



MINUTES
BOARD AFFAIRS COMMITTEE MEETING
Tuesday, November 13, 2018
1:30 pm MST – Las Campanas – Juniper Room

Committee Approved Minutes November 28, 2018

GVR Mission Statement: "To provide recreational, social and leisure education opportunities that enhance the quality of our members' lives."

Attendees: G. Vanderhoof (Chair), G. Ault, S. Curtin, J. Haggerty, B. Northrup, S. Thornton, and C. Crothers (Ex-Officio)

Remote Attendees: NONE

Absent: C. Sieck, L. Chalmers, J. Humphrey, and A. LaFrance

Guests: 5

Staff Liaison: G. Rushing II, Director, Recreation Services

Additional Staff: B. Blumenthal, CEO and T. Demma, Meeting Scribe

1.) CALL TO ORDER

Chair Vanderhoof called the meeting to order at 1:37pm.

2.) ROLL CALL / ESTABLISH QUORUM

G. Ault took the role, quorum established.

3.) ADOPT AGENDA

Chair Vanderhoof asked that the meeting agenda be amended with the change being to include the topic of Guest Cards.

MOTION: J. Haggerty / Seconded. Approve the agenda as amended.

Passed: unanimous

4.) ADOPT MINUTES

August 14, 2018 Regular Meeting

MOTION: C. Crothers / Seconded
Approve the August 14, 2018 minutes.

Passed: unanimous

October 9, 2018 Regular Meeting

**MOTION: C. Crothers / Seconded
Approve the October 9, 2018 minutes.**

Passed: 5 Yes 0 No 2 Abstentions: Ault and Curtin

5.)NEXT MEETINGS

Chair Gail Vanderhoof. noted the next work session will be December 3 at 1:30pm, location TBD and the regular meeting will be December 11 at 1:30pm at Las Campanas.

At the Dec. 11 meeting, BAC will begin working on Issue #3: single/landlord/tenant guest card policy. One of the topics to be addressed is the number of membership cards to be issued to single and two-occupant households.

6.)Action Items

Procedure for Legal Review - Exhibit 1

The Chair introduced a document titled *Procedure for Legal Review*. The document will provide guidance when BAC approved Corporate Policy Manual amendments have potential legal issues. The amendments will be referred to the CEO to determine whether a legal review is advisable.

These instructions will be attached:

Matters presented for legal review by the GVR Board Affairs Committee shall be reviewed only to determine if the matter is in compliance with state law, GVR Articles of Incorporation or GVR Bylaws. If not in compliance, the reason for such non compliance should be stated, including if words or phrases are unclear or ambiguous. No further opinion or recommendation is to be provided unless specifically requested.

Committees – Bylaw Compliance and More -Exhibit 2

The Chair introduced a document titled *Committees – Bylaw Compliance and More*. It was identified as Exhibit 2. Section B changes relate to the duty of the chairperson to select committee members and committee's ability to close to close a session. Section C relates to legal review, and pro/con statements for the ballot. Pro and con statements might be better addressed by publishing the bylaws to be amended in GVR publications and in the Green Valley News for members' comments. .

After review, Sections B and C are to read:

SECTION VI – BOARD/BOARD COMMITTEES

SUBSECTION 4. BOARD COMMITTEES' DUTIES AND RESPONSIBILITIES

B. Committees of The Board of Directors (updated May 22, 2018)

1. Standing Committee Chairpersons shall be Directors, appointed by the Board President. Ad Hoc and Special Committee Chairpersons shall be appointed by the President, ~~but need not be Directors.~~ All Chairpersons must be approved by the Board.
2. The Board will establish the duties and responsibilities of the **standing** committees. Each committee shall make policy recommendations to the Board for consideration. **Purpose, duties and duration of Special or Ad Hoc Committees shall be established by the President with Board approval.**
3. 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.~~
4. The President may establish special or ad hoc committees. ~~comprised of members/assigned members in good standing, Directors and Administrative Staff.~~
5. Committees are not required to follow Robert's Rules of Order.
6. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
7. ~~At least one other committee member shall be a Director of the Board.~~ Committee members shall be GVR members in good standing, appointed by the Chairperson, ~~and staff members selected~~ **Staff Liaison shall be appointed** by the Chief Executive officer. To the extent possible, committees will include members knowledgeable about the functionality of that specific committee.
8. 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.

C. Duties and Responsibilities of Board Committees

1. Board Affairs Committee

- 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.

- d. Review and recommend Board action on group applications for GVR "Club Status."
- e. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
- f. Review the Articles of Incorporation, the Corporate Policy Manual, 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 committees meetings, or proposed by member input.
- g. Forward all proposed revisions to the Articles of Incorporation, **bylaws and appropriate CPM matters to the CEO for legal review** ~~legal counsel to ensure they are in compliance with State and Federal laws and the Articles of Incorporation. for opinion,~~ including the effect on tax-exempt status. After **legal review consultation,** the specific wording of the recommended modifications **from the committee** shall be forwarded to the Board for their review and appropriate action.
- ~~h. 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.~~
- hi. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.

