



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

MINUTES

Board Affairs Committee Regular Meeting

Tuesday, June 8, 2021

1:30pm MST – GVR Annex / Electronic

Committee Approved – July 13, 2021

Attendees: Nina Campfield (Chair), Larry Backus, Regina Ford (arrived 2:10pm), Connie Griffin, Lynn Janklow, Bev Lawless, David Messick, Tony Zabicki, Mike Zelenak (ex officio), Scott Somers (CEO), Jen Morningstar (Liaison/Director of Administrative Services), Karen Miars (Meeting Scribe)

Absent: Joyce Finkelstein

Visitors: 7

I. Call to Order

Chair Campfield called the meeting to order at 1:30pm MST.

II. Roll Call

Roll call by Karen Miars. Quorum established.

MOTION: Backus / Seconded. Accept agenda as presented.

Passed: unanimous

III. Approve May 11, 2021 Meeting Minutes

MOTION: Messick / Seconded. Approve May 11, 2021 Meeting Minutes as presented.

Passed: unanimous

IV. Old Business

1. Director Protocol Subcommittee Report

Subcommittee Chair Lawless reviewed the report. Discussion.

MOTION: Griffin / Seconded. Approve to update the Corporate Policy Manual (CPM) with the proposed Recommendation from Director Protocol Subcommittee, in the appropriate place decided by the Board Affairs Committee, for recommendation to the GVR Board of Directors.

Passed: unanimous

V. New Business

1. Send Recommendation to BOD to put Amended & Restated Bylaws on 2022 Ballot.

MOTION: Messick / Seconded. Approve recommendation to the Board of Directors to place the Amended and Restated Green Valley Recreation, Inc. Bylaws on the 2022 Ballot to include only the necessary changes to be in compliance with the Arizona Revised Statutes (A.R.S.).

Passed: unanimous

Lengthy discussion. Directors Campfield and Zelenak to verify with legal counsel the only changes made in the Amended and Restated GVR Bylaws were those to align with Arizona Revised Statutes (A.R.S.).

2. Establish Bylaws Subcommittee
 - a. Board authority clarification (% of budget definition)
 - b. Investigate possibility of terms for committee members
 - c. Change wording of \$2,500 signing authority
 - d. Eligibility restrictions for board candidates (i.e., spouse on board, sign code of conduct, no criminal convictions)
 - e. Other changes.

Bylaws Subcommittee: Joyce Finkelstein (Chair), David Messick, and Lynn Janklow. Other committee members to be determined by the subcommittee chair at a later date.

3. Establish Governance Subcommittee to revise governance policy to be consistent with GVR Bylaws and CPM.

Governance Subcommittee: Larry Backus and Connie Griffin. Additional subcommittee members and chair to be determined at a later time.

Jen Morningstar gave an update on staff restructure of the CPM.

4. Establish CPM Revision Subcommittee
CPM Revision Subcommittee members and chair to be determined at a later time.

* Regina Ford joined the meeting.*

5. GVR Club EIN Number Policy (CPM change)
Morningstar stated IRS regulations for EIN numbers for Clubs have changed. IRS has placed the responsibility on Clubs, not GVR staff. Therefore, CPM wording needs to change to explain Clubs are responsible for their EIN numbers and their reporting and to no longer turn them into staff.

MOTION: Griffin / Seconded. Board Affairs Committee authorizes GVR staff to rewrite the GVR Club EIN Number Policy in the CPM and to recommend directly to the Board of Directors to update the CPM.

Passed: unanimous

VI. Member Comments

VII. Adjourn

MOTION: Backus / Seconded. Adjourn meeting at 2:19pm MST.

Passed: unanimous