



MINUTES

Board Affairs Committee

Tuesday, November 30, 2021

1pm, MST

Committee Approved – December 14, 2021

Committee: Nina Campfield (Chair), Regina Ford, Connie Griffin, Lynn Janklow, Bev Lawless, David Messick, Tony Zabicki, Mike Zelenak (ex officio), Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor)

Absent: Joyce Finkelstein

Visitors: 5

I. Call to Order

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

II. Roll Call / Establish Quorum

Roll call by Nanci Moyo. Quorum established.

III. Approve November 9, 2021 Meeting Minutes

MOTION: Lawless / Seconded. Approve November 9, 2021, Meeting Minutes as presented.

Passed: unanimous

IV. Chair Comments

V. Reports

1. Bylaws Subcommittee (Campfield) – Work was continuing on the forums to present the bylaws changes to the membership.
2. Governance Subcommittee (Lawless) – Continued work was being done on the CEO and Board Affairs sections.

VI. New Business

1. Amend motion from 6/8/2021 Meeting
MOTION: Campfield / Seconded. Moved that the June 8 motion "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.)" be amended to read: "Approve recommendation to the Board of Directors to place the Amended and Restated Green Valley Recreation, Inc. Bylaws, Version 3 on the 2022 Ballot and recommend that members vote to approve it."
Passed: Yes – 6 / No – 1 (Zabicki)

2. Approve and Recommend Acceptance of CPM organizational structure
MOTION: Campfield / Seconded. Moved to recommend that the Board of Directors accept the following organization and structure for GVR's Corporate Policy Manual:
Part 1: Membership
Part 2: Board of Directors
Part 3: Committees
Part 4: Chief Executive Officer
Part 5: Fiscal/Accounting
Part 6: GVR Programs and Clubs
Part 7: Communications
Part 8: Risk Management
Part 9: Human Resources
Part 10: Miscellaneous
Passed: unanimous

3. Approve and Recommend CPM Amendments – Parts 2, 3 and 4
MOTION: Campfield / Seconded. Moved that the Board Affairs Committee approve and recommend that the Board of Directors approve and adopt the revised Parts 2 and 3 of the newly-reorganized Corporate Policy Manual as attached. Part 4 was tabled to the next BAC Meeting on December 14, 2021.
No vote taken.

VII. Old Business

1. Fee Name Change
MOTION: Messick / Seconded. Recommend that the Board of Directors approve changing the name of the "Property Acquisition Capital Fee" to "Membership Change Fee," and the name of the "Transfer Fee" to "Disclosure Fee."
Passed: unanimous

VIII. Member Comments – Addressed during the meeting.

IX. Adjournment

- MOTION: Campfield / Seconded. Adjourn meeting at 2:55pm.**
Passed: unanimous

Next Meeting: December 14, 2021, West Center, Room 2/Zoom, 1:30 - 3pm

PART 2

— BOARD OF DIRECTORS

Updated 2021

SECTION 1 — POWERS, DUTIES, AND RESPONSIBILITIES

~~2.1.1 Responsibilities. The Board~~The Board has the ultimate legal authority and accountability for the corporation. It is responsible for governing in a manner that emphasizes strategic leadership rather than administrative detail. It is to be proactive in its decision making and maintain a clear delineation between staff and Board ~~roles or Committee~~ roles (see Part 3 – Committees). In this spirit, the Board will:

~~Develop~~2.1.1. Responsibilities

1. ~~Participate in development, review and approve an approval of~~ annual ~~budget~~budgets and ensure proper financial controls are in place.
2. Recruit ~~and orient~~candidates, ~~ensure orientation of~~ new Board members and assess Board performance [DISCUSSION WAS HELD ON WHAT THIS LOOKS LIKE](#).
3. Select ~~and evaluate~~the Chief Executive ~~officer~~Officer and evaluate on at least an annual basis.
- ~~4. Focus on the intended long-term goals of the organization, not on the administrative or programmatic means of attaining these goals.~~
4. [MOVE ALL OF #4 IN THE INTRODUCTION](#)The BOD will govern with an emphasis on: (a) outward vision rather than internal processes, (b) encouragement of diversity in viewpoints, (c) strategic leadership [RATHER more](#) than administrative detail, (d) clear distinction of CEO and BOD roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) striving to be proactive rather than reactive.
5. Establish policies which address (a) the products/services (needs vs costs vs member benefits), (b) Ethical and other boundaries for which the [Directors, the CEO and](#) staff shall be held accountable, (c) Board [and Committee](#) roles and responsibilities, and (d) Board/[Committee](#)/staff relationship.
6. Discipline itself as to attendance, speak with one voice and adhere to ~~policy~~the principles of good governance, ~~as established herein~~.
7. Be ~~accountable~~responsible to the membership by competently, conscientiously and effectively executing its governing obligations.

