



MINUTES

Board Affairs Committee

Tuesday, November 9, 2021

1:30pm MST – West Center, Room 2 / Zoom

Committee Approved – November 30, 2021

Committee: Nina Campfield (Chair), Regina Ford, Connie Griffin, *Lynn Janklow, Bev Lawless, David Messick, Mike Zelenak (ex officio)

Absent: Joyce Finkelstein, Tony Zabicki

Staff Present: Kris Zubicki (Recreation Services Director), Amanda McDermott (Membership), Karen Miars (Meeting Scribe)

Visitors: 5

I. Call to Order

Chair Campfield called the meeting to order at 1:27pm MST.

II. Roll Call / Establish Quorum

Roll call by Karen Miars; quorum established.

III. Approve October 21, 2021 Meeting Minutes

MOTION: Messick/Seconded. Approve the October 21, 2021, Meeting Minutes as presented.

Passed: unanimous

IV. Chair Comments

V. Subcommittee Reports

1. Bylaws Subcommittee – The subcommittee is working on a promotional campaign for the Amended & Restated Bylaws to come before the voting members with two Member Forums scheduled.

2. Governance Subcommittee – no report

VI. New Business

1. Revise CPM – Member Fees

Chair Campfield reviewed proposed changes to Section II. Membership, Subsection 3. Annual Dues, Annual Dues Installment Payment Plan, Initial Fees, Fees for Services. Discussion followed regarding changing the name of the Property Acquisition Capital Membership Change Fee.

*Lynn Janklow joined the meeting.

MOTION: Campfield/Seconded. Approve proposed changes to the Corporate Policy Manual (CPM), Section II.3. per the attached, not to include the Fees name changes for the Property Acquisition Capital Fee and the Transfer Fees.

Passed: unanimous

Chair Campfield to meet with GVR Staff Zubicki and McDermott regarding appropriate name changes for the Property Acquisition Capital Fee and the Transfer Fees.

2. Recording of GVR Meetings

MOTION: Campfield/Seconded. Board Affairs Committee recommends to the Board that Board and Committee meetings be recorded only for the purpose of allowing staff to draft accurate minutes and that thereafter, recordings be deleted.

Passed: 4 yes / 2 no (Griffin, Lawless), 1 abstain (Janklow)

3. Sanctions for Violating Email Policy

MOTION: Campfield/Seconded. Board Affairs Committee recommends to the Board that the Board of Directors email be used solely for informational purposes; that misuse of Board email will result in the loss of SEND privileges by the offending party; and that staff be charged with providing the technology to support this and the CEO to establish the protocol.

MOTION TO TABLE: Zelenak/Seconded. Table this for further discussion about implementation.

Motion to Table Passed: unanimous

4. Speaking Times

MOTION: Campfield/Seconded. Board Affairs Committee recommends to the Board to amend the Corporate Policy Manual (CPM) Section VI.3.B. Protocol and Conduct for Board Meetings per the attached as amended.

Discussion:

- B.5.b) **Add:** Board members will wait until a speaker has **yielded the floor finished** before raising their hands to be recognized.
- B.5.e) **Add:** Each board member may speak twice on a motion at the same meeting, but will not be recognized **a second time** until every other board member has had a chance to speak."

Passed: unanimous.

VII. Member Comments – addressed during meeting.

VIII. Adjournment – Meeting adjourned at 2:58pm MST.

SUBSECTION 3. ANNUAL DUES, ANNUAL DUES INSTALLMENT PAYMENT PLAN, INITIAL FEES, FEES FOR SERVICES (updated 9/25/2018)

A. General

~~All Fees, Annual Dues, Service Fees and Delinquency charges and fees shall be established each year by the approval of a majority of Directors in office, provided that should the Board fail to establish the amount of a particular fee, it shall remain unchanged from the previous year. Special assessments for any purpose shall require approval of a majority of Directors in office, and a vote of at least a majority of the Members voting.~~

B. Annual Dues

1. The Board shall establish membership dues for each fiscal year on or before December 10. In establishing annual dues, the Fiscal Affairs Committee and the Board of Directors shall use the following formula as a starting point. The sum of 50% of the CPI (W) percentage increase/decrease through September of the current year and 50% of the Social Security percentage increase/decrease for the current year. To the extent permitted by law, the Committee and Board may deviate from this formula in establishing the dues after taking into consideration all relevant factors including, but not limited to, projected operating costs, maintenance projects, and appropriate reserves. These dues are payable on or before January 1 of that same fiscal year.
2. Upon the initial purchase of a property in a deed-restricted subdivision, the annual dues shall be prorated as of the date of closing. When an owner of property in a subdivision which is not master deed restricted subjects his property to a GVR deed restriction, the annual dues shall be prorated as of the date the property is made subject to the voluntary deed restriction.
3. Commercial Residential/Care Facility (CRCF) membership properties shall pay annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied.

