

# MINUTES

## BOARD AFFAIRS COMMITTEE MEETING

TUESDAY, MAY 8, 2018 – 1:30PM, LAS CAMPANAS

**ATTENDEES:** Gail Vanderhoof (Chair), Gail Ault, Donna Coon (Advisor), Carol Crothers (ex officio), Suzan Curtin, John Haggerty, Arthur LaFrance, Bob Northrup, Sandra Thornton

**Absent:** Charles Sieck (Associate Chair), Lynne Chalmers and Jerry Humphrey

**GUESTS:** Kathi Bachelor, Nina Campbell, Royce Fickling, Joyce Finkelstein, Clark Lambert, Barbara Mauser, Gina Rowsam, Terry Vogler

**GVR Staff:** Kent Blumenthal, Jen Morningstar

### **CALL TO ORDER / ESTABLISH QUORUM**

Chair Gail Vanderhoof called the meeting to order at 1:32 PM. Roll call by Carol Crothers; quorum established.

Arthur LaFrance stated he would like the record to reflect he is not licensed to practice law in the state of Arizona.

### **MINUTES**

ACTION ITEMS:

MOTION MINUTES APPROVAL: Vanderhoof opened the session asking for a vote on the minutes of April 23. Curtin moved and Haggerty seconded; the vote was unanimous.

MOTION ITEM 1: Haggerty moved and Ault seconded; motion was approved unanimously to adopt as line 8 in Section VI, Subsection 4, B to the Corporate Policy Manual:

*8. Directors may attend any GVR committee or sub-committee, 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 a committee member and have no special speaking rights.*

MOTION ITEM 2: Ault moved, Haggerty seconded to replace section C and D of SECTION VI – BOARD/BOARD COMMITTEES, SUBSECTION 1 with our committee's suggested replacement:

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 for all email communications relating to GVR business and/or operations between Directors and/or GVR staff, and email communications between GVR members and Directors. If a Director receives an email from a GVR member concerning GVR matters on their personal email and a response if appropriate, the Director shall forward the incoming message to their official GVR email address and then respond from that official GVR email address. In email communications with members, Directors shall be mindful of their duty to support the legitimacy and authority of Board decision.*

*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 individual Board members shall not use email to make policy or vote on any matter related to GVR.*

We reiterated that Section D is okay as we had previously determined:

*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.*

### **NEW BUSINESS – DISCUSSION OF ITEMS**

WORK SESSIONS: Under Committee Discussion, the Committee agreed to work sessions with the next being held on Monday, May 14 at 10 AM at the West Center. Future meetings will be the 4th Monday at 10 AM. Next regular Board Affairs meeting is June 12 at 1:30 PM at Santa Rita Springs.

ITEM 1: A closed meeting was suggested to discuss attorney opinion on our April 23<sup>th</sup> motions. A motion to close the meeting was called, but there was no second. After discussion, the Committee agreed not to quote from the attorney's letter, but suspended our "client privilege", and agreed to leave the meeting open, so the member/guests could be included. The Board President brought the membership up to date with what the committee was attempting to accomplish and the membership was provided handouts minus the attorney letter.

ITEM 2: Discussion on Item 2 Board to Board Email Communication was explained by Haggerty indicating the addition of "mindful of their duty to support the legitimacy and authority of Board Decisions". It was stated a member should exercise discretion on whether to make a response. Discussion resulted on ALL GVR matters being forwarded to the GVR generic email system (yes), whether it was ostracizing the membership to debate by email, Open Meeting law says no deliberation and this is deliberation (but GVR is not a public entity governed by the Open Meeting law), the Corporate Attorney recommended no change. It was stated Corporate Attorney's job is to say whether our action collides with any of our documents and how to pursue what the committee wants.

The Committee reiterated consensus that the removal of two similar paragraphs, "Prohibited Email Communications" in SECTION VI, SUBSECTION I, para E PROHIBITED EMAIL COMMUNICATIONS and in SECTION X, SUBSECTION I, para B, para 6 PROHIBITED EMAIL COMMUNICATIONS noting that the Code of Conduct speaks to para E.