

MINUTES
BOARD AFFAIRS COMMITTEE MEETING
Monday, April 23, 2018
1:30 pm MST – Administrative Offices Annex

Committee Approved Minutes May 8, 2018

GVR Mission Statement: *“To provide recreational, social and leisure education opportunities that enhance the quality of our members’ lives.”*

ATTENDEES: Gail Vanderhoof (Chair), Charles Sieck (Associate Chair) Gail Ault, Lynne Chalmers, Donna Coon (Advisor), Carol Crothers (ex officio), Suzan Curtin, John Haggerty, Jerry Humphrey, Arthur LaFrance, Bob Northrup, Sandra Thornton

GUESTS: Carol Lambert, Barbara Mauser, Vicki Mournian, Kathy Skytta.

STAFF LIAISON: Kathy Edwards, David Webster

CALL TO ORDER / ESTABLISH QUORUM

Chair Gail Vanderhoof called the meeting to order at 1:30. Roll call by John Haggerty.
Quorum established.

MINUTES

ACTION ITEMS:

MOTION: Item 1 Motion: LaFrance moved and Chalmers seconded. Sentence number 8 to be added to the Corporate Policy Manual: Section VI, Subsection 4, Add #8: 8. Any Director will be made a non-voting member to any GVR committee at Director’s request. The request shall be made by email to the committee chairperson. The non-voting director will be provided with all materials otherwise provided to a regular committee member.

The motion passed with 6 in favor, three against.

MOTION: Item #2 LaFrance moved and Chalmers seconded: Two sections will be removed and replaced with Section VI, Subsection 1 c and d: C. It is the policy of GVR that all email communications concerning GVR governance and other corporate matters be managed through a central server. To facilitate GVR shall provide each member of the Board of Directors with an official GVR email address which is to be used solely for governance related communications and other matters among Board members, a Director’s communications with GVR members, and communications with GVR staff. If a Director receives an email from a GVR member concerning GVR matters on their personal email, the Director shall forward the incoming message to their official GVR email address and then respond from that official GVR email address.

GVR shall also maintain a password-protected generic email account (general inquiries) which shall serve as the means of email communication between members and the Board collectively and/or the CEO for matters relating to GVR business and/or operations. The Directors' official email addresses and the GVR general inquiries email address shall be posted on the GVR website and may be published in GVR publications.

Other than voting on an action without a meeting (ARS 10-3821) it is the policy of the GVR Board of Directors that Board members shall not use email to decide policy.

D. The CEO or CEO designee shall serve as GVR email administrator and shall have the following responsibilities with respect to email sent to the GVR general email address:

1. Responding to member emails requesting general information or forwarding same to the appropriate GVR administrative staff member;
2. Acknowledging receipt of all other member emails and forwarding same to the GVR Board for review and response; and
3. Archiving email messages.

Approved 9-0. Northrup qualified his vote that some changes may be needed and wants the committee to act on that.

MOTION: Action item #3 Chalmers moved and Sieck seconded. Move c. Arrange appropriate in-service training, as required, for the Board. Ensure that Board orientation programs are held annually.

The motion was approved unanimously.

NEW BUSINESS – DISCUSSION ITEM

DETAILS OF MINUTES Board Affairs Committee Monday, April 23, 2018 Attached below

Item 1 Provide non-member directors electronic access to any GVR committee or sub-committee and allow emailing of materials. Sentence number 8 was added to the Corporate Policy Manual: Section VI Board/Board Committees Subsection 4, Board Committees' duties and responsibilities: 8. Any Director will be made a non-voting member to any GVR committee at Director's request. The request shall be made by email to the committee chairperson.

LaFrance moved, Chalmers seconded. Haggerty added, "The non-voting director will be provided with all materials otherwise provided to a regular committee member." as a friendly amendment. David Webster stated that GVR can handle conference calls. Sieck added there was a code (password) that you had to input. Vanderhoof noted this motion would be taken to the attorney for legal advice before proceeding to the Board.

Item 1. Recommendation to Board to add sentence 8 after review by attorney passed 6 to 3.

SECTION VI – BOARD / BOARD COMMITTEES, SUBSECTION 4. BOARD COMMITTEES’ DUTIES AND RESPONSIBILITIES. B. Committees Of The Board Of Directors 8. Any Director will be made a non-voting member to any GVR committee at Director’s request. The request shall be made by email to the committee chairperson. The non-voting director will be provided with all materials otherwise provided to a regular committee member.

Item 2. Sieck proposed the change to the CPM email policy, presently is in two separate places in the CPM with conflicting statements. This change corrects and clarifies the Board’s ability to use email between board members, as the Board requested. The two conflicting sections will be removed and the update inserted in Section VI.

LaFrance moved and Chalmers seconded this change.

