclusion, in the pro and con statements.
 - F. If a Committee wishes to make changes to the CPM:
 - 1. The Committee will provide a paragraph stating the purpose and goal of the proposed changes to the Board Affairs Committee (BAC).
 - 2. If the BAC approves the purpose and intent, BAC will forward to legal counsel to review proposed changes.
 - 3. The draft changes will be presented to BAC and the Committee submitting the request.
 - 4. If approved by both the BAC and the Committee, the draft will be forwarded as a recommendation to the Board for approval.
 - G. Arrange appropriate in-service training, as required, for the Board. Ensure that Board orientation programs are held annually.
 - H. Review and recommend Board action on group applications for GVR club status.
 - I. Where appropriate, recommend modification to GVR Club policies, in keeping with the best interest of The Corporation.

SECTION 4 – FISCAL AFFAIRS COMMITTEE

3.4.1 Committee Members

The Fiscal Affairs Committee shall consist of the Chairperson, who shall be a Director, and to the extent possible, members who shall be knowledgeable about capital projects, with experience in financial management, and Generally Accepted Accounting Principles (GAAP).

3.4.2 Responsibilities

- A. Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve funding, the disposition of any Surplus and the transfers of Operating Cash.
- B. Monitor progress toward achievement of annual financial objectives.
- C. 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, Investment Portfolios, and report to the Board, as appropriate.
- D. Coordinate with Audit Committee and Investment Committee.
- E. Review and recommend policy to assure financial control.
- F. After reviewing staff input, recommend the establishment of the amount of dues, fees, and assessments.
- G. After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee. (See Appendix 1 Section 1: 1.1.2.B.5.c)
- H. Coordinate with the Planning & Evaluation Committee as it relates to proposed expenditures for capital improvements. (See Appendix 1 Section 1: 1.1.2.B.5.d)

SECTION 5 - INVESTMENTS COMMITTEE (updated 2/24/2021)

3.5.1 Committee Members

The Investments Committee (IC) shall consist of the Chairperson, who shall be a Director, and at least three (3) members who should have knowledge in the investment of financial assets and, to the extent practical, experienced in investment management and/or investment oversight.

3.5.2 Responsibilities

- A. The IC has the following specific responsibilities with respect to the Investment Advisors (IAs):
 - 1. Make timely recommendations to the Board concerning:
 - a. The hiring, termination, and replacement of the Investment Manager and/or Investment Advisor (collectively, the IM/IA) for each of the accounts that comprise the IAs.
 - b. The terms and wording for any contract between GVR and an IM/IA.
 - c. The specific wording and specifications for the Investment Policy Statement (IPS) set forth in Appendix 1 Section 3 that governs each of the accounts that comprise the IAs and any changes thereto.
 - 2. Perform the following ongoing functions:
 - a. Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently if required.
 - 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 the Board of the following:
 - a. A serious and meaningful violation of the IPS.
 - b. A potential replacement of an existing IM/IA.
 - c. Any update requested by the Board.
 - 4. Collaborate with the CEO/CFO concerning the following:
 - 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. 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. An IPS for each of the accounts that comprise the IAs.
 - b. An Investment Management Contract for each IM/IA hired by GVR.
 - c. Minutes of each meeting of the IC.

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE (updated 5/22/2018)

3.6.1 Committee Members

The Nominations & Elections Committee (N&E) shall consist of the Chairperson, who shall be a Director, at least one (1) other Director on the Committee, and a minimum of two (2) members who shall represent various geographic areas to the extent possible.

3.6.2 Responsibilities

A. Nominations

1. Submit a slate of qualified candidates to the Board at least ninety (90) days prior to the Annual Meeting.
2. 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.
3. Obtain names of candidates submitted by nomination petition to the Secretary, within the deadline of sixty (60) days prior to the Annual Meeting. (Staff)

B. Election Process

1. 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 the Board fails to set a record date, the record date shall be the date of ballot delivery.
2. Submit the final slate of candidates for the ballot to the CEO.
3. Establish the deadline for the return of ballots which shall be no later than 4:00pm on a date at least five (5) days before the Annual Meeting.

