

# EXHIBIT 1

## Section VI BOARD / BOARD COMMITTEES

### Subsection 4. BOARD COMMITTEES DUTIES AND RESPONSIBILITIES

#### B. Committees of the Board of Directors

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. *The purpose, duties and duration of special or ad hoc committees shall be established by the President with Board approval.* Each committee shall make policy recommendations to the Board for consideration.
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.~~ **Audit Committee meetings will be held in executive sessions.**
7. At least one other committee member shall be a Director of the Board, **on any committee with four or more members.** ~~excluding the President acting in an ex-officio capacity.~~ Committee members shall be GVR members in good standing, appointed by the Chairperson, ~~and staff members selected by the Chief Executive officer.~~ To the extent possible, committees will include members knowledgeable about the functionality of that specific committee.

It will then read:

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7. At least one other committee member shall be a Director of the Board, on any committee with four or more members. Committee members shall be GVR members in good standing, appointed by the Chairperson. To the extent possible, committees will include members knowledgeable about the functionality of that specific committee.