Formatted: Header

Style Definition: Normal
Style Definition: Body A

Formatted: Font: 12 pt
Formatted: Heading 2,Heading 2 old, Left, Indent: Left: 0", Hanging: 0.25"
Formatted: Font: 12 pt
Formatted: Font: Not Bold

Formatted: Indent: Left: 0.25"

Formatted

Formatted

Formatted: Footer

1

2.1.2. Powers of The Board ~~—updated 5/24/2017~~

1. The Board of Directors shall be the governing ~~Board of Directors~~body of GVR, establishing policies and monitoring compliance with those policies.
2. The Board shall participate in developing, tracking and maintaining a “5 Year Strategic Plan and 5-Year Capital Plan” to assist GVR in shaping its future. ~~The Strategic Plan and its annual update shall help drive the 5-year plan for GVR.~~ Towards that end, the following policies are an integral part of the plan:
 - a. Annual Strategic Plan Updating – Each year the Board shall review and update the Strategic Plan and carry it forward one additional year.
 - b. Integration with Programs and Services – The Strategic Plan and a 5-Year Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff to facilitate the development of policy recommendations by committees and action plans by staff which pursue the fulfillment of plan objectives.
 - c. Integration with the Budget Process – The objectives contained in the GVR ~~5-year plan~~Strategic Plan shall provide the primary basis upon which annual budget recommendations are made.
 - d. Progress Updates to the Board – ~~The 5-year~~Strategic plan shall be a standing element report of Board and Board committee meetings, relevant to the charge of each particular committee. Written status ~~papers~~reports will be provided to the Board ~~prior to annual retreats~~at least annually.

2.1.3. Role of Directors

1. Whereas the Board of Directors has considerable power, an individual director, acting alone, has none.
 - a. A director through Board action directs, but does not perform, the corporation’s activities.
 - b. The board as a whole must act on behalf of the members. FINAL DECISION WAS TO COMBINE A AND B. Provides recreational services.~~—Directors are obliged to make decisions and take other actions in accordance with GVR’s best interest, irrespective of any individual member interests.~~
2. Directors are expected to be present at Board meetings to discuss agree and bring a variety of opinions to bear. However, their discussion agreement must occur in an atmosphere of congeniality

and cooperation to reach an optimum decision or "in order to reach a consensus on material at hand".

3. Duties & Rights

- a. The Duty of Care: Directors must act in a reasonable and informed manner when participating in the board's decisions and its oversight of GVR's management. Although members are expected to use independent judgment, they may rely on information from corporate officers and employees, experts retained by the corporation and board committees.
- b. The Duty of Loyalty: Directors must exercise their powers in good faith and in the best interests of GVR rather than their own interests or the interests of a particular constituency. The duty of loyalty primarily relates to conflicts of interest and confidentiality. A conflict of interest exists when a director has a material personal interest in a proposed transaction; in such case, the director must disclose the conflict so that the Board may obtain legal assistance to determine proper handling. Membership in a GVR club is not considered a conflict of interest in the discussion or voting of issues related to that club. A director should not disclose information about the corporation's legitimate activities unless they are already known by the public or are of public record.
- c. The Duty of Obedience: Directors must take action in a manner consistent with GVR's mission and comply with state and federal laws that relate to the corporation.
4. The President of the Board is the Chief Governance Officer. ~~Without being a dictator,~~ the President leads the Board.