C. Election Results

1. The Committee shall have the validation/counting process completed at least two (2) business days prior to the date of the Annual Meeting or Special Meeting. (Staff?)
2. The Chairperson shall notify the Board Secretary of the results of the election.
3. In the election of Directors, if there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in the election, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.
4. 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.

SECTION 7 – PLANNING & EVALUATION COMMITTEE (updated 9/27/2016)

3.7.1 Committee Members

The Planning and Evaluation Committee (P&E) shall consist of the Chairperson, who shall be a Director, and members who shall be knowledgeable about capital projects and/or experience in financial management.

3.7.2 Responsibilities

- A. 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 Committee. (See Appendix 1 Section 1: 1.1.2.B.2.a)
- B. To be knowledgeable of the Strategic Plan and Long-term Capital Plan to ensure that all capital-funding recommendations comply with these plans. (See Appendix 1 Section 1: 1.1.2.B.5.b)
- C. To identify issues and trends that could contribute to the update of aforementioned plans.

PART 3: COMMITTEES

Approved January 28, 2014 except as amended

SECTION 1 – GENERAL

~~3.1.1~~

~~Chairpersons~~

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

~~3.1.1.C Terms of Board Committee~~

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~~Directors (updated 9/30/2020)~~

~~3.1.1 Committees of The Board of~~

~~A. Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board. Each committee will have a staff liaison selected by the CEO.~~

~~B. Each Director shall have the opportunity to serve on at least one committee, and not more than two (2). The Board President is ex officio to all committees, except for Audit Committee and Nominations & Elections Committee. Within three (3) day of Annual Meeting, Directors shall inform the Board President of committee preference and the Board President shall forward the requests to the Committee Chair for assignment and approval at April Board meeting.~~

~~A. D. Committee Terms are for three (3) years with a limit of six (6) consecutive years; two (2) term limit. Committee members are limited to two committees, if approved by the Board. Committee members can resign by notifying the Committee Chair during the term if unable to fulfill the full term.~~

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~~E. The Board will establish the duties and responsibilities of the Committees. Each Committee shall make policy recommendations to the Board for consideration.~~

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~~F. Standing Committees suggested minimum of five (5) members including the Chairperson and one other Director, and a maximum of nine (9) members.~~

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~~B. G. Responsibilities of Committee Chairpersons, along with committee members and staff liaison, are to identify goals in conjunction with the Strategic Plan; provide committee action plans to the Board for approval; provide, at least, quarterly updates to the Board; and at year-end identify accomplishments of the committee and continuing tasks for the next year.~~

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~~C. N. 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.~~

~~D. H. The President may establish Special or Ad Hoc Committees comprised of Members/Assigned Members in good standing, Directors and administrative staff as assigned by the CEO.~~

~~E. I. Committees are not required to follow Robert's Rules of Order.~~

~~F. J. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.~~

~~G. K. Committee members shall be GVR Members in good standing and must submit an application for a Committee appointment, appointed by the Chairperson, and The President, Chairperson, and CEO will review applications. After review of the~~

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applications the Chairperson will select Committee members and submit the appointments to the Board for approval at the April Meeting. Staff members, as liaisons to the Committees will be selected by the CEO. To the extent possible, Committees will include members knowledgeable about the functionality of that specific Committee. Two-thirds of the Directors (8) is needed to overrule a selection. Vacancies on the Committee during the year may be filled by the Chairperson after consulting with the President. Committee members may be removed from a Committee by the Chairperson or the Board by a vote of two-thirds (8) Directors.

L. Directors may attend any GVR Committee meeting, whether open or closed. To attend a meeting from a remote site, a request shall be made by email to the Committee Chairperson at least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to Committee members.

H.M. All materials for the Committee meeting will be available online three (3) business days before the meeting. If the deadline for item consideration is not met, the item will be placed on the next scheduled Committee meeting agenda.

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SECTION 2 3 - BOARD AFFAIRS COMMITTEE

3.3.1 Committee Members

The Board Affairs Committee shall consist of the Chairperson, who shall be a Director, and GVR members who should have knowledge of Corporate Bylaws and Policies.

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3.3.2 Duties and Responsibilities

- A. 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. Review and recommend revisions, when appropriate, to the governing documents of The Corporation.
- C. ~~Endeavor to maintain a community link with residents of the greater Green Valley community.~~

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~~D. H.~~ Review and recommend Board action on group applications for GVR "Club Status."

