



AGENDA

Board Affairs Committee

Tuesday, November 8, 2022, Tuesday

1:30-3:00pm MST

West Center Room 2 / Zoom

GVR's Mission Statement: "To provide excellent facilities and services that create opportunities for recreation, social activities, and leisure education to enhance the quality of our members' lives."

Committee: Donna Coon (Chair), Carol Crothers, Joyce Finkelstein, Jerry Humphrey, Nellie Johnson, Ed Knop, Chuck Soukup, Beverly Tobiason, Jodie Walker, Tony Zabicki, Kathi Bachelor (ex-officio), Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison)

Agenda Topic

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Approve Meeting Minutes:** October 11, 2022
- 3. Chair Comments**
- 4. Business**
 - a. Review and Discuss CPM Part 4
 - b. Review and Discuss CPM Part 7
 - c. Delay Bylaws Changes
- 5. Member Comments**
- 6. Adjournment**

Next Meeting: Tuesday, December 13, 2022, West Center, Room 2/Zoom, 1:30-3:00pm



MINUTES

Board Affairs Committee

Tuesday, October 11, 2022, 1:30pm
WC Room 2 / Zoom

Committee: Donna Coon (Chair), Carol Crothers, Joyce Finkelstein, Jerry Humphrey, Nellie Johnson, Ed Knop, Chuck Soukup, Beverly Tobiason, Jodie Walker, Tony Zabicki, Kathi Bachelor (ex-officio), Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor)

Visitors: 4

1. Call to Order / Roll Call – Establish Quorum

Chair Coon called the meeting to order at 1:30pm MST. Roll call by Nanci Moyo. Quorum established.

2. Approve Meeting Minutes: September 13, 2022

MOTION: Johnson Moved / Seconded to approve September 13, 2022, Meeting Minutes as presented.

Passed: 9 yes / 1 abstained (Finkelstein)

3. Chair Comments:

- Thanked committee members for attending the Board Directors meetings, including Work Sessions.
- At the last Regular Meeting of the Board of Directors Corporate Policy Manual (CPM) Part 2 was approved, with one amendment in Section 4 Code of Conduct: 2.4.1.A.6.c to change the word "support" to "uphold." "Directors are expected to uphold duly-adopted Board decisions despite any personal disagreement therewith." The Board of Directors also approved the N&E change for CPM Part 3 Committees: 3.6.2.A.2 to change the 120 days to 90 days prior to the Annual Meeting for submitting the slate of qualified candidates to the Board.

4. Business

1. Guest Pass Policy

CEO Scott Somers briefly reviewed the Guest Card Policy and asked the BAC to make recommendations to the Board to approve a Guest Card Policy. He asked the BAC to review the Discussion and Decision Points in the Meeting Book and to vote or have a consensus on the listed items to help staff prepare the Guest Pass Policy for the Board to review.

MOTION: Johnson Moved / Seconded to maintain the Annual Guest Card and limit the number of guests to four adults per visit.

Passed: 9 yes / 1 no (Crothers)

Consensus of the BAC:

- **Members may purchase additional day passes in addition to the four guests allowed on the Annual Guest Card.**
- **Guests using the Annual Guest Card do not need to be accompanied by the member.**
- **Keep Guest Cards for 18 years and older.**

MOTION: Johnson Moved / Seconded to support a Daily Guest Cards limited to four adults.

Passed: 9 yes / 1 no (Walker)

MOTION: Tobiason Moved / Seconded to eliminate the requirement that guests should be staying in a GVR household with the member or in a local hotel.

Passed: 7 yes / 2 no (Crother, Walker) / 1 abstain (Zabicki)

2. **Work Group Reviews**

A. **Bylaws**

Chuck Soukup reviewed the only two Bylaws changes made from the work group. 1) More logical flow, and 2) Compliance with the Arizona laws.

MOTION: Soukup Moved / Seconded that the BAC approve the Restated Bylaws of August 14, 2022, and forward to the Board of Directors for approval to include on the Annual GVR Ballot for a membership vote.

AMENDED MOTION: Coon Moved / Seconded to approve the four amendments to the proposed Restated Bylaws of August 14, 2022, listed here:

- 1) **Replace in Article 2 Business and Jurisdiction of the Corporation: 2.4.a - with the paragraph from the current Bylaws stating "Each subdivision must agree to place a Master Deed Restriction to GVR within their CCRs requiring perpetual membership in The Corporation."**
- 2) **Replace in Article 4 Membership Fees and Dues: 4.2 Dues – the statement "In establishing the amount of the annual dues, the Board shall be guided by the expense of operating The Corporation and a reasonable reserve for capital replacements with the objective of operating the facilities on a self-sustaining basis." with the current Bylaws statement from Article III Dues and Assessments: Section 2 Procedure – "In establishing membership dues and the Operating and Capital Budgets, the Board of Directors shall be guided by the actual expense of operating the recreational facilities of The Corporation, including a reasonable reserve for Capital Replacements with the objective of operating the facilities on a self-sustaining basis."**
- 3) **In Article 4 Membership Fees and Dues: 4.1 change "admission" to "initial."**
- 4) **Add in Miscellaneous 10.2 GVR Club: to the last sentence what is**

in the current Bylaws "including a club's relationship with The Corporation."

