



## MINUTES

### BOARD OF DIRECTORS MEETING

Wednesday, August 23, 2023, 2pm

West Center Auditorium / Zoom

**Directors:** Marge Garneau (President), Carol Crothers (Vice President), Bart Hillyer (Secretary), Jim Carden (Treasurer), Barbara Blake (Assistant Secretary), Nancy Austin, Kathi Bachelor, Beth Dingman (arrived at 2:07pm), Steve Gilbert, Bev Lawless, Joe Magliola, Richard Sutherland, 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:** 43 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 Garneau called the meeting to order at 2pm MST. Secretary Hillyer called the roll; quorum established.

#### 2. Amend/Adopt Agenda

**MOTION: Director Garneau moved, Director Hillyer seconded to amend the Agenda to add the CEO Report after the President report.**

**Passed: unanimous**

#### 3. President Report

- Welcome to Richard Sutherland and Joe Magliola as new Board Directors replacing two Directors who resigned.
- Reminder: Operating under Robert's Rules of Order. A Director introducing an item has ten minutes to speak. Once a motion is made on the item presented there will be two rounds for response from Directors allowing three minutes for each response. The vote will be called for after the two rounds. If a Director chooses to abstain, state the purpose for abstention.
- Talk directly into the microphone for all attending in person and on Zoom to hear.

#### 4. CEO Report

- Glass Arts space at Santa Rita Springs: Major construction shall be completed in 2 to 3 weeks. Mechanical, electrical, ceiling and lighting fixtures, masonry, stucco roofing, and exterior painting need to be completed. There are plans for an October grand opening.
- Del Sol Clubhouse: Parking lot plans and construction documents are currently under final review by the architects' consultants and engineers. The final drawings should be at Pima County soon for approval. Waiting for a cost estimator to have a general idea for the cost. Permitting will be about a ten-week period. Once this is completed the project will go out for bid and then will be able to recommend an award of contract.

- Canoa Hills Center: Closed for remodeling. Pool deck has been resurfaced. Construction has begun in the restrooms, locker rooms, lobby, auditorium and fitness rooms. Planning to reopen Canoa Hills Center in October.
- West Center Expansion: Staff has been meeting with the architect for the Lapidary, Artisan Shop, and Woodworking area to review programming notes developed by each of these clubs. Cost estimation work is underway. When high-level concept drawings and cost estimation are available this will be brought back to the Board to seek direction on moving forward.
- Desert Hills: Design upgrades and cost estimates are being developed for expansion of locker rooms. The goal is to have the cost estimate for the recommended budget so work may begin next year.
- Club Funding Request for 2023: Request for the Wood Shop vacuum system was approved by the Board. Construction documents have been completed and approved by Pima County. The building permit should be issued soon and proposals will be sought by multiple contractors. If the bids come in over \$100,000, per the procurement policy, it will come to the Board for approval.

## 5. Member Comments: 0

## 6. Presentations

- Quarterly Financial Report – David Webster presented a high-level overview for the quarter.

## 7. Committee Reports – All reports received and placed on file.

- Audit
- Board Affairs
- Fiscal Affairs
- Investments
- Nominations & Elections
- Planning & Evaluation

## 8. Consent Agenda

**MOTION: Director Carden moved, Director Blake seconded to approve Consent Agenda.**

**Passed: unanimous**

- Minutes:
  - BOD Regular Meeting Minutes: June 28, 2023
- Financial Statements:
  - May, June, and July

## 9. Action Items

- Approve Updated Committee Responsibilities

**MOTION: Director Garneau moved, Director Sutherland seconded to accept the Committee pages and reports as presented to the Board and worked on at the Work Session.**

**MOTION TO AMEND: Director Austin moved, Director Hillyer seconded to remove “or auditors” in Section 1 General, 3.1.1.E. to read “Committees do not have authority to create policy, contract for services, expend or commit funds, or contact Board-appointed contractors such as, but not limited to, attorneys.”**

**Passed: 9 yes / 3 no (Bachelor, Gilbert, Lawless)**

**MOTION TO AMEND:** Director Carden moved, Director Bachelor seconded to remove Section 3 Fiscal Affairs Committee from the vote for this meeting and present Section 3 at the Regular Meeting in September to allow the Fiscal Affairs Committee extra time to review.