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~~E. I.~~ Where appropriate, recommend modification to GVR Club policies, in keeping with the best interest of The Corporation.

~~F. C.~~ Review the ~~Articles of Incorporation, the Bylaws and~~ the CPM, ~~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 Committee meetings, or proposed by member input.

~~G.D.~~ 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 shall be forwarded to the Board for their review and appropriate action.

~~H.E.~~ 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 con statements.

~~I.F.~~ Meet with Club Officers to adjudicate any disputes concerning the Annual Club Agreement. (SHOULD THIS BE REMOVED – STAFF FUNCTION)

- J. G. If a Committee wishes to make changes to the CPM:
1. The Committee will provide a paragraph stating the purpose and goal of the proposed changes to the Board Affairs Committee (BAC).
 2. If the BAC approves the purpose and intent, BAC will forward to GVR's Legal Counsel to ~~draft~~ review proposed changes.
 3. The draft changes will be presented to BAC and the Committee submitting the request.
 4. If approved by both the BAC and the Committee, the draft will be forwarded as a recommendation to GVR Board for approval.

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SECTION ~~3.3~~ 3.4 – FISCAL AFFAIRS COMMITTEE

~~3.3.1~~ 3.3.1

~~3.4.1~~ 3.4.1 Membership Considerations

Committee Members

The Fiscal Affairs Committee shall consist of the Chairperson, who shall be a Director, and to the extent possible, GVR members who shall be To the extent possible, the Committee will include members knowledgeable about capital projects, and/or with experience in financial management, and Generally Accepted Accounting Principles (GAAP).

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~~3.4.2~~ 3.4.2 Responsibilities

- A. Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve funding, the disposition of any Surplus and the transfers of Operating Cash. the Revenue/Expense Adjustment, and the amount of the Capital Fund Cash Account.
- B. Monitor progress toward achievement of annual financial fiscal objectives.
- C. 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, Investment Portfolios, and balance sheet), and report to the Board, as appropriate.
- D. Coordinate with the GVR Audit Committee and GVR Investment Committee.
- E. Review and recommend policy to assure financial control.
- F. Recommend After reviewing staff input, recommend the establishment and the amount of ~~Tenant Fees, membership~~ dues, ~~Initial Fees, Transfer Fees,~~ and assessments.

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~~G.~~ H. Recommend After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee. (P&E) for Board approval. (See Appendix 1 – Section 1.1.2.B.5.c)

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H. G. Coordinate with the Planning & Evaluation Committee as it relates to proposed expenditures for capital improvements. (See Appendix 1 – Section 1 1.1.2.B.5.d)

SECTION 4 7 – PLANNING & EVALUATION COMMITTEE (updated 9/27/2016)

3.4.1

Considerations Committee Members

The Planning and Evaluation Committee (P&E) shall consist of the P&E Chairperson, who shall be a Director, and GVR members who shall be to the extent possible, the Committee will include members knowledgeable about capital projects and/or experience in financial management.

3.7.1 Membership

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3.7.2 Responsibilities

- A. 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. (See Appendix 1 – Section 1 1.1.2.B.2.a)
- B. To be knowledgeable of the Strategic Plan, and Long-term Capital Plan, and Center Assessment Survey to ensure that all capital-funding recommendations comply with these plans. (See Appendix 1 – Section 1 1.1.2.B.5.b)
- C. To identify issues and trends that could contribute to the update of aforementioned plans.

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SECTION 5 2 - AUDIT COMMITTEE (SPECIAL) (updated 10/28/2014)

3.5.1 Membership Committee Members

The Audit Committee shall consist of the Audit Chairperson, who shall be a Director, and two or more GVR members who should have knowledge of financial reporting and internal control procedures.

3.5.2 Responsibilities

- A. The Audit Committee functions in the capacity of an overseer of GVR's financial reporting process and internal controls. The eCommittee is the conduit between GVR and the independent auditing firm. The Committee is not involved in the Corporation's daily accounting functions.
- B. The principal functions of the Audit Committee are:
 1. To recommend a CPA firm to the GVR Board to act as The Corporation's independent auditor.
 2. To review the independent auditor's terms of engagement.
 3. To review the results of each audit including opinion qualifications or expectations.
 4. To review the auditor's management letter and GVR management's response.
 5. To review issues and disputes that may arise between GVR

- management and the independent auditor during an audit.
- 6. To review the adequacy of internal financial controls with GVR management and the audit firm.

**SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE
(updated 5/22/2018)**

3.6.1 Membership Committee Members

- ~~A. The Nominations & Elections Committee shall consist of the N&E Chairperson, who shall be a Director, recommended by the President and approved by the Board.~~
- ~~B. There shall be at least one (1) other Director on the Committee, and a minimum of two (2) GVR Members who do not serve on the Board selected by the Committee Chairperson. Committee members shall be GVR Members, selected by the Committee Chairperson. The Committee members selected by the Chairperson shall represent various geographic areas to the extent possible. Committee members will serve a one (1) year term, provided however, any member of the Committee who becomes a candidate for election to the Board shall resign from the Committee immediately. (Part 3 Section 1: 3.1.2.A.G)~~
- ~~C. An administrative staff person will serve on the Committee and will be selected by the CEO. (Part 3 Section 1: 3.1.2.G)~~

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3.6.2 Responsibilities

- A. Nominations
 - 1. ~~Determine the qualifications and eligibility of each candidate. (Staff)~~
 - 2. Submit a slate of qualified candidates to the Board at least one hundred and twenty (120) days prior to the Annual Meeting. (Possibly 90 days when approved by the Board).
 - 3. 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.
 - 4. Obtain names of candidates submitted by nomination petition to the Secretary, within the deadline of sixty (60) days prior to the Annual Meeting, ~~if any, and determine the qualifications and eligibility of same. (Staff)~~
- B. Election Process
 - 1. 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 the Board fails to set a record date, the record date shall be the date of ballot delivery.
 - 2. Submit the final slate of candidates for the ballot to the CEO.
 - 3. ~~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. (Staff)~~
 - 4. Establish the deadline for the return of ballots which shall be no later than 4:00pm on a date at least five (5) days before the Annual Meeting.
 - 5. ~~Verify that the final ballot and ballot materials have been reviewed and approved by GVR's General Counsel. (Staff)~~
 - 6. ~~The ballot reply shall display all information deemed necessary for~~

- ~~validation purposes for use by the Committee. (Staff)~~
7. ~~Each candidate shall appoint two (2) GVR Members, who are in good standing, to participate in the validation and counting of paper ballots.~~
 8. ~~The counting of ballots, at the discretion of the Board 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 Nominations and Elections (N&E) Chairperson or their representative. (Bylaws Article V Section 3)~~
- C. Election Results
1. The Committee shall have the validation/counting process completed at least two (2) business days prior to the date of the Annual Meeting or Special Meeting. ~~(Staff?)~~
 2. ~~At the conclusion of the election, obtain the results of the election, including the establishment of a quorum. (Staff)~~
 3. The Chairperson shall notify the Board Secretary of the results of the election.
 4. In the election of Directors, if there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in the election, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.
 5. 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.
- D. 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 records for a period not less than three (3) years in accordance with the Arizona Nonprofit Corporation Act. (Staff)~~
- E. Board Orientation & Training
- Arrange appropriate in-service training, as required, for the Board. Ensure that Board orientation programs are held annually.

Commented [NM4]: Move to Board Affairs maybe 3.3.2.A

SECTION 7.5 - INVESTMENTS COMMITTEE (updated 2/24/2021)

~~3.7.1~~ **3.5.1 Membership Committee Members**

The Investments Committee (IC) shall consist of ~~the Chairperson, who shall be a Director, and at least two three (3) GVR Members who 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 ~~have be~~ knowledgeable in the investment of financial assets and, to the extent practical, experienced in investment management and/or investment oversight.

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~~3.7.2~~ **3.5.2 Responsibilities**

- A. The IC has the following specific responsibilities ~~and duties~~ with respect to the Investment Advisors (IAs):
1. Make timely recommendations to the Board concerning:
 - 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. The terms and wording for any contract between GVR and an IM/IA.
 - c. The specific wording and specifications for the Investment Policy Statement (IPS) set forth in *Appendix 1, Section 3* that governs each of the accounts that comprise the IAs and any changes thereto.
 2. Perform the following ongoing functions:
 - a. Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently if required.
 - 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 the Board of the following:
 - a. A serious and meaningful violation of the IPS.
 - b. A potential replacement of an existing IM/IA.
 - c. Any update requested by the Board.
 4. Collaborate with the CEO/CFO concerning the following:
 - 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. 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. An IPS for each of the accounts that comprise the IAs.
 - b. An Investment Management Contract for each IM/IA hired by GVR.
 - c. Minutes of each meeting of the IC.