Passed: unanimous

Amended Motion Passed: 9 yes / 1 abstained (Crothers)

APPROVED AMENDED MOTION: The BAC approve the Restated Bylaws of August 14, 2022, and forward to the Board of Directors for approval to include on the Annual GVR Ballot for a membership vote with the four amendments listed.

3. CPM Part 3

MOTION: Johnson Moved / Seconded approval of CPM Part 3 with the removal of 3.3.2.F, and forward it to the Board of Directors for approval at the next Regular Meeting.

Passed: 9 yes / 1 no (Crothers)

4. CPM Part 4 – Move to November BAC Meeting

5. Member Comments: No comments

6. Adjournment

MOTION: Coon / Seconded. Adjourn meeting at 3:26pm.

Passed:

Next Meeting: Tuesday, November 8, 2022, West Center, Room 2/Zoom, 1:30 – 3:00pm



Green Valley Recreation, Inc.
Board Affairs Committee

CPM Part 4 Chief Executive Officer

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: November 8, 2022

Presented By: Donna Coon, Chair

<p>Originating Committee / Department: Board Affairs Committee (BAC)</p>
<p>Action Requested: Review CPM Part 4 Chief Executive Director. Accept and/or make changes to the redline version and have reviewed by legal counsel before going to the Board of Directors at the next Regular Meeting for recommended approval.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: CPM Part 4 Chief Executive Officer needs reviewed, discussed and updated.</p>
<p>Fiscal Impact: None</p>
<p>Committee Options:</p> <ol style="list-style-type: none"> 1) Discuss changes in the CPM Part 4 redline version, approve or make additional changes to recommend to the Board of Directors for approval at next Regular Meeting. 2) Review CPM Part 4, make any changes or additions and send to the Attorney for review.
<p>Recommended Motion: Move to forward CPM Part 4 Chief Executive Officer to the Attorney for review and then recommend approval of the Board of Directors at the next Regular Meeting.</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) CPM Part 4 Redline 2) CPM Part 4 Clean

PART 4: CHIEF EXECUTIVE OFFICER

~~Approved March 25, 2014 except as amended~~

SECTION 1 - AUTHORITY OF THE CEO

4.1.1 General

- A. The CEO has overall responsibility for the planning and management of day-to-day operations of the corporation, ~~and is responsible for management of day-to-day operations.~~
- B. The CEO shall have decision-making authority ~~and responsibility for decisions~~, including, but not limited to, how policies and goals are attained; organization and control of resources; management of professional competence, and full control over operations, organizational behavior, subordinate managers and employees, human resource development, annual budget construction, execution of Board-approved budgets, and the implementation of action items within each program area.
- C. The CEO provides organizational leadership and support for the Board in achieving GVR's vision, completing its mission, and executing its Strategic Plan.
- D. The CEO serves as the community liaison and is responsible for enhancing the visibility of the organization locally, regionally and nationally.
- E. The CEO serves as the Public Information Officer (PIO) for GVR or provides designee.
- F. The CEO may delegate authority to staff, as appropriate.

4.1.2 Fiscal Authority

- A. In order to conduct business activities consistent with the mission of GVR, financial stability and integrity must be maintained. The CEO shall:
 1. In conjunction with the Chief Financial Officer (CFO), develop the annual budget for Board approval which ensures maintenance of facilities, availability of member programs, and operation of The Corporation in accordance with the ~~5-Year Plan~~ Strategic Plan.
 2. Manage expenditures within the approved budget without incurring indebtedness.
 3. Develop and maintain sound financial practices.
 4. Oversee the fiscal management of GVR, including authority to approve financial matters, implement fiscal controls, execute reoccurring operational contracts and leases, fund expenditure approvals, and maintain accurate accounts of every financial transaction of GVR.
 5. Set rental rates for not-for-profit organizations not affiliated with GVR.
 6. Seek approval of all expense reports of the CEO by the Board Treasurer.

4.1.3 Programmatic Authority

- A. The CEO has the authority to act in accordance with the mission and stated purpose of GVR. The CEO shall:
1. Protect the non-profit status of GVR.
 2. Provide a safe environment for members of GVR.
 3. Structure the organization to continually improve operations and make changes as necessary to the organizational structure.
 4. Develop policies for disseminating information to the membership and general public.
 5. Participate in development and maintenance of short- and long-range strategies.
 6. Review proposed GVR projects and programs.