2.1.4 Director Vacancies

1. Any vacancy on the Board of Directors, shall, if possible, be filled by an unsuccessful candidate from the most recent previous election. Priority will be given to the candidate who received the higher number of votes.
2. The Board President will contact unsuccessful candidates in an order based on the number of votes each received, to determine willingness to fill the Board vacancy.
3. If there is no unsuccessful candidate from the most recent (completed) election who is willing and able to serve as a Successor Director, the Nominations & Elections Committee shall recruit individuals from among regular members in good standing to serve as a Successor Director, and will present a slate of candidates to the Board of Directors.
4. Candidates for the Successor Director position shall:

Formatted: Indent: Left: 0.56", Hanging: 0.56", Outline numbered + Level: 3 + Numbering Style: 1, 2, 3, ... + Start at: 4 + Alignment: Left + Aligned at: 0.56" + Indent at: 1.31"

- a. Complete an application and answers to a list of questions prepared by the Nominations & Elections Committee for Board consideration, and
 - b. Address the Board prior to the election of the Successor Director at a meeting of the Board of Directors where the election of Successor Director shall occur.
5. The Board will vote by secret ballot to elect a Successor Director from among the slate of candidates presented by the Nominations & Elections Committee.

Formatted: Header

Formatted: Indent: Left: 0.5"

Formatted: Normal, Indent: Left: 0.25", Hanging: 0.25"

SECTION 2— OFFICER ELECTIONS

2.2.1 General

1. Election of Board officers will be done by secret ballot. This is applicable to both the nominating ballots and the electing ballots.

2. Nominations from the floor will not be accepted.

3. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.

4. The present President, or in his/her stead, the Chief Executive officer ~~Officer~~ (CEO) shall administer the election until the new President has been elected.

Formatted: Font: 12 pt

Formatted: Heading 2, Heading 2 old, Left, Indent: Hanging: 0.25"

Formatted: Font: 12 pt

Formatted: Font: 12 pt, Not Bold

Formatted: Heading 2, Heading 2 old, Left, Indent: Left: 0"

Formatted: Font: Not Bold

Formatted: Heading 4, Left, Indent: Left: 0.5", Numbered + Level: 1 + Numbering Style: 1, 2, 3, ... + Start at: 1 + Alignment: Left + Aligned at: 0.75" + Indent at: 1"

2.2.2 The Nominating Ballot

- 1. The President (chair) will ask that nominating ballots be distributed to each Director.
- 2. Each Director receiving a vote is nominated for that office.
- 3. A nominating ballot cannot take the place of an electing ballot.
- 4. Board members may nominate themselves for any Board office.
- 5. Nominees must verbally indicate their willingness to serve before the electing ballot is distributed.
- 6. The chair will announce the names of the nominees and the number of nominations each received prior to the distribution of electing ballots.

2.2.3 The Electing Ballot

- 1. A nominee is considered "elected" if he/she receives a plurality of the votes cast.
- 2. Balloting ~~should~~ will SHALL be repeated as many times as necessary to obtain a plurality vote for one candidate. The nominee

Formatted: Footer

receiving the lowest number of votes is never removed from the next ballot.

3. If a stalemate persists, the rules may be suspended in order to consider alternatives such as eliminating the candidate with the lowest number of votes. The motion to suspend the rules is not debatable and requires a 2/3 vote to pass.

Formatted: Header

SECTION 3— BOARD MEETINGS AND WORK SESSIONS

2.3.1. Rules of Order for Agenda Preparation—Adopted 06/03/14

2.3.1. RULES OF ORDER FOR BOARD MEETING OR WORK SESSION AGENDA PREPARATION

1. Items for agenda consideration are submitted in writing, to the President and CEO (or their respective designee) by 12p.m. (noon) six (6) business days prior to the date of the Board meeting or Work Session.

- a) Exhibits submitted by Board members must include any motion background materials, recommended action, and rationale required for an understanding of the issue.
- b) Board members may request that the President place items on a Board meeting agenda at any time. If the deadline for agenda preparation is not met, the item will be placed on the next Board meeting agenda.
- c) If there is no action item, the President may put the subject on the agenda of a work session.
- d) The President shall accept all agenda items does not have the discretion to refuse appropriate agenda items that are submitted with written justification.

2.1. A proposed meeting agenda is developed by the Board President and CEO by close of business four (4) business days prior to the Board meeting. The proposed agenda is distributed to Directors ~~either~~ via email and/or by placing the document(s) within online Board files.