Discussion points for changes to CPM Part 3 (with additional comments in green)

The following listing explains each of the items in the proposed changes to the CPM, Part 3: Committees, SECTION 1 - GENERAL. Some items are unchanged, some are completely new and some have minor changes. The references to 'current CPM' is the Corporate Policy Manual now found on www.gvrec.org.

PART 3: COMMITTEES

Approved January 28, 2014 except as amended

SECTION 1 – GENERAL

3.1.1 Committees of The Board of Directors (updated 9/30/2020)

- A. Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board. Each Committee will have a staff liaison selected by the CEO.

One change to current CPM 3.1.2.A:

Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board.

Added last sentence:

Each Committee will have a staff liaison selected by the CEO.

- B. Each Director shall serve on at least one Committee, and not more than two (2). The Board President is ex officio to all Committees, except for Audit Committee and Nominations & Elections Committee. Within three (3) days of Annual Meeting, Directors shall inform the Board President of Committee preference and the Board President shall forward the requests to the Committee Chair for assignment and approval at April Board meeting.

This is new. It requires all directors to serve on at least committee and to let the President and committee chairs know what committee(s) they are interested in serving on.

The reason for this change is to recognize that the committee process is an important part of the governance process and board directors should be engaged in it. It will help educate directors on the issues.

A suggested change from BAC meeting of 12/13/22:

Each Director shall have the opportunity to serve on at least one Committee, and not more than

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

No change to current CPM 3.1.1:

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

- D. Committee terms are for three (3) years with a limit of six (6) consecutive years; two (2) term limit. Committee members are limited to two Committees, if approved by the Board. Committee members can resign by notifying the Committee Chair during the term if unable to fulfill the full term.

This is new. It is added to encourage continuity in committees by keeping experienced committee members that are familiar with the long-term objectives and goals of each committee.

Suggested change from Carol Crothers to replace D.:

To maintain a level of continuity, it is recommended that chairs seek to have at least 1/3 new members each year and limit committee participation to no more than 6 consecutive years.

- E. The Board will establish the responsibilities of the Committees. Each Committee shall make policy recommendations to the Board for consideration.

No change to current CPM 3.1.2.B:

The Board will establish the duties and responsibilities of the Committees. Each Committee shall make policy recommendations to the Board for consideration.

- F. Standing Committees require a minimum of five (5) members including the Chairperson and one other Director, and a maximum of nine (9) members.

This is new. *It is based on best practices for nonprofit boards and research on similar nonprofit boards.*

A suggested change from BAC meeting of 12/13/22:

Change the wording from 'require a' to 'suggested'. It will read 'Standing Committees suggested minimum of five (5) members...'.
'

- G. Committee members shall be GVR members in good standing and must submit an application for a Committee appointment. 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. Staff, as liaisons to the Committees, will be selected by the CEO. Two-thirds of the Directors (8) is needed to overrule a selection. Vacancies on the Committee during the year may be filled by the Chairperson after consulting with the President. Committee members may be removed from a Committee by the Chairperson or the Board by a vote of two-thirds (8) Directors.

This is an expansion to the current CPM 3.1.2.G:

Committee members shall be GVR Members in good standing, appointed by the Chairperson, and staff members selected by the CEO. To the extent possible, Committees will include members knowledgeable about the functionality of that specific Committee.

The main change is:

'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.'

The reason for the change is:

1. Committee members (like Committee chairs) should be approved by the Board. It is based on best practices for nonprofit boards and research on similar nonprofit boards.

2. Reviewing applicants with the President, CEO and Committee Chair will ensure that 'To the extent possible, Committees will include members knowledgeable about the functionality of that specific Committee.'

Note – Requiring committee members to have board approval will require a bylaws change which can be put on this year's ballot.

Carol suggested eliminating this item entirely.