SECTION 2 - RESPONSIBILITIES

4.2.1 Human Resources SUGGESTION TO MOVE THIS SECTION AS 4.2.2 AND MOVE BOARD RELATIONSHIP TO 4.2.1

- A. The CEO directs the Human Resources (HR) of the organization. It is critical that HR is organized to perform at an optimum level for the corporation, through both paid and volunteer staff. The CEO shall:
1. ~~Maintain comprehensive HR policies and practices which are aligned with U.S. and Arizona law. Repeated in 4.~~
 2. Serve as Equal Employment Opportunity and Diversity Officer.
 3. Develop ~~and recommend to the Board~~ compensation packages that are competitive within Pima County and Southern Arizona.
 4. Ensure that there is an effective management team, support staff, and volunteer system in place. Effectively manage HR according to authorized personnel policies and procedures that fully conform to current laws (~~federal and state~~), regulations and corporate policy.
 5. Ensure the development and implementation of personnel training programs that enhance HR and ensure qualified employees and volunteers.
 6. Maintain a climate that attracts, retains, and motivates top quality people – both paid staff and volunteers.

4.2.2 Board Relationship 4.2.1??

- A. The CEO shall:
1. Participate with the Board President in developing agendas for meetings, and provide appropriate information so that the Board may make informed decisions.
 2. Keep the Board fully informed on the condition of the organization.
 3. Inform and support all Directors so that they may contribute to the Board effectively.
 4. Work with the President and Committee Chairs to ensure that Board Committees function effectively.
 5. Assist the Board in better understanding corporate policies and

- recommend policy changes to the Board, as necessary.
6. Work cooperatively with the President and be responsible and accountable to the ~~entire Board~~.

Commented [SS1]: The Board is a single entity.

4.2.3 Other Responsibilities

A. The CEO shall:

1. Monitor and ensure compliance with federal and state laws, Pima County regulations and ordinances, and GVR's Articles of Incorporation, Bylaws, CPM, and ~~any other related or similar documents.~~ ~~Corporate Operations Manual.~~
2. Be responsible for the organization's achievement of its Vision, Mission, and ~~Goals Strategic Plan.~~
3. Administer and implement all corporate policies.
4. Develop a public awareness program to promote GVR.
5. Assure the organization and its Mission, programs, products and services are consistently presented in a strong, positive image to members.
6. Be responsible for setting hours of operation for facilities, and for publicizing those hours by various GVR and non-member groups.
7. Be authorized to deny facility access to any group or to cancel any event, even if in progress.
8. Authorize the voluntary dissolution of GVR Clubs.
9. Perform other duties as prescribed by the Board.

Commented [SS2]: I don't know what this is?

SECTION 3 - COMPENSATION AND REVIEW

4.3.1 Chief Executive Officer Compensation

The Board, upon initial hire of a CEO, shall negotiate an agreement approved by the CEO and the Board. Said document shall contain the Compensation Package for the CEO, length of term, renewal options and other relevant information pertinent to the employment of the CEO, including rate of pay. ~~The CEO, at a minimum, shall receive those benefits available to all GVR employees.~~

Commented [SS3]: This provision is not in practice.

4.3.2 Chief Executive Officer – Performance Appraisal Process

~~I believe that the whole process in Section 3 4.3.2 is cumbersome and too apt to be manipulated by different boards. I think that in the long run we do need the process controlled by a neutral third party.~~

Commented [NM4]: Scott Somer's comments (3 Paragraphs before "A")

~~My thought is to only add (somewhere?) that after the board reviews the results of the evaluation, the CEO joins them to discuss the results. After that the whole board would consider any bonus, salary increase, reprimand, etc. The result of that would be delivered to the CEO by the President and/or Evaluation committee.~~

~~For now, I think it is best to get Part 4 approved (with the change above) and with the discussion that this section will be updated later to use a~~

third party. If not this year, then the task forwarded to next year's BAC.

A- The Performance Appraisal and Goals shall be completed at least annually 30 days prior to the date of the Annual Meeting of The Corporation. The Board, at its discretion, may conduct or have conducted additional performance reviews of the CEO at any time. In the case of a new CEO, an evaluation shall be completed at 3 months, 6 months, 9 months and yearly. Any and all reports, conclusions, findings or information resulting from such reviews may only be discussed in Executive Session. Failure to conduct such reviews in no way shall relieve the CEO from performing such duties and responsibilities as required by contract or any other document of GVR.