3.2. Two (2) business days prior to the Board meeting the proposed agenda will be sent to the Board of Directors, posted on the GVR website, and distributed to members via an e-blast ~~sent to members~~.

4.3. Directors vote to approve the proposed agenda at the Board Meeting. ~~The~~ Prior to the vote, the agenda may be amended by a

Formatted: Font: Verdana, Bold

Formatted: Justified, Indent: Left: 0", Hanging: 0.5"

Formatted: Font: 12 pt

Formatted: Font: 12 pt

Formatted: Font: 12 pt

Formatted: Font: Not Bold

Formatted: Heading 2, Heading 2 old, Indent: Left: 0.56", No bullets or numbering

Formatted: Font: Not Bold

Formatted: Font: Not Bold

Formatted: Footer

~~two-thirds (2/3) simple majority~~ vote of Directors present. After approval of the agenda, it may only be amended by a two-thirds majority vote of the Directors present.

~~5.4.~~ Regular Board meeting ~~agenda~~agendas will include a consent agenda; a Consent Agenda is a meeting practice which packages routine committee reports, Board meeting minutes, and other non-controversial items not requiring discussion or independent action as one agenda item.

~~6.5.~~ The agenda shall be made available to GVR members on the GVR website and at the Board meeting in hardcopy.

~~6.~~ Work sessions are for informal discussion or informational purposes only. Agenda preparation and distribution follow the same rules as for board meetings except as specifically noted.

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

~~1.~~ Board meetings, work sessions, and by extension, Committee meetings, shall be announced in all available electronic and print media and are open to the general membership ~~unless the agenda includes legal or personnel issues. Committee meetings may be closed for discussion of other sensitive or confidential subjects.~~

~~2.1.~~ 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.

~~a)~~ In the case of a meeting requested by two Directors, the President shall conduct the meeting. If the President refuses, the officers are asked in rank order to conduct the meeting; if none agree, one of the Directors conducts the meeting.

~~3.2.~~ Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.

~~4.3.~~ Board meetings shall be held at least quarterly, at a place and time determined by the Board.

~~5.4.~~ The Board will use the following small board protocol during Board meetings:

- a) Board members do not have to stand, but should be recognized by the President to speak or make motions.
- b) Motions must be seconded.
- c) Each board member may speak for no more than ten (10) minutes per topic.
- d) Informal discussion is allowed on non-motion topics.

- e) Votes will be taken by a show of hands (or vocal, if attending electronically).
- f) To vote on a subject, a formal motion must be made and seconded.
- g) The President need not stand when putting items to a vote.
- h) The President may debate, make motions and vote.

5. Votes are not taken at Work Sessions.

6. GVR members shall be permitted to address the Presiding officer of the Board at a Board Meeting or Work Session to provide input, subject to the following protocols:

- a) Member comments shall be addressed to the Presiding officer and shall ~~not~~ address only the topic under discussion, not the actions of one or more individual directors.
- b) No member may speak until recognized by the Presiding officer. No member may interrupt another member while he/she is speaking.
- 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~~ two (2) minutes, 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 by a two-thirds (2/3) affirmative vote of the Directors in attendance.

2.3.43. Minutes of Board Meetings —updated 9/25/2018

1. The ~~Director of Administrative Services~~CEO, or ~~other~~his or her designee, shall take minutes at regular, annual ~~and~~, special and work session Board meetings.
2. Minutes shall be retained with other corporate documents in a secure location.
3. Recordings of all open Board meetings shall be made and kept under the custody of the ~~Director of Administrative Services~~CEO in the Administrative Offices until the minutes have been approved.
4. Minutes of the Board meetings will list the names of the motion maker and seconder and voting Directors in the minority of each vote as well as any Director abstaining from said vote. ~~The person providing the second will not be named in the minutes.~~ Minutes of Board meetings shall contain summaries of the actions taken at the meeting, including direction given to staff. Committee reports which are "informational only" will not be summarized in the minutes. These reports will be noted "received and placed on file." Member comments are not part of the minutes. DRAFT Board minutes shall be posted to the website as "not yet approved" prior to formal approval by the Board of Directors.

