



AGENDA

Board Affairs Committee

May 10, 2022, Tuesday

1:30pm

West Center Room 2 / Zoom

Committee: Donna Coon (Chair), Janet Carter, Carol Crothers, Joyce Finkelstein, Jerry Humphrey, Nellie Johnson, Ed Knopf, Barb Mauser, Chuck Soukup, Beverly Tobiason, Jodie Walker, Tony Zabicki Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor)

Agenda Topic

- 1.** Call to Order
- 2.** Roll Call / Establish Quorum
- 3.** Approve February 15, 2022, Meeting Minutes
- 4.** Chair Comments
- 5.** Business
 1. Introduction of committee members and staff
 2. CPM reorganization – Nanci
 3. Club Requests pending
 4. Board requests outstanding
 5. Discussion of possible priorities/projects
- 6.** Member Comments
- 7.** Adjournment

Next Meeting: June 14, 2022, West Center, Room 2 / Zoom, 1:30-3:00pm



MINUTES

Board Affairs Committee

Tuesday, February 15, 2022
10am

Posting Approved by Chair Nina Campfield, March 17, 2022
Pending Committee Approval

Committee: Nina Campfield (Chair), Joyce Finkelstein, 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: Regina Ford and Lynn Janklow

Staff: Amanda McDermott, Membership, Dee Schisel, Human Resources Director, David Webster, CFO, Kris Zubicki, Recreation Services Manager

Visitors: 8

- 1. Call to Order**
Chair Campfield called the meeting to order at 10am.
- 2. Roll Call / Establish Quorum**
Roll call by Nanci Moyo. Quorum established.
- 3. Approve January 11, 2022, Meeting Minutes**
MOTION: Lawless / Seconded to Approve January 11, 2022, Meeting Minutes as presented.
Passed: unanimous
- 4. Chair Comments** – Chair Campfield stated she appreciates staffs time for being at the meeting and sharing comments.
- 5. Reports**
 - 1. Bylaws Subcommittee (Finkelstein)** – The last Bylaws Forum will be Tuesday, February 22, 2022, 11am on Zoom.
 - 2. Governance Subcommittee (Lawless)** – Section 2.1.2 is still at the discussion level and will come before the Board.
- 6. New Business**
 1. Review of Board amendments to Part 1
 - Board of Directors removed 1.1.8 Member Payment Transactions and the forms of payment and with a statement in 1.1.7(d).

- Section 1.2.2(3) include Tenants.
- Definition of guest remains in CPM.
- Remove 1.3.6(d) last statement: "Authorization of GVR Foundation activities are subject to terms of the GVR/GVR Foundation Resource Sharing Agreement."
- Staff needs to have all the wording from the current CPM (December 15, 2021) included in Part 1, 1.2.2 Guest Policy. The last sentence was removed and needs to remain. "In general, guest cards are provided for visitor who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest member." This decision was moved to March after legal opinion was received and the Board would reconsider.

2. Review and approve Parts 6-10

PART 6

MOTION: Messick / Seconded to change Part 6, Section 2, 6.2.4 to read "Clubs shall submit a financial report to GVR's Club Liaison by February 1st of each year." Substitute Chief Financial Officer to Club Liaison.

Passed: unanimous

MOTION: Messick / Seconded to Approve amendments to Part 6 including change to 6.2.4. and move to the Board for Approval.

Passed: unanimous

PART 7

MOTION: Griffin / Seconded the BAC recommend the Board of Directors direct the CEO and staff to: a) 1) the BAC recommend the Board of Directors to direct the CEO and staff to: a) review, re-evaluate, redevelop, and redefine a new draft for GVR's Media and public access policies; b) by March 11th provide a draft for the BAC to review for consideration of recommending the proposal go to the Board for consideration on March 23 Regular Board Meeting; and c) instruct the CEO to eliminate any media public access to any of its facilities and programs until such time as a new policy is developed and approved.

Passed: unanimous

MOTION: Griffin / Seconded to Approve Part 7 and move to the Board for Approval.

Passed: unanimous

PART 8

MOTION: Griffin / Seconded to Approve Part 8 and move to the Board for Approval.

Passed: unanimous

MOTION: Griffin / Seconded to recommend the Board Affairs Committee ask the Board of Directors direct the CEO and staff to: develop and propose to the BAC and/or the Board a Member Rights, especially as it relates to facility usage, pamphlet by June 1, 2022.

Passed: unanimous

PART 9

MOTION: Lawless / Seconded to Approve Part 9 and move to the

**Board for Approval.
Passed: unanimous**

PART 10

MOTION: Messick / Seconded to Approve Part 10 and move to the Board for Approval.

Passed: unanimous

MOTION TO AMEND: Messick / Seconded to change Section 3.A.2 to CEO or designee from Director of Administrative Services.