1. Importance of performance appraisal:
 - a. This is the regular process of both formally and informally providing feedback about an individual's implementation of his/her responsibilities. All employees deserve and expect ongoing feedback, whether formal or informal, and all employees should expect a formal appraisal conducted annually by the supervisor.
 - b. The process begins with the job description. The Board and CEO must be clear about the responsibilities, scope of authority and limitations along with the standards and expectations of the job.
 - c. Self-evaluation is an important component of the process. The same form should be used by the CEO and the Board. The self-evaluation must be considered during the review of performance.
 - d. At the conclusion of the process, the forms are filed in the employee's file. Previous year's results are used for the next year's evaluation.
 - e. The appraisal results form the basis for bonuses. Bonuses are formulated during the budgeting process and instituted within 30 days of the annual anniversary of the CEO.

2. Elements of the Performance Appraisal Process for the CEO:

- a. A Committee of the Board shall manage the performance appraisal and will conduct the performance appraisal interview. If the President has been in office less than 6 months, inclusion of the Past President on the Committee is necessary, if possible. This Committee shall consist of at least 3 Directors who have been in office for more than 1 year. No staff or non-board members shall participate.
- b. The Current President establishes the Committee and chairs it.
- c. The Committee works on behalf of the Board and does not assume its authority regarding the CEO. The total Board serves as the evaluator and final arbiter of any issues related to performance of the CEO.
- d. Committee responsibilities:
 - 1) Be appointed and serve through the entire evaluation year.
 - 2) Draft any changes to the CEO Job Description and obtain Board input/approval, design the Performance Appraisal

Commented [SS5]: In my experience, I have it to be simple and effective for the aggregated summary to be provided to and the members before the actual meeting to allow for a better discussion. In the meeting, all may share comments about performance including me. I've then left the room while the Board deliberates on any performance issues (of which there haven't been any), and/or pay increases, contract changes, etc. I'm then invited back into the room. The Mayor, Chair, or Presidents then speaks on behalf of the Board.

I've not had a third party give me an evaluation. I'm concerned that a third party will only be able to use quantifiable data for the evaluation. "Did he or didn't he complete this task?" More goes into this job than checking boxes, ie. Board and staff relations, community relations, etc. Many important categories are listed on the current form that may not be captured from a third party. On the other hand, I neutral third party may help to neutralize any personal issues or retribution.

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Commented [SS7]: This has not been the practice or my experience.

Process, including the necessary tools, and recommend to the Board the process and tools. The Board formally adopts the process and tools.

- 3) Initiate the formal Performance Appraisal Process, typically 2-3 months prior to the date of the Annual Meeting of The Corporation. This time period allows completion of the appraisal process, format review and action by the Board and meeting with the CEO.
 - 4) Recommend the bonus to the Board following the Annual Performance Appraisal.
 - 5) Review and endorse the CEO's annual goals and professional development plan and inform the full Board.
 - 6) Regularly review the job description, any relevant policies, the appraisal process, and recommend enhancements for review and action by the Board as necessary.
3. **Steps in the CEO Performance Appraisal Process:**
- a. The Performance Appraisal Committee reviews the Performance Appraisal Process, informs the Board of the process and invites Directors and the CEO to provide any comments to the Committee.
 - b. Performance forms are provided to each Director for their completion and these are returned to the Committee.
 - c. The CEO completes a self-evaluation form and returns it to the Committee.
 - d. The Committee meets and summarizes the Board's completed ratings and compares the results to the CEO's self-appraisal.
 - e. ~~The Committee meets with the CEO to review the findings. The Committee Chair sends a confidential memo to the Board and convenes an Executive Session with the Board and CEO to discuss the results of the Performance Appraisal, and recommendations. After the discussion concludes, the CEO will exit the Executive Session. At that time, the Board will discuss the Committee recommendations regarding any appraisal memo and bonus or salary adjustment recommendation, make changes if desired and then act. The minutes will reflect the action.~~
 - f. The Board assists the Committee in developing New Goals for the next year along with input from the CEO.
 - g. The Committee (or a representative of) meets with the CEO to discuss the results of the appraisal and the Board decision.
 - h. The CEO and the Committee modify the Goals for the next year, work together to outline the Performance Improvement and Development Plan.