SECTION 4 — CODE OF CONDUCT

5. Minutes of work sessions are published as "Highlights".

Section 4. Code of Conduct

2.4.1 Board Code of Conduct —updated 8/26/2020

The Board of Directors of Green Valley Recreation (GVR) commits itself and its members to ethical, effective and businesslike conduct, and to that end, directors must abide by the following:

- Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
- Directors must conduct themselves in a courteous, professional and businesslike manner at meetings and in their personal interactions with each other, GVR members, and staff.
- Directors may not accept any gifts or personal benefits, present or future, which could compromise, or give the appearance of compromising, their independence of judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest, including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.

Formatted: Header

Formatted: Indent: Hanging: 0.06"

Formatted: Font: Bold

Formatted: Normal, Justified, Indent: Left: 0.25", Hanging: 0.19"

Formatted: Font: Bold

Formatted: Indent: Hanging: 0.19"

Formatted: Footer

Formatted: Header

Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same. Except as expressly authorized by the Board, directors shall not attempt to exercise individual authority over GVR matters by doing any of the following:

- Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
- Communicating with the press concerning a GVR matter for or on behalf of GVR.
- Communicating with GVR members in violation of the Email Policy set forth in the CPM.

Formatted: List Paragraph, Bulleted + Level: 1 + Aligned at: 0.44" + Indent at: 0.69"

Directors must not disclose confidential information addressed in an executive session or in a communication with legal counsel without the express authorization of the Board.

Directors must be respectful of differing opinions of fellow directors. Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.

Formatted: Indent: Left: 0.19", First line: 0"

Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as directors for purposes of indemnification:

- Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR director, employee, contractor or member; or
- Harassing, threatening or attempting to intimidate a GVR director, employee, contractor or member.

Formatted: List Paragraph, Bulleted + Level: 1 + Aligned at: 0.44" + Indent at: 0.69"

~~The Board is responsible for all the Committees. The Board must allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling Board obligations.~~

2.4.2 Code Enforcement ~~Procedures~~ Procedures

Formatted: Font: Bold

In order to ensure compliance with the Board Code of Conduct for Green Valley Recreation, Inc. ("Code"), the Code will be enforced as follows:

1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in executive session. The executive session shall be called as

Formatted: Footer

Formatted: Header

soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.

3. Any director against whom an allegation is made has the right to attend the executive session and present his/her defense; provided, however, that he/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused director refuses to attend the executive session called to discuss the alleged violation, the director will have waived his/her right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the directors at the executive session.
4. If a director is found to be in violation of the Code, the directors, by a majority vote at that same meeting, shall determine which, if any, of the following sanctions to impose:
 - a) Written admonishment;
 - b) Removal from office per A.R.S. §10-3843(B);
 - c) Public censure (in an open meeting);
 - d) Request for director's resignation; and/or
 - e) Election to recall director.

Formatted: Left, Indent: Left: 0", First line: 0"

SECTION 5 - MISCELLANEOUS

Formatted: Left

Formatted: Font: 12 pt

Formatted: Font: 12 pt

Formatted: Font: 12 pt, Not Bold

Formatted: Left, Indent: Left: 0", First line: 0"

2.5.1 Use of Legal Counsel – updated 5/22/2019

1. The President or Vice-President shall make initial contact with GVR's legal counsel on all Board and Board committee matters when needed. Committee chairs needing a legal opinion shall provide the question(s) to the President or Vice-President ~~or~~ and shall not contact the attorney directly.
2. GVR contracts, Bylaw changes and all similar documents shall be submitted to legal counsel for review and comment prior to approval by the Board.
3. The President may assign the Chief Executive Officer to make contact with GVR's legal counsel, as needed.
4. The Chief Executive Officer shall make the initial legal contact, when needed, on GVR operational matters.

Formatted: Footer

**2.5.2 Director Requests for Records/Data/Information
(Adopted 7/28/2021)**

1. Requests by directors for GVR records/data/information must be made in writing, detailing the reason for needing to review the records/data/information, and shall be directed to the CEO.
2. The CEO shall reply to a director's request as follows:
 - a. If the CEO determines that the time requirement to satisfy the request is nominal and that the information stated in the request relates to a matter under consideration by the Board or a committee, the CEO shall provide the information as soon as practical to all directors.
 - b. Should the CEO determine that the request requires more than a nominal amount of time and/or pertains to a matter not under consideration by the Board or a committee, the CEO will forward the request to the GVR Board or the appropriate committee to be placed on the agenda of the next meeting. If the request is approved by the Board or committee, the CEO shall provide the requested information as soon as practical to all directors.