**MOTION: J. Haggerty / Seconded
Approve Exhibit 2, as amended.**

Passed: unanimous

Guest Card Policy- Bylaw Compliance - Exhibit 3 (Relabeled Guest Card/Life Care Policy – Exhibit 3)

The Chair introduced a document titled Guest Card Policy. It was labeled Exhibit 3 and it covers *Section II – Membership, Subsection 2. General- Part B Guest Policy* and *Part C Life Care Privilege* of the Corporate Policy Manual (CPM). It is a continuation of the bylaw Compliance Series. These legal issues to comply with bylaws has been approved by legal review twice. Should the Board of Directors approve, these amendments will serve to comply with existing bylaws. Section II, Subsection 2, para B and C will read as follows:

SECTION II – MEMBERSHIP

SUBSECTION 2. GENERAL

B. Guest Policy (updated 8/29/2017)

1. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, **or CRCF Resident** ~~or Life Care User~~ of GVR and who live outside a twenty (20) mile radius of established GVR Boundaries. In general, guest cards are provided for visitors who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest of the member.

2. Anyone residing in a non-GVR property within the jurisdiction of the corporation is not an eligible guest.
3. GVR Members, **Assigned Members, CRCF Residents and Tenants** may purchase an Annual Guest Card for a fee determined by the Board of Directors. GVR members, **Assigned Members, CRCF Residents and Tenants** may also purchase Daily Guest Cards for an additional fee. Limit one (1) Annual Guest Card per household. The Annual Guest Card allows for an unlimited number of guests and guest visits. Daily Guest Cards allow for unlimited number of guests on specific days only.
4. GVR Members who own more than one GVR property may purchase an Annual Guest Card only for the property in which they reside.
5. No more than one (1) Annual Guest Card may be purchased by an individual(s) owning GVR properties regardless of the number of properties owned.
6. Annual Guest Cards may not be purchased for properties which are tenant occupied. ~~Tenants may purchase Daily Guest passes for a fee determined by the Board of Directors.~~
7. Annual Guest Cards are valid through the end of the calendar year (December 31). Annual Guest Card fees are not prorated.
8. Adult guests 18 years of age and older are required to have a valid Annual Guest Card/**Daily Guest Card** when visiting GVR facilities. Multiple guests visiting the same facility may use the same Annual Guest Card /**Daily Guest Card**.
9. Guests under the age of 18 do not require Annual Guest Cards/**Daily Guest Cards** and must be accompanied by a GVR-issued card-carrying adult.
10. Replacement of a lost or damaged Annual Guest Card must be obtained at a GVR Member Services office. The fee for replacement cards is determined by the Board of Directors. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a GVR Member Services office before a replacement card will be issued.
- ~~11-~~ ~~For a fee determined by the Board of Directors, tenants with guests may purchase a day **Daily Guest Card** for each guests over the age of 18.~~
- ~~112-~~ Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.
- ~~123-~~ At management's discretion, guest usage of GVR facilities may be limited to nonprimetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID Card. In addition, ~~members and guests~~ **anyone** who abuses GVR ID card privileges may be subject to ~~sanctions and penalties up to and including fines and/or loss of privileges, as determined by the Board of Directors.~~ ~~Rules governing board-authorized sanctions and penalties will be publicized to the general membership.~~
- ~~134-~~ GVR stopped issuing Annual Guest Cards on a complimentary basis to new Single Member Households on March 1, 2016. Annual Guest cards offered on a complimentary basis to Single Member Households prior to March 1, 2016 (whereby the GVR member property remains a single member household) will continue to be issued, provided that the affected

GVR Member formally requests a Single Member Annual Guest Card each year. The formal request may be made any time during a calendar year and for each subsequent calendar year. Failure to request a card during a calendar year will result in forfeiture of the Single Member Annual Guest Card privilege for the GVR member. Cards are specific to a GVR member property and are not transferable to a new owner of the property.

~~15. Life Care Privilege – Life Care Users may purchase Annual Guest Cards and Daily Guest Passes following the same guidelines established for guests of any GVR Member.~~

C. Life Care Privilege (updated 6/26/2018)

1. Life Care Users are former GVR members in good standing who currently reside in a life care facility in the Greater Green Valley area and have requested, for a fee, to have GVR privileges extended to them.
2. The former GVR member of a membership property must make an annual application in the Membership office.
3. An individual annual fee will be charged at a rate determined by the Board, either for the full year or prorated as required. This fee is non-refundable.
4. A “Life Care Facility” is defined as a continuing care retirement community, assisted living community, as well as those communities defined in the Arizona State Statutes regarding Life Care Contracts.
5. A distinctive identification card will be issued by GVR, which will permit the individual to use GVR facilities, register for programs and attend club functions.
6. Along with the following limitations, Life Care Users are subject to the same rules and regulations as all GVR Members.
7. Life Care Users are subject to the following:
 - a) May not serve on the Board of Directors or be a member of a Committee of the Board.
 - b) May not vote for any membership issues.
 - ~~c) Life Care Users may purchase guest cards following the same guidelines established for guests of any GVR Member.~~

MOTION: J. Haggerty / Seconded

Approve Exhibit 3, as amended

Passed: unanimous

7.)DISCUSSION ITEMS

Non-Disclosure vs. Confidentiality Agreement

Chair Vanderhoof directed committee members to the document titled *Confidentiality Agreement for Board Affairs Committee Members*.

After discussion geared to whether or not an agreement was the best way of managing a legal review while honoring the client-attorney privilege the Chief Executive Officer agreed to work with GVR legal counsel to identify how the Board Affairs Committee can fulfil its role without the need of committee members having to enter into a confidential agreement. Further, what the CEO learns from GVR legal counsel on this matter is to be shared with Committee Chair Vanderhoof and GVR President Crothers.

8.)MEMBER COMMENTS: 0

9.)ADJOURNMENT

**MOTION: Haggerty/ Seconded.
Adjourn the meeting at 3:15 pm.**

Passed: unanimous