C. Annual Dues Installment Payment Plan

1. Payment plans are available to Members who prefer to pay annual dues in monthly installments rather than in one lump sum, subject to the limitation in (3) below.
2. The fees for setup and administrative costs associated with a payment plan will be established by the Board.
3. A GVR property must be owner-occupied in order to qualify for a payment plan.

4. The past and current month's payments will be charged and must be paid at the time the plan is set up.
5. If a member requests a payment plan, his/her account may be subject to all applicable finance charges.
6. Members will only be able to use the payment plan with an Automatic Clearing House (ACH) Debit.
7. At the time of the request, future finance charges will stop unless the member defaults on payments. If the account is defaulted, all past applicable finance charges that would have been charged will become due.
8. Members may continue to use GVR facilities and attend programs if they are current with their payments.

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D. Due Date and Effect of Nonpayment of Annual Dues.

1. Annual dues are due and payable on or before January 1st.
2. Any dues, fees, or assessments that are not paid in full ten (10) days after their due dates shall be deemed delinquent and subject to a late fee as determined by the Board.
3. If a member's account remains delinquent as of May 1, the account will be referred to counsel for collection, including, but not limited to, the recording of a notice of lien against the member's property and the initiation of legal proceedings against the delinquent member and/or his property. Collection costs, including, but not limited to, attorney's fees and court costs, shall be the responsibility of the delinquent members.
4. A member who has entered into an approved payment plan with GVR and is in compliance with the terms thereof shall not be considered delinquent.

E. Initial Fees

1. The Initial Fee may be adjusted annually by the Board based on the Department of Labor CPI (Consumer Price Index), "all items, Western Urban Region," rounded to the nearest dollar amount.
2. The initial fee ~~applies upon the sale of a deed-restricted GVR property from a developer to a third party or is due at the time of the closing of escrow on a deed-restricted membership property or upon an owner at the time an owner elects~~ electing to voluntarily deed-restrict property for GVR membership.
3. An owner paying an Initial Fee shall be exempt from paying the Property Acquisition Fee on that property.
- 3.4. ~~A portion of the revenue from Property Acquisition~~ Initial Fees is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.

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E. F. Property Acquisition Capital Fee (updated 8/28/2019)

1. Upon transfer of title ~~to of~~ a GVR membership property, the new owner shall pay a Property Acquisition Capital Fee.
- ~~1-2. The Property Acquisition Capital Fee shall be refunded if the new owner was a GVR member within 365 days prior to the transfer of title and owns no other GVR property.~~
- ~~2. The GVR Member is entitled to a refund of the Property Acquisition Capital Fee if the titleholder(s) own a single GVR membership property, and held title to a single GVR membership property within 365 days prior.~~
- ~~3. When acquiring one or more additional GVR membership properties, the new the new owner shall pay the Property Acquisition Capital Fee for each such additional property, except for transfer of title, as described in #2 of this section E.~~
3. Revenue from the Property Acquisition Capital Fees may be used as will most effectively further the general purpose of the Corporation to provide for current and future needs. A portion of the revenue from Property Acquisition Capital fees is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.
4. The Membership Change Fee does not apply to the transfer of title for estate purposes (e.g., into a trust).

F. Other Fees (updated 12/17/2015)

A fee for service is payment for the work involved in an operation that benefits individual members, as distinct from the entire membership.

1. The Board has established fees for services:
 - a) **Transfer Fees:** There shall be a charge for the processing of the transfer of a membership upon the transfer of title to a membership property.
 - b) **Tenant Fees:** Upon application, tenant cards shall be issued to a person leasing GVR membership property. There will be a charge for a tenant card.
2. The authority to establish and modify operational fees is delegated to GVR Administration as part of the ongoing day-to-day management of the organization. Such fees fall in the following broad categories.
 - a) **Programmatic Fees:** These fees are established to provide cost recovery of direct expenses related to entertainment, participation, and instructional programs.
 - b) **Facility Fees:** These fees are established to provide cost recovery related exclusively to the use of facility space and/or equipment by outside groups and member usage beyond the basic services of GVR. Such fees include, but are not limited to,

reservation fees, time incremental facility usage fees, equipment fees, custodial and technician fees, catering. Damage deposits are required.