PART 3 COMMITTEES

SECTION 1 - GENERAL

3.1.1 Terms of Board Committee Chairpersons

Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.

3.1.2. Committees of The Board of Directors (updated September 30, 2020)

1. Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board.
2. The Board will establish the duties and responsibilities of the committees. 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. Closed meetings may be held in the case of personnel and/or legal issues.
4. The President may establish special or ad hoc committees comprised of members/assigned members in good standing, Directors and Administrative Staff. The Chair shall select the committee members.
5. Committees are not required to follow Robert's Rules of Order.
6. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
7. 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, (a) committees will include members knowledgeable about the functionality of that specific committee- and (b) shall include, as much as possible, those GVR members who submit a request to volunteer for the particular committee The Committee Chair may solicit volunteers when there is an insufficient number of volunteers for the particular committee.
8. In order to serve on a committee, members must sign a Confidentiality Agreement and Directors must have signed the Board Code of Conduct.
9. Directors may attend any GVR committee meeting, ~~whether open or~~. If a committee meeting is closed-, Directors may attend as long as they have signed the Board Code of Conduct. To attend a meeting from a remote site, a request shall be made by email to the

committee chairperson at least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to committee members.

9. There is no limit to the number of Directors who may participate in or attend a committee meeting, pursuant to Arizona Revised Statute 10-3825.

SECTION 2 - BOARD AFFAIRS COMMITTEE

3.2.1. Duties and Responsibilities

- a. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
- ~~b. PUT B BACK IN Review and recommend revisions, when appropriate, to the governing documents of the Corporation.~~
- ~~c. TAKE OUT C Endeavor to maintain a community link with residents of the greater Green Valley community.~~
- ~~d.~~ b. Review and recommend Board action on group applications for GVR "Club Status."
- ~~e.~~ c. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
- ~~f.~~ d. Review the Articles of Incorporation, the Corporate Policy Manual, and the Bylaws for updates and revisions. Changes may be editorial, necessary for continuity between governing documents, necessary due to changes made ~~in~~ at Board or ~~committees~~ committee meetings, or proposed by member input.
- ~~g.~~ e. Forward all proposed revisions to the Articles of Incorporation, Bylaws and ~~Bylaws~~ Corporate Policy Manual to legal counsel for opinion, including the effect on tax-exempt status. After consultation, the specific wording of the recommended modifications shall be forwarded to the Board for their review and appropriate action.
- ~~h.~~ f. Develop pro and/or con statements for ballot proposals being submitted to the membership for a vote. GVR members are strongly encouraged to present their positions to the committee for consideration, and possible inclusion, in the pro and con statements.
- ~~i.~~ g. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
- ~~j.~~ h. If a committee wishes to make changes to the Corporate Policy Manual (CPM):

- a. The committee will provide a paragraph stating the purpose and goal of the proposed changes to the Board Affairs Committee (BAC).
- b. If the BAC approves the purpose and intent, BAC will forward to GVR's legal counsel to draft changes.
- c. The draft changes will be presented to BAC and the committee submitting the request.
- d. If approved by both the BAC and the committee, the draft will be forwarded as a recommendation to GVR Board of Directors for approval.

SECTION 3 - FISCAL AFFAIRS COMMITTEE

3.3.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and ~~members with experience in financial management, and GAAP (Generally Accepted Accounting Principles).~~

3.3.2 Responsibilities

- ~~2.1.~~ Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve, ~~_____ funding,~~ the disposition of ~~the Revenue/Expense Adjustment, any Surplus~~ and the ~~amount~~ transfers of ~~the Capital Fund~~ Operating Cash Account.
- ~~3.2.~~ Monitor progress toward achievement of annual ~~fiscal~~ financial objectives.
- ~~4.3.~~ Review financial statements ~~(, including but not limited to operations, capital analysis, Statement of Financial Position, Summary Statement of Activities, Statement of Changes in Net Assets and balance sheet),~~ Investment Portfolios, and report to the Board, ~~as appropriate.~~
- ~~5.4.~~ Coordinate with the GVR Audit Committee ~~and GVR Investment Committee.~~
- ~~6.5.~~ Review and recommend policy to assure financial ~~control~~ controls.
- ~~7.~~ Recommend ~~6.~~ After reviewing staff input, recommend the establishment and the amount of ~~tenant dues, fees, membership dues, initial fees, transfer fees, and assessments.~~
- ~~6.8.~~ Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.

