



MINUTES

BOARD OF DIRECTORS MEETING

Wednesday, March 22, 2023 - 2pm

West Center Auditorium / Zoom

*Code of Conduct

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)

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

Visitors: 13 Including support staff

AGENDA TOPIC

1. Call to Order / Roll Call – Establish Quorum

The President being in the chair and the Secretary being present.

President Bachelor called the meeting to order at 2:00pm MST. Secretary Hillyer called the roll; quorum established.

2. Amend/Adopt Agenda

MOTION: Director Boyett moved, Director Blake seconded to adopt the Agenda as amended by moving from the Consent Agenda 7.C.1 and 7.C.3 to be the first actions under the Action Item.

Passed: unanimous

3. Presentation

Freddie Kinnaman recognition for saving a member's life at the Canoa Ranch Pickleball courts by using CPR and the AED machine, along with other members assisting her.

4. President Report

- This is the last Regular meeting of the year before the Annual Meeting on March 29, 2023.
- It has been her pleasure to work with this Board as the President and to have worked closely with CEO Somers. It has been wonderful to work with the CEO and all of the staff at GVR.
- There is time to apply to serve on a Committee. Apply online/email or print a paper copy and send to GVR. Available committees include: Audit Committee, Board Affairs Committee, Fiscal Affairs Committee, Investment Committee, Nominations and Elections Committee, and Planning and Evaluation Committee.

5. CEO Report

- It has been a pleasure working with this Board and President.

- Desert Hills Fitness Center is on schedule. The project will be finished and the equipment will be delivered in May. A ribbon cutting will be scheduled for May, but possibly June.
- Glass Arts Studio space has begun demolition, using GVR staff to keep the cost down. There will be a “ground breaking/wall smashing” event this evening with the Board being invited, along with contractors and others. Great opportunity to celebrate this project moving forward.
- Ceramics Arts Studio design expansion is underway with the architect working on the final designs and development of the construction documents. The construction documents and cost estimates will be brought to the Board when completed to get Board direction.
- Del Sol Clubhouse architectural designs for the upper and lower levels have been submitted to staff. Site work: the parking lot and driveways, and the tile work in the bathrooms all are underway. Once the bathrooms are done the temporary porta potties will be removed. The upper level of Del Sol Clubhouse is being used and GVR has received great feedback from members who are enjoying the Clubhouse.
- Woodshop designs are being drafted by the architect and their mechanical engineer. This was approved as part of the 2023 Club Funding Requests.
- Lapidary potential expansion at West Center will be discussed for program planning.

6. Member Comments – no member comments

7. Consent Agenda

MOTION: Director Boyett moved, Director Blake seconded to approve the Consent Agenda as amended.

Passed: unanimous

A. Minutes

- 1) BOD Regular Meeting Minutes: February 22, 2023
- 2) BOD Special Meeting Minutes: March 8, 2023
- 3) BOD Work Session Meeting Minutes: March 15, 2023

B. Financial Statement

- 1) February Draft Financial Statement

C. Board Business

- 1) Approve Recommended Amendments to CPM Part 7 – **Moved to Action Item**
- 2) CPM Part 6, Section 2 Membership/Guests/Monitoring 6.2.2.K.1-5
- 3) Placement of Board Credo in CPM – **Moved to Action Item**

8. New Business

A. Approve Recommended Amendments to CPM Part 7

MOTION: Director Boyett moved, Director Dingman seconded to approve the recommended amendments to CPM Part 7.

Passed: 9 yes / 3 no (Hillyer, Austin, Dean)

B. Placement of Board Credo in CPM

MOTION: Director Dean moved, Director Hillyer seconded to reject the whole document, except for the first paragraph only to be put in the Corporate Policy Manual.

Passed: 7 yes / no 5 (Bachelor, Boyett, Dingman, Gilbert, Lawless)

MOTION: Director Coon moved, Director Gilbert seconded to approve the Board Affairs Committee decision on the placement of the Board Credo first paragraph in Part 2, Section 1, and renumber the rest of Part 2.