The BAC considers this extremely important to keep (for the reasons listed) and has approved the necessary bylaws change for the 2023 ballot (pending Board approval).

- H. Responsibilities of Committee Chairpersons, along with Committee members and staff liaison, are to identify goals in conjunction with the Strategic Plan; provide Committee action plans to the Board for approval; provide, at least, quarterly updates to the Board; and at year-end identify accomplishments of the Committee and continuing tasks for the next year.

This is an expansion to the current CPM 3.1.2.F:

Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.

It adds 3 additional tasks:

1. Identify committee goals in conjunction with the Strategic Plan.

2. Provide committee action plans to the board for approval.

3. Provide a yearend report to the board identifying accomplishments and continuing tasks for the following year.

The reason for these changes:

To keep committees productive and aware of projects and tasks expected of each committee from year to year.

- I. The President may establish Special or Ad Hoc Committees comprised of members/assigned members in good standing, Directors, and administrative staff as assigned by the CEO.

This is new and identifies how members of Special or Ad Hoc committees will be assigned.

- J. Committees are not required to follow Robert's Rules of Order.

No change to current CPM 3.1.2.E:

Committees are not required to follow Robert's Rules of Order.

- K. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.

No change to current CPM 3.1.2.F:

Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly

- L. Directors may attend any Committee meeting, whether open or closed.

This replaces the current CPM 3.1.2.H:

Directors may attend any GVR Committee meeting, whether open or closed. To attend a meeting from a remote site, a request shall be made by email to the Committee Chairperson at least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to Committee members.

- M. All materials for the Committee meeting will be available online three (3) business days before the meeting. If the deadline for item consideration is not met, the item will be placed on the next scheduled Committee meeting agenda.

This is new.

- N. Committee meetings will be open to all members, but may be held in closed session, at the discretion of the Committee or Subcommittee Chairperson.

This replaces the current CPM 3.1.2.C:

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.

Recommendations

Improving the Effectiveness of Committee Structure

Review of Current Practice/ Recommendations

Item	Current	Recommendation	Change to Bylaws and/or CPM
# of Standing Committees and Ad Hoc/Special Committees	5 Standing Committees 2 Ad hoc /Special	No change; minor refinement to CPM to make it in sync with Bylaws	CPM – yes clarify Audit Committee is a special committee
Role of Committee	Advise and Recommend ; Board doesn't delegate any authority to Committee	No change; important to reinforce to Committees;	None
Size of Committee	No requirement for minimum or max. Size has varied each year depending on Chair Currently, Committee size ranges from 4 to 11	Require a minimum of 5 and suggested maxi of 9	CPM yes.
Are Board Directors required to serve on Committee	No: Currently 8 of the 12 serve on committees; 4 do not; but this varies by year because Committee chairs do not need to include Board of Directors on committee	A Board Director should serve on at least one committee but no more than two; except for Board President, who is ex officio on all committees	CPM – yes
Should there be a certain # of Board Directors on a Committee	Board Affairs and Fiscal Affairs have 2 board members per agreement of these two members;	no more than 2 Directors on a Committee ; Other Directors are able to attend meetings; Committee members should not serve on more than 2 committees	CPM yes

Item	Current	Recommendation	Change to Bylaws and/or CPM
Appointment of Committee Chair	Board President appoints chairs with approval by Board	No change;	None
Appointment of Committee members	Appointed by Chair for one year	<ol style="list-style-type: none"> 1. GVR Members must submit an application for a Committee appointment. 2. 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. 3. Staff members, as liaisons to the Committees will be selected by the CEO. 4. Two-thirds of the Directors (8) is needed to overrule a selection. 5. Vacancies on the Committee during the year may be filled by the Chairperson after consulting with the President. Committee members may be removed from a Committee by the Chairperson or the Board 	<p>Change CPM</p> <p>Request Change in Bylaws: to read:</p> <p>Amend Article VIII Section 3: Insert 'nominated by President with Board approval'.</p>