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Commented [NM9]: Changes from Donna Coon

PART 4: CHIEF EXECUTIVE OFFICER

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- ~~3-2.~~ Develop compensation packages that are competitive within Pima County and Southern Arizona.
- ~~4-3.~~ Ensure that there is an effective management team, support staff, and volunteer system in place. Effectively manage HR according to authorized personnel policies and procedures that fully conform to current laws (federal and state), regulations and corporate policy.
- ~~5-4.~~ Ensure the development and implementation of personnel training programs that enhance HR and ensure qualified employees and volunteers.
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- c. The Committee works on behalf of the Board and does not assume its authority regarding the CEO. The total Board serves as the evaluator and final arbiter of any issues related to performance of the CEO.
- d. Committee responsibilities:
 - 1) Be appointed and serve through the entire evaluation year.
 - 2) Draft any changes to the CEO Job Description and obtain Board input/approval, design the Performance Appraisal Process, including the necessary tools, and recommend to the Board the process and tools. The Board formally adopts

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- 3) Initiate the formal Performance Appraisal Process, typically 2-3 months prior to the date of the Annual Meeting of The Corporation. This time period allows completion of the appraisal process, format review and action by the Board and meeting with the CEO.
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 - 5) Review and endorse the CEO's annual goals and professional development plan and inform the full Board.
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3. **Steps in the CEO Performance Appraisal Process:**
- a. The Performance Appraisal Committee reviews the Performance Appraisal Process, informs the Board of the process and invites Directors and the CEO to provide any comments to the Committee.
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 - d. The Committee meets and summarizes the Board's completed ratings and compares the results to the CEO's self-appraisal.
 - e. The Committee meets with the CEO to review the findings. The Committee Chair convenes an Executive Session with the Board and CEO to discuss the results of the Performance Appraisal. After the discussion concludes, the CEO will exit the Executive Session. At that time, the Board will discuss the Committee recommendations regarding any bonus or salary adjustment and then act. The minutes will reflect the action.
 - f. The Board assists the Committee in developing New Goals for the next year along with input from the CEO.
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 - h. The CEO and the Committee modify the Goals for the next year, work together to outline the Performance Improvement and Development Plan.

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Commented [NM8]: Changes from Donna Coon



Green Valley Recreation, Inc.
Board Affair Committee
CPM Part 7 Communications

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: November 8, 2022

Presented By: Donna Coon, Chair

<p>Originating Committee / Department: Board Affair Committee (BAC)</p>
<p>Action Requested: Review CPM Part 7 Communications. Accept and/or make changes to the redline version, have legal counsel review and then recommend approval by the Board of Directors at the next Regular Meeting.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: CPM Part 7 Communications needs reviewed, discussed and updated.</p>
<p>Fiscal Impact: None</p>
<p>Committee Options:</p> <ol style="list-style-type: none"> 1) Discuss changes in the CPM Part 7 redline version, approve or make additional changes to recommend to the Board of Directors for approval at next Regular Meeting. 2) Review CPM Part 7, make any changes or additions and send to the Attorney for review.
<p>Recommended Motion: Move to forward CPM Part 7 Communications to the Attorney for review and then recommend approval of the Board of Directors at the next Regular Meeting.</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) CPM Part 7 Redline 2) CPM Part 7 Clean

PART 7: COMMUNICATIONS

Approved September 27, 2016 except as amended

SECTION 1 – POLICIES

7.1.1 General

~~A. As an integral part of the greater Green Valley, Arizona community, GVR strives to maintain open and transparent communications in order to foster good relations with its members, news organizations, and the general public.~~

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~~B. To this end, GVR uses several communication vehicles to provide news, information and updates. These vehicles include, but are not limited to:~~

Commented [NW1]: Neither policy nor Board procedure

- ~~1. a monthly newsletter~~
- ~~2. an electronic, email newsletter~~
- ~~3. an email address for the Board and an email address for general inquiries~~
- ~~4. websites and apps~~
- ~~5. timely postings of Board and Committee meeting agendas and materials and subsequent meeting minutes~~
- ~~6. social media~~

~~C.A. Because GVR is a private corporation, it is not subject to the same laws that govern municipalities, such as open meeting statutes or laws that protect freedom of speech and freedom of assembly. GVR is under no obligation to publicly disclose all information about the organization and may keep certain information relating to its members, employees and its operations confidential. All GVR Directors, employees, and volunteers are required to abide by GVR's confidentiality policies.~~

Commented [NW2]: This does not seem to be policy.

Commented [NW3]: Where can these be found? In 7.2.2 below?

~~7.1.27.1.1 GVR Email Administrator~~

~~A. The CEO or CEO designee shall serve as GVR Email Administrator and shall have the following responsibilities with respect to email sent to the GVR Director email address:~~

- ~~1. Responding to member emails requesting general information or forwarding same to the appropriate GVR administrative staff member;~~
- ~~2.1. Acknowledging receipt of all other member emails and forwarding same to the GVR Board President for review and response; and~~
- ~~3.1. Archiving email messages.~~

Commented [NW4]: This suggests that the BOD does not even need to see these emails—I agree

~~7.1.3~~ **Prohibited Email Communications**

- ~~A. The following email communications are strictly prohibited:~~
- ~~1. Messages containing offensive language, including, but not limited to, defamatory, racist or obscene remarks;~~
 - ~~1. Messages intended to or that would cause a reasonable person to be alarmed, annoyed or harassed;~~
 - ~~2. Messages containing an attachment that is from someone other than the member sending the email;~~
 - ~~3. Any attempt to disguise the sender's identity or an email with an anonymous sender;~~
 - ~~4. Potentially damaging messages including, but not limited to, mass or commercial messages, spam, and messages containing viruses; and~~
 - ~~5. Messages concerning GVR business and/or operations addressed to a GVR Director's personal email account.~~

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Commented [NW5]: Who is prohibited?