Passed: unanimous

**MOTION TO AMEND:** Director Crothers moved, Director Blake seconded to change 3.1.1.F to state a minimum of two (2) members from minimum of five (5) members.

Failed: 4 yes (Blake, Crothers, Hillyer, Magliola) / 8 no

**AMENDED MOTION PASSED:** Passed: 11 yes / 1 no (Crothers)

*Amended Motion: To accept the Committee pages and reports as presented to the Board and worked on at the Work Session, with the exception of the Fiscal Affairs Committee which was withdrawn and will be presented at the next regular meeting, and including the amendment to 3.1.1.E. removing "or auditors".*

B. BAC Recommended Board Approval for Membership Change Fee

**MOTION:** Director Crothers moved, Director Hillyer seconded to approve the recommended wording from the Board Affairs Committee for the Corporate Policy Manual Part 1 Membership and Facilities: 1.1.6.B Membership Change Fee as follows: The Membership Change Fee shall be refunded to the GVR member owner of a sold primary residences who buys another primary residence within a 12-month period after presenting GVR with background material showing this was a change in primary residence and approve staff recommended implementation beginning October 1, 2023, as follows:

**A. Upon transfer of title of a GVR membership property, the new owner shall pay a Membership Change Fee.**

**Exemptions:**

- 1. The Membership Change Fee shall not apply to the transfer of legal ownership of a GVR deeded property from a trust if the resulting legal owners of the property are identical to the trustees of the trust immediately prior to the transfer.**
- 2. A person or legal entity who acquires ownership of a legal or beneficial interest of the GVR property resulting from death, sells it within six (6) months of the date of death will be exempt from the Membership Change Fee (and Transfer Fee) provided they do not elect to utilize the facilities or have Tenants in the property who wish to utilize the facilities.**

**B. The Membership Change Fee shall be refunded if the following apply:**

- 1. A Member has owned and occupied a GVR property within 365 days of transfer of title, provided that the Member demonstrates that she/he has moved from one owner occupied primary GVR residence to another owner occupied primary GVR residence and has presented GVR with background material showing this was a change in primary residence.**
- 2. The Member(s) has owned and occupied the GVR property being sold for at least one (1) year.**
- 3. A tenant card has not been issued on the property within the twelve (12) months immediately prior to the sale of the owner-occupied property.**

**4. The Member(s) submit a refund request for the MCF. GVR will review the property transaction details to confirm ownership and eligibility for both properties. Refunds will be processed upon verification.**

**C. Revenue from the Membership Change Fee may be used as will most effectively further the general purpose of The Corporation to provide for current and future needs. A portion of the revenue from Membership Change Fee is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.**

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

**MOTION TO AMEND: Director Bachelor moved, Director Lawless seconded to defer the Membership Change Fee back to staff and the Fiscal Affairs Committee for the budget process.**

**Failed: 5 yes (Bachelor, Dingman, Gilbert, Lawless, Sutherland) / 7 no**

**C. Contract Approval for Security Cameras**

**MOTION: Director Hillyer moved, Director Blake seconded to award a contract to Preventronics for security camera provision and installation, with a scope of work to include cameras in locations to be determined by GVR staff, set contract in an amount not to exceed \$50,000 and yearly maintenance, thereafter, not to exceed \$5,000.**

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

**THIS MOTION WAS NOT VOTED ON SINCE THE FIRST MOTION PASSED - MOTION:**

**Director Bachelor moved, Director Gilbert seconded to award a contract to Preventronics for security camera provision and installation, with a scope of work to include member entrances, lobbies, adjacent walkways, and parking lots in an amount not to exceed \$170,000, but with the understanding this amount will be less since the scope of work has decreased.**

**D. Board Officer Assistant Treasurer Election**

**1) Assistant Treasurer**

**a) Nomination**

- Austin            1    will not run
- Gilbert           1    will not run
- Magliola        3    will run
- Sutherland     4    will run

**b) Election**

- **Magliola        6 Assistant Treasurer**
- Sutherland     5

**10. Member Comments:** Comments held during the meeting

**11. Adjournment**

**MOTION: Director Carden moved, Director Magliola seconded to adjourn the meeting at 4:29pm.**

**Passed: unanimous**