Item	Current	Recommendation	Change to Bylaws and/or CPM
Terms Limits	None: 3 members serve on three different committees	<ol style="list-style-type: none"> 1. Recommend 3-year term; Member can resign, if unable to fulfill three years; 2. during the transition, appoint 1-, 2-, and 3-year members and phase in requirement. ; 3. Limited to 6 years (two 3-year terms); 4. Committee members are limited to two committees, if approved by Board. 	Change in CPM only;
How is the work of Committee continued between fiscal years .	No requirement	<ol style="list-style-type: none"> 1. Responsibilities of Committee Chairperson, in conjunction with committee members is to identify goals in conjunction with the Strategic Plan; 2. provide action plans to the Board for approval; provide quarterly updates to the Board; 3. and at year-end identify accomplishments of the committee and continuing tasks for the next year. 	CPM

Item	Current	Recommendation	Change to Bylaws and/or CPM
Recruitment	No mention of topic	1. Look at promoting membership recruitment; promote committee membership	Staff to work with N/E in coordinating events; communications in newsletters
Orientation/Education	No mention of topic Last year, manual was provided to Committee members (is this an annual occurrence?)	1. Schedule orientation in April for all committee members;	Staff to handle it
Recognition	No mention	1. Celebrate committee involvement thru annual celebration party; celebrate achievements;	Staff



Green Valley Recreation, Inc.
Board of Directors Work Session
Compensation Philosophy

Prepared By: Dee Schisel, HR Manager

Meeting Date: January 18, 2023

Presented By: Lemons

Originating Committee / Department: Human Resources/Administrative Department
Action Requested: Listen to presentation. Review and discuss adopting a Compensation Philosophy.
Strategic Plan Goal: Goal 4: Cultivate and maintain a sound financial base that generates good value for our members
Background Justification: It has been several years since GVR performed a market analysis regarding pay rates and structures for the organization. With the job market the way it is after COVID, GVR realized it was time to evaluate our pay rates, structures and philosophy. The Board is therefore asked to review a Compensation Philosophy (attached). Fiscal Affairs Committee will review the Compensation Philosophy at the January 17, 2023, meeting and may provide comments from its meeting at the Work Session.
Fiscal Impact: Adoption of the Compensation Philosophy and Pay Plan will cost GVR approximately 3% or \$130,108 for 2023. \$130,108 has been included in the 2023 Adopted Budget for this purpose. Annual increases going forward will be discussed with the Board as part of the annual budget approval process.
Board Options: <ol style="list-style-type: none">1. Review the recommended Compensation Philosophy2. Amend the recommended Compensation Philosophy3. Delay compensation philosophy at this time.
Staff Recommendation: Option #1
Attachments: Recommended Compensation Philosophy

Proposed Compensation Philosophy

Proposal to Fiscal Affairs Committee to make a recommendation to the Board to adopt a Compensation Philosophy.

GVR is committed to fair and equitable employee compensation that is competitive within the relevant labor market. This Compensation Philosophy was developed to attract and retain the best available talent in service to GVR's strategic plan and the communities it serves. The Compensation Philosophy is supported through the development and standardized application of a Pay Plan.

The Pay Plan was designed to be market-driven and is based on a comprehensive analysis of GVR's relevant labor market.

- The Pay Plan establishes appropriate pay rates based on data and trends specifically related to the labor market (e.g., Employment Cost Index as reported by the US Bureau of Labor Statistics and independent compensation survey data).
- Implementation of the Pay Plan is intended to align GVR with the relevant labor market and maintain parity with market changes; it does not include COLA increases or pay-for-performance at this time.

The Pay Plan includes:

- A Pay Scale with Pay Grades that are arranged to facilitate the assignment of market-aligned pay ranges for each position at GVR.
- Assignment of appropriate Pay Grades for each job that is informed by:
 - Wage market analysis of each position within its relevant labor market,
 - GVR's ability to "lag, meet, or lead" the labor market from a financial perspective, and
 - Internal considerations such as relationships within job families and similarities between roles.
- Standardized calculation of pay rates for employees within their respective jobs' assigned Pay Grades based on appropriate compensable attributes, such as relevant experience within the role.
- Diligent administration of pay practices and associated processes.
- Routine review and calibration of the systems and practices under the Pay Plan, to include regular analysis of the labor market and consideration of GVR's business objectives.
- A balanced approach to competitive compensation and sound financial stewardship.

GVR's Compensation Philosophy and associated Pay Plan will be overseen by the CEO in collaboration with the CFO, and will be administered by the Human Resources Manager.