Motion to Amend Passed: unanimous

Amended Motion Passed: unanimous

APPROVED AMENDED MOTION: Approve Part 10 and move to the Board for Approval with the change to Section 3.A.2 to CEO or designee from Director of Administrative Services.

3. Review 2.1.2.b regarding Strategic Plan
Director Lawless, Director Bachelor and CEO Scott Somers met to discuss this section to reword for approval by the Board. Director Lawless said there were two suggestions: 1) Integration with Programs and Services - Participate in developing a Strategic Plan and Capital Plan that shall provide the basis for annual budget recommendations, policy recommendations made by committees, staff, and individual directors, and the annual work plans of the Board and staff. 2) Integration with Programs and Services - The Strategic Plan and Capital Plan shall be developed by the Board in conjunction with the CEO and staff, and provided to Board committees, CEO, GVR staff to facilitate the development of policy recommendations by committees and staff and the actual plans by the CEO and staff which pursues the fulfillment of plan objectives.

Another possibility was to eliminate this section and move all of 2.1.2 under 2.1.1 Responsibilities. A recommendation for 2.1.2.b states: "Integration with Programs and Services - The Strategic Plan and Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff. At the Board meeting there could be a motion to amend Part 2 with moving 2.1.2 to 2.1.1(4).

Discussion was held on Part 1.1.7 Disclosure Fees and changing to Transfer Fee. Staff will discuss with the Attorney and come back to the BAC with a solution.

7. Member Comments

8. Adjournment – Meeting was adjourned at 11:37am.

Detail for Agenda item 5. Business:

1. Introduction of Members

- members and staff

2. CPM Reorganization

- Staff has taken over reorganization of CPM
- What is approved and completed?
- what is completed but has some controversial areas still?
- what is still not approved?
- how will BAC review, monitor, approve the new CPM?

3. Club requests

- Canine Club approval?

4. Board requests outstanding

What items were requested by last year's BOD?

4.1 Review Media policy (staff review and make recommendation first)

4.2 Guest Card abuse – are changes needed? Does GVR need new options for weekly renters? (staff review and make recommendation first)

4.3 Incident reports – ??

4.4 Member Bill of Rights - regarding member use of facilities that are also used by clubs:

- tennis, pickleball, bocce, racquet ball, volleyball, etc
- Is this a policy issue or an operations issue?

4.5 Potential future GVR policy for non-philanthropic fund-raising (BOD 12/15/2021)

MOTION: Director Griffin moved, seconded the Board of Directors direct the Board Affairs Committee to research, discuss, and evaluate options for a potential future GVR policy with regards to seeking donations and contributions from GVR members,

Green Valley Residents and/or other interested parties or stakeholders when GVR is seeking to fund non-philanthropic capital projects.

PREVIOUS QUESTION CALLED: Director Boyett moved, seconded. Passed: unanimous

Motion Passed: 10 yes / 1 no (Bachelor)

5. Discussion of possible priorities/projects

5.1. Can staff identify procedures (as opposed to policies) that can be moved to an Operations (or Procedures) manual?

- During the 2019-2020 gov year, analysis was done by a subcommittee to split the CPM into 3 'CPM' manuals (never happened):
 - Board – CEO - Member/customer (some sections appeared in more the one manual)
 - Who uses the CPM - Members? Directors/committee members? Staff?

5.2. Where do we go next with the Bylaws?

- prepare a 'clean' update (only bring it up to AZ Statutes?)
- prepare changes to current bylaws to be voted on as separate items:
 - limits of indebtedness, definition of annual budget, record date, et
- should we consider totally new bylaws?
 - move some policies to the CPM level (easier to update)- so policies aren't repeated in separate places.
 - change timing of elections, remove option of 'petition' candidates, require 50 signatures by any candidate running for the BOD.

5.3. - Do we need a policy for continuity of committee members? Where does it belong? What would it look like? From BOD meeting, 4/14/2021:

CEO Somers presented options for discussion and consideration that support continuity and representation on committees. 1) Establish terms, the number of members for each committee, along with the maximum number of committees a member may serve upon, 2) establish terms and number of members for each committee, or 3) continue the present practice of committee chairs appointing members each year.

CEO Somers asked, rather than the Board trying to come to a decision at this meeting regarding this topic, that the Board charge the Board Affairs Committee to review this process and report back to the Board during the coming year.

REVISED MOTION: Crothers/seconded. Motion to charge the Board Affairs Committee to review the process of Board Committee terms, study the Bylaws and CPM mandates

in this regard, meet with and get opinions from members, and return to the Board with their findings. Passed: unanimously.

5.4. Other

Who hires new attorneys? CEO, Board? Attorney loyalty should be to the corporation. Should a policy be added for this?

BAC Roles and Responsibilities (will discuss in June)