SECTION 2 - EXTERNAL COMMUNICATIONS

7.2.1 Public Information Officer (PIO) as Point of Contact

~~To ensure the orderly release of accurate and consistent information to the general public and news media,~~ GVR's CEO shall serve as the official Public Information Officer (PIO) for The Corporation (*CPM Part 4 Section 1: 4.1.1.E*) or may delegate ~~such~~ Public Information Officer (PIO) responsibilities. The PIO shall be the single point of contact for inquiries from non-members (general public) and news media.

~~Other GVR staff, as appropriate, may field inquiries from current or prospective GVR Members. All public and media inquiries shall be directed to the designated PIO spokesperson, who shall consult with senior managers, if necessary, to confirm information prior to release. The CEO shall approve in advance all press releases. This process ensures that the release of information to the general public and news media is consistent with GVR's governing documents and policies and helps to prevent misunderstandings, misinterpretations, and confusion.~~

Commented [NW6]: Operating procedure

7.2.2 Information Prohibited from Public Release

~~7.2.2~~

- A. GVR protects the confidentiality of certain information in conformance with its governing documents and applicable laws. ~~For this reason,~~ GVR will not release information nor comment on the following:
1. Member information and records
 2. Employment records and employees' personal information
 3. Privileged information between The Corporation and its legal

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- counsel
- 4. Information related to pending litigation
- 5. Any information that was made available in an Executive Session of the Board
- 6. ~~Any information prohibited from public release by local, state or federal laws~~
- 7. ~~Any information in which public disclosure would not be in the best interest of The Corporation~~

Commented [NW7]: Should be assumed

Commented [NW8]: The subjectivity of this sentence makes me as uncomfortable as the grammar used to compose it. Some Boards have felt that sharing any conversation with an attorney is "not in the best interest of The Corporation" while other Boards would prefer to confer with the attorney in open session.

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Commented [NW9]: Neither policy nor procedure

Commented [NW10]: This doesn't seem relevant? Seems like it's about room reservations?

Commented [NW11]: Again, this is so subjective it is bound to be abused at some point. It feels like a safety mechanism and as much as I'd like to have one---recommend striking this.

7.2.3 Correction of Inaccurate Information

~~7.2.3~~
GVR will take steps to correct inaccurate information published or reported by external media about The Corporation as soon as reasonably practicable after its discovery.

~~Such steps may include a request for a correction to be published and/or a written opinion piece submitted to the media outlet. The nature and seriousness of the misinformation shall be considered in determining the most appropriate course of action.~~

~~7.2.4 Media & Public Access~~

~~As a private, nonprofit 501(c)(4) organization, GVR is obligated to ensure that only authorized members, guests, and visitors are allowed access to its facilities and programs in conformance with its Bylaws. For this reason, The Corporation may deny the use of its facilities to any outside group that, in its judgment, does not further the interests of GVR and its members. GVR may also deny requests for access or information by news organizations if it is determined that the nature of the visit or inquiry is not in the best interest of The Corporation and/or its members.~~

7.2.57.2.4 Media Access

Members of the media are welcome to attend and document events and meetings that are open to the general GVR membership or the general public, as long as they take care to avoid intruding upon or disrupting those in attendance. If admission is charged to the event, members of the media may request a press pass.
The news media may request access to GVR, its members, clubs and programs for the purpose of developing news items subject to certain restrictions. GVR has an obligation to protect the privacy of its members without intrusion or disruption of their visits to or utilization of GVR facilities.