The Compensation Philosophy and Pay Plan will be reviewed annually and adjusted as needed to continuously balance competitive pay with organizational goals, as well as to respond to changes within the labor market.



Green Valley Recreation, Inc.
Board of Directors Work Session
Discuss and Review Credo

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: January 18, 2022

Presented By: Kathi Bachelor, President

<p>Originating Committee / Department: Board of Directors</p>
<p>Action Requested: Discuss and Review Credo presented at the Board Retreat on November 30, 2022.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: Review Credo draft developed at Board Retreat</p>
<p>Fiscal Impact: None</p>
<p>Board Options: 1) Move the Draft Credo forward to Regular Board Meeting, January 25, 2023, for Approval. 2) Make Changes to Draft Credo before forwarding to the Regular Board Meeting, January 25, 2023, for Approval.</p>
<p>Attachments: 1) Draft Credo</p>

Green Valley Recreation Board Credo [DRAFT]

Our purpose is to serve the best interests of our current and future members through responsible and effective governance of GVR. We represent ALL members and seek to ensure that all community interests are understood and considered in our decision making.

As individually elected board members we commit to our members:

- To show up, prepared, and be thoughtfully engaged for each meeting;
- To listen with an open mind and a desire to understand different ideas and perspectives;
- To learn and develop our individual and collective capacity to make good governance decisions;
- To seek input, consider data, utilize expertise and engage our professional staff in informing our decision-making;
- To be transparent about our processes and decisions.

We personally strive to:

- Practice humility and self-awareness
- Learn from the past but focus on the future
- Listen with the intent to understand each other better
- Choose our own battles judiciously
- Support the decisions made by the group and be willing to disagree without undermining the credibility of GVR and the board
- Tackle the hard issues
- Show gratitude and respect to each other, as well as GVR members and staff

We are *neighbors*, working together to make our community a great place to live, play and learn.



Green Valley Recreation, Inc.
Board of Directors Work Session
Dues Adjustment

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: January 18, 2023

Presented By: Steve Gilbert, Director

<p>Originating Committee / Department: Board Director Steve Gilbert</p>
<p>Action Requested: Discuss the possibility of a two-level dues structure requested and presented by Board Director Steve Gilbert to address GVR members who do not use the GVR facilities.</p>
<p>Strategic Plan Goal: Goal 4: Cultivate and maintain a sound financial base that generates good value for our members</p>
<p>Background Justification: All homes purchased in a Deed-restricted subdivision, requiring perpetual membership, must pay the one-time Initial Fee or Membership Change Fee, and an Annual Fee and are GVR members. (Corporate Policy Manual (CPM) Part 1, Section 1, 1.1.5 Initial Fees, 1.1.6 Membership Change Fee, and 1.1.2 Annual Dues). Membership is tied to the owner’s property and annual dues are charged per property/lot, not per individual owner. The law (ARS) states: In deed-restricted communities with mandatory assessments/dues: non-use of amenities or facilities, or abandonment of property, does not change the contractual obligation to pay. Legal Counsel conclusion states: Based on the foregoing, it is our opinion that GVR could not have different base dues/assessments for GVR Members. The recorded restrictions and the obligation to pay require uniformity and not allowing members to forego payment based on non-use of facilities. The promises run with the land, with the lots, and are binding on heirs and successors.</p> <p>Board Director Gilbert will propose a possible solution to dues adjustment for the Board to consider.</p>
<p>Board Options: This is a discussion for the Board and may possibly be moved to a Regular Meeting for a vote.</p>



Green Valley Recreation, Inc.
Board of Directors Work Session
Glass Arts Project Costs

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: January 18, 2023

Presented By: Carol Crothers, Director

<p>Originating Committee / Department: Board Director Carol Crothers</p>
<p>Action Requested: Hold discussion on the Glass Arts project cost/contract requested by Director Carol Crothers.</p>
<p>Strategic Plan Goal: Goal 4: Cultivate and maintain a sound financial base that generates good value for our members</p>
<p>Background Justification: P&E has recommended spending no more than \$500k for the remodel of the Glass Arts space. The FAC recommended \$900k as requested from the administration for the project. The \$900k was in put in the budget approved by the Board. The club will contribute to the project through fundraising activities.</p>
<p>Fiscal Impact: Being considered during this discussion.</p>