- c) **Administrative Fees:** These fees are established to provide cost recovery for miscellaneous services provided to members and outside parties. Such fees include but are not limited to, photocopying, facsimile, computer, facility keys, card replacement and publications.
- d) **Processing Fees:** These fees are established to provide cost recovery for labor and overhead generated through business transaction to members and outside parties. Such fees will be attached to all transactional business including, but not limited to, member dues, programs, instructional courses, and rentals.

SUBSECTION 4. DELINQUENCY AND PENALTIES

A. General

The Board shall ensure the establishment of:

- 1. Payment due dates for initial fees, annual membership dues, fees for services and assessments.
- 2. Penalties for late payments.

B. Effect of Non-Payment

- 1. Annual dues are due and payable on or before January 1st.
- 2. Any dues, fees, or assessments that are not paid in full ten (10) days after their due dates shall be deemed delinquent and subject to a late fee as determined by the Board.
- 3. If a member's account remains delinquent as of May 1, the account will be referred to counsel for collection, including, but not limited to, the recording of a notice of lien against the member's property and the initiation of legal proceedings against the delinquent member and/or his property. Collection costs, including, but not limited to, attorney's fees and court costs, shall be the responsibility of the delinquent members.
- 4. A member who has entered into an approved payment plan with GVR and is in compliance with the terms thereof shall not be considered delinquent.

B. Protocol and Conduct for Board Meetings updated 5/24/16

1. Board meetings shall be announced in all available electronic and print media and are open to the general membership.
2. Special meetings of the Board may be called by the President or the Vice President, due to special circumstances or at the request of any two (2) Directors. Directors will be given two (2) days written notification of any special meeting. An agenda will be provided once the meeting is set.
3. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board with exceptions as noted in paragraph 5 below.
4. Board meetings shall be held at least quarterly, at a place and time determined by the Board.
5. The Board will use the following small board protocol during Board meetings:
 - a) Board members do not have to stand, but should must be recognized by the President to speak or make motions.
 - a)b) Board members will wait until a speaker has yielded the floor finished before raising their hands to be recognized.
 - b)c) Motions must be seconded.
 - e)d) Each board member may speak for no more than ~~ten~~ three (3) minutes ~~per topic~~ when recognized.
 - e) Each board member may speak twice on a motion at the same meeting, but will not be recognized a second time until every other board member has had a chance to speak
 - d)f) Informal discussion is allowed on non-motion topics.
 - e)g) Votes will be taken by a show of hands (or vocal, if attending electronically).
 - f)h) To vote on a subject, a formal motion must be made.
 - g)i) The President need not stand when putting items to a vote.
 - h)j) The President may debate, make motions and vote.
6. GVR members shall be permitted to address the Presiding officer of the Board to provide input, subject to the following protocols:
 - a) Member comments shall be addressed to the Presiding officer and shall related to the motion under discussion, and shall not address the actions of one or more individual directors.

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- b) No member may speak until recognized by the Presiding officer. No member may interrupt another member while he/she is speaking. No member may seek the floor until invited by the Presiding officer.
 - c) Members shall act in a courteous and civil manner.
 - d) A member must identify him/herself by name and provide their GVR Number or GVR property address prior to addressing the Presiding officer.
 - e) Members are encouraged to provide written comments in addition to verbal remarks.
 - f) Members may speak to action items being considered at each regular or special session of the Board after all Directors had have an opportunity to speak to the issue and for no more than one (1) minute, unless additional time is allotted by the Presiding officer.
 - g) Members may speak for no more than two (2) minutes on any GVR-related issue prior to adjournment of each regular or special session of the Board, unless additional time is allotted by the Presiding officer.
 - h) If the President or Presiding officer shall determine in his/her sole discretion that a member's conduct violates one or more rules of proper protocol for receiving member comments at Board of Directors meetings, the Presiding officer may require the member to leave the meeting or move to recess or adjourn the meeting.
7. Board meetings shall not be adjourned until all agenda items have been considered except as follows: ~~except (i)~~ by a two-thirds (2/3) affirmative vote of the Directors in attendance; ~~or (ii) except by the President or Presiding officer per 6h above.~~

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