Passed: 11 yes / 1 no (Hillyer)

- C. BAC Recommendation for Board Approval – Italian Club

MOTION: Director Coon moved, Director Crothers seconded to accept the Board Affairs Committee recommendation to approve an application to establish a GVR Italian Club.

Passed: unanimous

- D. 2023 Work Plan Approval

MOTION: Director Crothers moved, Director Coon seconded to approve the 2023 proposed Work Plan.

Passed: unanimous

- E. Authorize Transfer of Expense from Initiatives to Operations and Authorize an Expenditure of Approximately \$79,836 from Initiatives to Pay the Balance Owed on Fitness Equipment for Desert Hills Fitness Center

CFO David Webster said the amount for the final balance is less than stated on the Agenda and Staff Report. The final balance is \$75,403.57.

MOTION: Director Gilbert moved, Director Crothers seconded to authorize the transfer of an expense from Initiatives to Operations and authorize an expenditure of \$75,403.57 from Initiatives to pay the balance owed on fitness equipment for the Desert Hills Fitness Center.

Passed: unanimous

- F. Procurement and Spending Authority Policy

MOTION: Director Crothers moved, Director Boyett seconded to approve the Procurement and Spending Authority Policy and put in the Corporate Policy Manual in Part 5 Fiscal/Accounting, as Section 4.

MOTION TO AMEND: Director Dingman moved, Director Gilbert seconded to move the amount to \$25,000 versus the \$5,000 before a bid or quote is needed.

Failed: 4 yes (Bachelor, Boyett, Dingman, Gilbert) / 7 no (Nancy Austin was not available to vote)

SECOND MOTION TO AMEND: Director Lawless moved, Director Crothers seconded to decrease the amount to \$10,000 from \$25,000.

Passed: 10 yes / 2 no (Bachelor, Dingman)

AMENDED MOTION PASSED: unanimous

Amended Motion: Approve the Procurement and Spending Authority Policy with the amended \$10,000 amount for not requiring a bid and put this policy in the Corporate Policy Manual in Part 5 Fiscal/Accounting, as Section 4.

- G. Major Capital Projects Policy

MOTION: Director Crothers moved, Director Blake seconded to approve the traditional major project approval process is followed until a new policy is defined and approved by the Board. The process is defined in the Board report under Background Justification.

MOTION: Director Crothers moved that the Board request detailed project plans with all contingencies identified for all major projects. Plans will be updated monthly. The Board will commit to addressing any potential delays caused by the Board or its committees.

MOTION TO AMEND: Director Boyett moved, Director Gilbert seconded to amend that both of these motions be sent back to the appropriate committees for recommendations: Board Affairs, Fiscal Affairs, Planning and Evaluation Committees. Then send to staff for direction. Use Director Crothers' recommendation for the committees to work from.

FAILED: 6 yes / 6 no (Austin, Carden, Coon, Crothers, Dean, Hillyer)

MOTION: Director Boyett moved, Director Lawless seconded to table this discussion until we receive more feedback from staff and committees. Bring this back at the June Work Session and Regular Meeting.

Passed: 8 yes / 4 no (Austin, Crothers, Dean, Hillyer)

9. Committee Reports – There were no committee reports due to time. It was suggested to put the Committee Reports at the beginning of the meeting.

A. Audit	Austin
B. Board Affairs	Coon
C. Fiscal Affairs	Crothers
D. Investments	Lawless
E. Nominations & Elections	Dingman
F. Planning & Evaluation	Hillyer

10. Member Comments – There were no member comments.

Director Coon said this is her last meeting after serving for six years. She enjoyed her last year especially with this Board. She thanked her fellow Directors and members who served on various committees. She has learned so much over all these years and serving on all the committees. She offered that GVR Board be mindful of all the many reasons people move to Green Valley and how GVR is used differently by all these people. Keep making GVR better for the future. She thanked Kathi Bachelor, President, for working well with the CEO and attending all the committee meetings. She thanked the staff, also.

President Bachelor thanked Director Coon for her service and all her knowledge used in her years of service.

11. Adjournment

MOTION: Director Hillyer moved, Director Dean seconded to adjourn the meeting at 3:58pm.

Passed: unanimous