



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

## **MINUTES**

### **BOARD AFFAIRS COMMITTEE MEETING Regular Meeting – Closed/Open Thursday, September 10, 2020 10:00am MST – Teleconference**

**Committee Approved – October 8, 2020**

**ATTENDEES:** Christine Gallegos (Chair), Joyce Finkelstein, Richard Kidwell, Bob Northrup, Beverly Tobiason, Michael Zelenak, Jen Morningstar (Interim CEO)

**ABSENT:** Fred Monique

**GUESTS:** Wendy Ehrlich, Esq., GVR Board Director Bev Lawless

**STAFF LIAISON:** Karen Miars

**Visitors:** 10

#### **Closed Portion with Wendy Ehrlich, Esq.**

##### **Call to Order**

Chair Gallegos called the meeting to order at 10:01am MST.

##### **Roll Call / Establish Quorum**

Roll call by Karen Miars; Quorum established.

##### **Adopt Agenda**

**MOTION: Finkelstein / Seconded. Adopt Agenda as amended.**

**Passed: unanimous**

##### **Approve August 13, 2020 Meeting Minutes**

**MOTION: Kidwell / Seconded. Approve August 13, 2020 Meeting Minutes as presented.**

**Passed: unanimous**

##### **Action Items:**

- Facilities Usage - CPM Revised Language. Discussion. Action to be taken in the Open Portion of meeting.
- Investments Committee Recommendations-CPM Revised Language. Discussion. Additional actions to be taken in the Open Portion of meeting.  
**MOTION: Zelenak / Seconded. Send existing Corporate Policy Manual (CPM), Section VI. Board/Board Committees, Subsection 4. Board**

**Committees' Duties and Responsibilities that deals with the Investments Committee to Attorney Wendy Ehrlich for a rewrite.  
Passed: unanimous**

**Discussion Items:**

- CPM Changes Legal Review. Discussion. Action to be taken in the Open Portion of meeting.

**Open Portion of Meeting**

- Facility Usage – CPM Revised Language  
**MOTION: Gallegos / Seconded. Approve the Corporate Policy Manual (CPM) language as revised by Wendy Ehrlich, Esq., Section IV, Facility Usage for recommendation to GVR Board of Directors.  
Passed: unanimous**
- Investments Committee Recommendations - CPM Revised Language.  
**MOTION: Gallegos / Seconded. Undo approved changes and return to original language in the Corporate Policy Manual (CPM) Section VI. Board/Board Committees, Subsection 1. Powers, Duties, and Responsibilities of the Board of Directors, I. Indemnification, that was previously approved at the August 13, 2020 BAC meeting; and add to Section IX. Risk Management, Subsection 3: C. Committee Members. Committee members shall be listed as additional insureds on the directors and officers liability policy.  
Passed: unanimous**

**MOTION: Gallegos / Seconded. Approve Corporate Policy Manual (CPM) recommended changes by the Investments Committee regarding Committee Chairpersons as revised by Wendy Ehrlich, Esq., Section VI. Board/Board Committees, Subsection 4. Board Committees' Duties and Responsibilities, B. Committees of the Board of Directors, #1 and #7, for recommendation to GVR Board of Directors.  
Passed: unanimous**

- CPM Changes - Legal Review  
**MOTION: Gallegos / Seconded. If a committee wishes to make changes to the Corporate Policy Manual (CPM), the committee will provide a paragraph stating the purpose and goal of the proposed changes to the Board Affairs Committee (BAC). If the BAC approves the purpose and intent, BAC will forward to GVR's legal counsel to draft changes. The draft changes will be presented to BAC and the original committee. If approved by both, the draft will be forwarded as a recommendation to GVR Board of Directors for approval.  
Passed: unanimous**
- BAC Objectives/Goals  
BAC agreed to the following 2020 BAC Objectives:
  - \* Ensure GVR governing documents are aligned and consistent with applicable Arizona state laws.
  - \* Review and recommend Board action on group applications for GVR "Club Status."

- \* Undertake positive marketing efforts for GVR Bylaw amendment ballot proposals being submitted to membership for a vote. This could include eBlast articles; presentation meetings for membership; pro & con statements; etc.
  - \* "Maintain a community link with residents of the greater Green Valley community."
  - \* Revisit the Duties and Responsibilities of the BAC.
  - \* Listen to what the Board would like us to address and prioritize multiple issues.
- Review of 2019-2020 BOD & BAC CPM Changes – Director Kidwell received reported one recommendation received from a Committee member that was addressed earlier in the meeting. In October, BAC will review 2018-2019 BOD and BAC CPM changes.

**Member Comments – 0**

**Next Meeting:** Thursday, October 8, 2020, 10:00am, Electronic

**Adjournment**

**MOTION: Finkelstein / Seconded. Adjourn meeting at 11:44am MST.**

**Passed: unanimous**