Formatted: Font: Times New Roman

Formatted: Font: Times New Roman, Expanded by 0.05 pt

Formatted: Font: Times New Roman

Formatted: Font: Times New Roman, Expanded by 0.05 pt

Formatted: Font: Times New Roman

Formatted: Font: Times New Roman, Condensed by 0.05 pt

Formatted: Font: Times New Roman

Formatted: Font: Times New Roman, Condensed by 0.1 pt

Formatted: Font: Times New Roman

Formatted: Font: Times New Roman, Condensed by 0.15 pt

Formatted: Font: Times New Roman

Formatted: Justified, Right: 0.55", Space After: 4 pt, Don't add space between paragraphs of the same style, Line spacing: Multiple 1.08 li, Numbered + Level: 1 + Numbering Style: 1, 2, 3, ... + Start at: 1 + Alignment: Left + Aligned at: 1.08" + Indent at: 1.33", No widow/orphan control, Don't adjust space between Latin and Asian text, Don't adjust space between Asian text and numbers, Tab stops: 1.33", Left

Formatted: Bullets and Numbering

Formatted: Indent: Left: 1", Numbered + Level: 1 + Numbering Style: 1, 2, 3, ... + Start at: 7 + Alignment: Left + Aligned at: 2" + Indent at: 2.25"

~~7.9. Recommend~~After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee for Board approval.

~~9. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.~~

SECTION 4 - PLANNING AND EVALUATION COMMITTEE

3.4.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and members with experience in financial management.

3.4.2 Responsibilities

1. To review and discuss on an annual basis, the capital evaluation requirements, and any documents required for club and miscellaneous capital funding requests submitted to the P&E Committee.
2. To be knowledgeable of the Strategic Plan, Long-term Capital Plan, and Center Assessment Survey to ensure that all capital-funding recommendations comply with these plans.
3. To identify issues and trends that could contribute to the update of aforementioned plans.

SECTION 5 - AUDIT COMMITTEE

3.5.1. Membership

The Audit Committee shall consist of two or more GVR members who should have knowledge of financial reporting and internal control procedures.

3.5.2 Responsibilities

1. The Audit Committee functions in the capacity of an overseer of GVR's financial reporting process and internal controls. The committee is the conduit between GVR and the independent auditing firm. The Committee is not involved in the Corporation's daily accounting functions.
2. The principal functions of the Audit Committee are:
 - b) To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
 - c) To review the independent auditor's terms of engagement.

- d) To review the results of each audit including opinion qualifications or expectations.
- e) To review the auditor's management letter and GVR management's response.
- f) To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
- g) To review the adequacy of internal financial controls with GVR management and the audit firm.

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE

3.6.1. Membership

1. The Chairperson shall be a Director, recommended by the President and approved by the Board of Directors.
2. There shall be at least one (1) other Director on the committee, and a minimum ~~than of~~ two (2) GVR members who do not serve on the Board ~~selected by the Committee Chairperson. Committee members shall be members of GVR,~~ selected by the Committee Chairperson. The members of the Committee selected by the Chairperson shall represent various GVR geographic areas to the extent possible. Committee members will serve at least a one (1) year term, provided however, any member of the Committee who becomes a candidate for election to the Board of Directors shall resign from the Committee immediately.
NOTE: refer to CPM Section VI, Subsection 4(B)(1) and (7)
3. An Administrative staff person will serve on the Committee and will be selected by the CEO.
NOTE: refer to CPM Section VI, Subsection 4(B) (7)

3.6.2. Responsibilities

1. **Nominations**
 - a) Determine the ~~qualifications and~~ eligibility of each candidate as verified by the GVR staff to be a member in good standing.
 - b) Submit a slate of qualified candidates to the Board of Directors at least one hundred and twenty (120) days prior to the Annual Meeting.
 - c) Post the slate of candidates to the membership no less than ninety (90) days prior to the Annual Meeting and determine how candidates shall be presented to the membership.