Crothers had drafted similar changes last year, but they were not put on the BA agenda. It is critically important for the Board to have clear cut direction. LaFrance noted that the censure of emails or running them through a general administrative server is a terrible process. He thinks Kent comes across as experienced and thoughtful - and who would want the job of culling through emails? Also, the communication system invades privacy, prohibits freedom of communication, violates values of open communication and is difficult to enforce.

Haggerty provided the background regarding a potential lawsuit when an employee was dismissed. He drafted original to provide a common server for all corporate emails. It has morphed into being very restrictive. He believes we need to 1) open up communication between Board and Board and between Board and members and 2) retain a central server so corporate email is located in one spot. Crothers noted while state statute indicates decisions may not be made via email, information and background could be emailed to help in decision making with this change. Board members are interpreting current CPM as, “I can’t send email to Board members”. Haggerty then asked for a friendly amendment to take out the word “president” in the second to the last paragraph of subsection C and it was granted.

LaFrance asked that section E be removed as it is a censure to free speech. Also, we should eliminate prohibited language as a matter of practicality. Who decides what’s harassing and what’ penalty is imposed?

Chalmers proposed an amendment to the current motion to delete para E and Sieck seconded.

Curtin cautioned the Board needs to protect itself from threatening emails. Humphrey was not comfortable rushing this and indicated Board snowbirds need to be part of the

conversation. Sieck indicated there was some urgency as the Board currently is not following the CPM. Northrup interjected that the Code of Conduct speaks to para E.

The vote was 6 to 4 to remove para E.

Haggerty said there are areas in the CPM that conflict, no matter what you do. Board needs to be able to communicate with one another without reprisal and this will not resolve communications issues entirely.

Chalmers called for the question and it was approved 9-0. Northrup qualified his vote that some changes still may be needed and hopes the committee will act on that.

Item 2. Recommendation to Board after review by attorney to replace paras C/D, remove para E passed 9 to 0.

SECTION VI – BOARD / BOARD COMMITTEES, SUBSECTION 1(Powers, Duties and Responsibilities of the Board of Directors)

C. GVR Board of Directors Email Policy It is the policy of GVR that all email communications concerning GVR governance and other corporate matters be managed through a central server. To facilitate GVR shall provide each member of the Board of Directors with an official GVR email address which is to be used solely for governance-related communications and other matters among Board members, a Director's communications with GVR members, and communications with GVR staff. If a Director receives an email from a GVR member concerning GVR matters on their personal email, the Director shall forward the incoming message to their official GVR email address and then respond from that official GVR email address. GVR shall also maintain a password-protected generic email account (general inquiries) which shall serve as the means of email communication between members and the Board collectively and/or the CEO for matters relating to GVR business and/or operations. The Directors' official email addresses and the GVR general inquiries email address shall be posted on the GVR website and may be published in GVR publications. Other than voting on an action without a meeting (ARS 10-3821) it is the policy of the GVR Board of Directors that Board members shall not use email to decide policy.

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When approved by the GVR Board of Directors this update replaces:

Section VI (Board/Board Committees)

Subsection 1 (Powers, Duties, and Responsibilities of the Board of Directors):

Paragraphs

C. Board of Directors Email Policy – Adopted 6/3/14.

D. GVR Email Administrator

E. Prohibited Email Communications

And:

Section X (Miscellaneous), Subsection 1 (Communication Policy

B (Member Communications

Paragraph 5. (Email Communication with Members)

Sub-paragraph c. (GVR Board of Directors Email Policy (upd 10/25/2016)

And:

Paragraph 6. (Prohibited Email Communications)

Item 3 Vanderhoof reported the Nominations and Elections committee had come to Board Affairs asking that they c) arrange appropriate in-service training orientation programs annually rather than Board Affairs. Board Affairs suggested that Elections might also take i) develop pro and/or con statements for ballot proposals.

Chalmers moved to approve, Sieck seconded. Haggerty said the pro and con ballot issue had bounced between the two committees, due to a conflict problem in writing the pro/con statements. Northrup suggested a friendly amendment removing item i until it can be discussed more fully.

This was done and the item c approved unanimously.

Item 3. Recommendation to Board unanimously approved to move from 1) Board Affairs to 5) Nominations and Elections.

SECTION VI – BOARD / BOARD COMMITTEES, SUBSECTION 4. BOARD COMMITTEES' DUTIES AND RESPONSIBILITIES

c. Arrange appropriate in-service training, as required, for the Board. Ensure that Board orientation programs are held annually.

Section VI, Subsection 4, C. 1:

1. Board Affairs Committee

c. Arrange appropriate in-service training, as required, for the Board. Ensure that Board orientation programs are held annually.

MOVE TO NOMINATIONS AND ELECTIONS Section VI, Subsection 4, 5. Nominations & Elections Committee,

b. Responsibilities. Add to Responsibilities as number 5.

NEXT MEETING: May 8, 2018, 1:30 pm, Las Campanas Juniper Room

ADJOURNMENT:

Vanderhoof adjourned the meeting at 3:20pm