If they have been invited to such events, Media representatives (e.g., reporters) are also welcome to attend members-only functions held on GVR property (such as GVR Club events) or

events hosted by outside groups that are renting GVR facilities ~~if they have been invited to such events~~. Media representatives shall ~~notify~~ arrange with GVR in advance if they wish to attend non-public events or activities to which they have not received an invitation from GVR or the event's host, including such as GVR classes and club activities held in reserved spaces. ~~and all other activities at any GVR facility (including meeting rooms, sports courts, fitness centers and pools/spas).~~

~~Media representatives shall be required to provide the general nature of the visit, who they wish to interview, and which facility they wish to visit. A GVR employee may be designated to accompany the media representative to the event. GVR reserves the right to deny the request if it is determined that the nature of the visit is not in the best interests of The Corporation and/or its members.~~

~~For the safety and privacy of members and employees, still or video photography at private events is prohibited without prior written approval from GVR and signed waivers from every individual whose image is photographed or videoed.~~

7.2.6 — Media Coverage of Public Events

~~News organizations are welcome to attend any program or event at GVR that is open to the general public and community upon payment of the regular admission fee, if any, or with a complimentary ticket if provided by GVR. Examples of public events include live performances, annual Health Fair, annual Artisans Fair, GVR Foundation's Southern Arizona Senior Games, lecture series, GVR Center open houses and ceremonial dedications.~~

7.2.7 — Media Access to GVR Clubs

~~GVR sanctions various clubs, many of which use GVR's facilities for their meetings and activities, and some of which have designated spaces for their club's use. As a courtesy, media representatives who wish to access GVR property to visit a GVR Club shall notify the PIO of their visit and its nature. If a GVR Club has invited media representatives to visit their club or attend an event, the club is required to notify the PIO of such visit.~~

~~Media representatives invited to GVR facilities by a GVR Club are subject to the same rules and regulations as other GVR guests. Club's Officers shall be responsible for ensuring that media representatives comply with such rules and regulations and ensuring the accuracy of any information provided to them.~~

7.2.8 — Media Requests for Information — Media Inquiries

Commented [NW12]: This isn't enforceable in the era of cell phone cameras and creates an administrative burden.

Commented [NW13]: Covered in suggested first paragraph above

Commented [NW14]: Covered above

~~GVR wishes to maintain its relationships with media outlets and will respond to any request for information deemed to be in the best interests of The Corporation and its members as determined by the PIO. Requests for information from media will be considered on a case-by-case basis, depending on the nature of the request.~~

SECTION 3 - MEMBER COMMUNICATIONS

7.3.1 Member Communications Sent to Staff

~~Communications with GVR Members are intended to keep members informed of news and information, and shall be accurate, truthful, transparent and timely. Members are encouraged to attend GVR governance meetings to become and remain informed.~~

~~Any written, emailed, or telephone communications received by staff from members that are deemed to be of a serious nature shall be forwarded to the CEO who, at his/her discretion, may consult with the Board President prior to authorizing a response.~~

GVR will not respond to anonymous, obscene, harassing, belligerent or threatening communications received from any individual.

7.3.2 Member Communications ~~Sent~~ to Board of Directors

~~7.3.2~~
Member suggestions made at Board meetings or sent to the Board via email or other means may be referred to the Chair of an appropriate Committee for consideration.

7.1.2 GVR Email Administrator

B. The CEO or CEO designee shall serve as GVR Email Administrator and shall have the following responsibilities with respect to email sent to the GVR Director email address:

6. Responding to member emails requesting general information or forwarding same to the appropriate GVR administrative staff member;
7. Acknowledging receipt of all other member emails and forwarding same to the GVR Board President for review and response; and
8. Archiving email messages.

7.3.3 ~~Member Comments at Board of Director Meetings~~

~~Members are welcome and encouraged to attend regular monthly meetings of the Board and are permitted to address the Board at designated times during the meetings. (CPM Part 2 Section 3-~~

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Commented [NW15]: This suggests that the BOD does not need to see these emails.

Commented [NW16]: Redundant to 2.3.F.

2.3.2)

7.3.4 ~~Email Communications with Members~~

~~A. GVR communicates via email with members to respond to inquiries and to provide news and information to the membership. The CEO or CEO's designee(s) shall serve as GVR Email Administrator and is responsible for responding to email correspondence from GVR Members and/or forwarding the communication to the appropriate staff for response.~~

~~1. General Email~~

~~a. GVR has established and frequently monitors a general email box (Hotline@gvrec.org) for members to use to make comments or ask questions and which is posted on the GVR website and included in each eBlast and newsletter. The Email Administrator is responsible for monitoring this email box and responding to member emails or forwarding them to the appropriate employee for response. Emails received from members shall be saved and archived by staff as designated by the CEO.~~

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7.3.5 ~~GVR Email Updates~~

~~GVR has an electronic newsletter (e.g., eBlast) that is sent to subscribers who must "opt-in" and agree to receive such email communications. GVR respects the privacy of its members and subscribers, and does not rent, sell, or share subscriber's names, information or contact information, including email addresses.~~

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7.3.6 **7.3.3 Board of Directors Email Policy (updated 10/25/2016)**

~~To facilitate communications among Board Directors, GVR's Board-approved "Email Policy" provides each Director with an official GVR email address, which is to be used solely for governance-related communications between Directors and GVR staff only.~~

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~~A generic email address for members to communicate electronically with the Board (board@gvrec.org) is posted on the GVR website and published in each GVRWow! newsletter. Emails addressed to the Board shall be reviewed by the CEO and the designated GVR Email Administrator who shall archive all such email messages, forward them to the Board President, and copy other Directors. Any Director who receives a communication in a personal non-GVR email account that concerns GVR business and/or Board matters shall may forward same to the CEO for review and if appropriate, archiving by the GVR Email Administrator.~~

Commented [NW17]: This phrase suggests that the director's GVR email is to be used only for communications between directors and staff, not among the Directors.