- d) ~~Obtain names of~~ Staff will determine the eligibility and good standing of any candidates submitted by nomination petition ~~to the Secretary,~~ within the deadline ~~(sixty (60) days prior to the annual~~ Annual Meeting and advise the Secretary of the Board. The Secretary will forward to the N&E Chair, who will bring the names to the next Board of Directors meeting), ~~if any, and determine the qualifications and eligibility of same.~~

2. Election Process

- a) Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If Board of Directors fails to set a record date, the record date shall be the date of ballot delivery.
- b) Submit the final slate of candidates for the ballot to the CEO.
- c) Establish a list of members eligible to vote as of the record date and provide this list to any outside agency conducting the election, if necessary.
- d) Establish the deadline for the return of ballots which shall be no later than 4:00 pm on a date at least five (5) days before the Annual Meeting.
- e) Verify that the final ballot and ballot materials have been reviewed and approved by GVR's general counsel.
- f) The ballot reply shall display all information deemed necessary for validation purposes for use by the Committee.
- ~~g) Each candidate shall appoint two (2) GVR members, who are in good standing, to participate in the validation and counting of paper ballots.~~
- ~~h)g)~~
- g) The counting of ballots, at the discretion of the Board of Directors may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the GVR CEO or his designated representative. The results shall be shared with the Nominations and Elections Election Chairperson ~~or their representative.~~

NOTE: refer to Bylaws Article V, Section 3

3. Election Results

- a) The Committee shall ~~have confirmed~~ the validation/counting process ~~completed~~ at least two (2) business days prior to the date of the Annual Meeting or Special Meeting.
- b) At the conclusion of the election, obtain the results of the election, including the establishment of a quorum.
- c) The Chairperson shall notify the GVR Board Secretary of Directors of the results of the election.
- d) In the election of Directors, if there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in the election, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.
- e) The Committee Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.

4. Post-Election:

At the conclusion of the election, the ballot materials and the results thereof shall be submitted to the CEO. The CEO will maintain these records for a period not less than three (3) years in accordance with the Arizona Nonprofit Corporation Act.

5. Board Orientation & Training

~~Arrange~~ Shall suggest topics to GVR staff for inclusion of appropriate in-service training, as ~~required~~ needed, for the Board. ~~Ensure~~ Shall ensure that Board orientation programs are held annually, normally in April and coinciding with the seating of new Board of Directors.

SECTION 7 - INVESTMENTS COMMITTEE **(updated 2/24/21)**

3.7.1 Membership

The Investments Committee ("IC") shall consist of at least two Green Valley Recreation Inc. ("GVR") members in addition to the IC Chairperson who shall be a director. The IC Chairperson shall be nominated by the President with Board approval. The IC

chairperson and IC members should be knowledgeable in the investment of financial assets and, to the extent practical, experienced in investment management and/or investment oversight.

- 3.7.2 Responsibilities.** The IC has the following specific responsibilities and duties with respect to the IAs:
1. Make timely recommendations to the Board of Directors concerning:
 - a. The hiring, termination, and replacement of the Investment Manager and/or Investment Adviser (collectively, the "IM/IA") for each of the accounts that comprise the IAs.
 - b. The terms and wording for any contract between GVR and an IM/IA.
 - c. The specific wording and specifications for the Investment Policy Statement ("IPS") set forth in Appendix I, Subsection 3 that governs each of the accounts that comprise the IAs and any changes thereto.
 2. Perform the following ongoing functions:
 - a. Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently if required.
 - b. Monitor the IM/IAs to confirm compliance with the applicable IPS.
 3. Make timely reports, in accordance with the IPS, to the CFO, CEO and Board of Directors of the following:
 - a. A serious and meaningful violation of the IPS.
 - b. A potential replacement of an existing IM/IA.
 - c. Any update requested by the Board of Directors.
 4. Collaborate with the CEO/CFO concerning the following:
 - a. What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties.
 - b. The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.
 5. In the process of completing its duties, the IC will generate the following documents:
 - a. An IPS for each of the accounts that comprise the IAs.
 - b. An investment management contract for each IM/IA hired by GVR.

c. Minutes of each meeting of the IC.

