



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

## MINUTES

### BOARD AFFAIRS COMMITTEE MEETING

Thursday, June 11, 2020  
10:00am MST – Teleconference

Committee Approved – July 9, 2020

**ATTENDEES:** Christine Gallegos (Chair), Joyce Finkelstein, Richard Kidwell, Fred Monique, Jen Morningstar (Interim CEO), Bob Northrup, John Stearman, Beverly Tobiason, Don Weaver (ex officio), Michael Zelenak

**STAFF LIAISON:** Karen Miars

#### 1. Call to Order

Chair Gallegos called the meeting to order at 10:05am.

#### 2. Roll Call / Establish Quorum

Roll call by Gallegos; Quorum established.

#### 3. Adopt Agenda

#### 4. Discussion Items:

- **Rules of Engagement** – Gallegos read the rules.
- **Board Affairs Committee Charge per the CPM**  
Discussion regarding Board Affairs Committee's charge in the Corporate Policy Manual (CPM) vs. Policy Governance Manual (PGM). Board Affairs Committee to continue to use CPM as primary guide.
- **Review Board of Directors Code of Conduct** - Gallegos led the discussion. Revisions to "draft" Board of Directors Code of Conduct:
  - #6, 2<sup>nd</sup> sentence: Add "GVR members, GVR Board, and GVR guests" after "...GVR staff..." and correct (#10) to (#9).
  - State clearly in the Code of Conduct that sanctions and penalties should be enforced by a super majority vote (2/3) of the full Board of Directors.Bev Tobiason, John Stearman, and Mike Zelenak to report at the July BAC meeting examples/procedures to identify and enforce Code of Conduct violations.
- **Review GVR Rights of Life Care Members** - Richard Kidwell led the discussion.

GVR Interim CEO Jen Morningstar to acquire a legal opinion regarding the eligibility of Life Care Members to participate as members of committees and their voting rights.

- **Policy Governance Committee Overview** - Tobiason and Bob Northrup presented.

**5. Updates:**

- **Bylaws Subcommittee Report** - Zelenak reported.  
**MOTION: Zelenak / Seconded. The Bylaws Subcommittee recommends they move forward with the reorganized Bylaws to be compared with the Arizona Statutes, submitted to legal counsel to have necessary wording changed based on rules or laws that were changed in the last three years. Passed: unanimous**

**6. Member Comments** – 1

**7. Next Meeting** – Thursday, July 9, 2020, 10:00am

**8. Adjournment** – Meeting adjourned at 11:20am.