Commented [SS18R17]: Or to members. Why is that? If a Director is responding to a member in their official capacity as a Director, they should only use their GVR email since it's official and since we're able to keep a record of it..

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~~It is the policy of the Board that individual Directors shall not use email to discuss, debate, or make policy or operational practice~~

statements related to GVR whether in response to a member's comments or for any other purpose except as may be specifically authorized by the Board.

Commented [NW19]: This seems to support my conclusion in the comment above.

7.3.7.3.4 Board of Directors Email Policy (updated 9/25/2018)

Commented [SS20R19]: Let's discuss.

GVR shall maintain a password-protected generic email account ("GVR Director Email Address") which shall serve as the sole means of email communication between members and GVR Directors relating to GVR business and/or operations. The GVR Director Email Address shall be posted on the GVR website and may be published in GVR publications and Members will be directed to communicate to Directors via the GVR Director Email Address.

Commented [NW21]: Same title as previous passage. Same topic covered. Suggest merging.

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Commented [NW22]: Operating procedure

Directors shall be assigned an email address by GVR which they shall use for all email communications relating to GVR business and/or operations between each other and/or GVR staff.

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Commented [NW23]: All these pink passages seem to say the same thing?

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The Board Secretary is authorized to determine where the subject of an email should be dealt with, i.e., which Committee or Board meeting, and to respond to member emails that request a response.

Commented [NW24]: Are member communications typically addressed in Board or Committee meetings?

Commented [SS25R24]: Perhaps, but should they be? I would argue, no. meetings are for conducting business.

7.3.5 Prohibited Email Communications

7.3.8

A. The following email communications by GVR Directors, members, employees, and volunteers are strictly prohibited:

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1. Messages containing offensive language, including, but not limited to, defamatory, racist, or obscene remarks
2. Messages intended to or that would cause a reasonable person to be alarmed, annoyed, or harassed
3. Messages containing an attachment that is from someone other than the member sending the email
4. Any attempt to disguise the sender's identity or an email with an anonymous sender
5. Potentially damaging messages, including but not limited to, mass or commercial messages, spam, and messages containing viruses
6. Messages concerning GVR business and/or operations addressed from a GVR Director's personal email account
7. Personal emails using a GVR email account

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SECTION 4—ELECTRONIC & SOCIAL MEDIA

Commented [NW26]: Operating procedure

7.4.1 General

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GVR may utilize electronic and social media sites (e.g., FacebookTM, TwitterTM, etc.) to share information on The Corporation's activities.

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and events and for any other purpose related to GVR business. To the extent that such media sites allow individuals to post replies and comments, GVR reserves the right to limit and/or remove, at its sole discretion, any reply or comment it deems offensive or contrary to the interests of The Corporation or its members.

PART 7: COMMUNICATIONS

Approved September 27, 2016 except as amended

SECTION 1 – POLICIES

7.1.1 General

- A. Because GVR is a private corporation, it is not subject to the same laws that govern municipalities, such as open meeting statutes or laws that protect freedom of speech and freedom of assembly. GVR is under no obligation to publicly disclose all information about the organization and may keep certain information relating to its members, employees and its operations confidential. All GVR Directors, employees, and volunteers are required to abide by GVR's confidentiality policies.

Commented [NW1]: This does not seem to be policy.

Commented [NW2]: Where can these be found? In 7.2.2 below?

SECTION 2 - EXTERNAL COMMUNICATIONS

7.2.1 Public Information Officer (PIO) as Point of Contact

GVR's CEO shall serve as the official Public Information Officer (PIO) for The Corporation (*CPM Part 4 Section 1: 4.1.1.E*) or may delegate Public Information Officer (PIO) responsibilities. The PIO shall be the single point of contact for inquiries from non-members (general public) and news media.

7.2.2 Information Prohibited from Public Release

- A. GVR protects the confidentiality of certain information in conformance with its governing documents and applicable laws. GVR will not release information nor comment on the following:
1. Member information and records
 2. Employment records and employees' personal information
 3. Privileged information between The Corporation and its legal counsel
 4. Information related to pending litigation
 5. Any information that was made available in an Executive Session of the Board

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7.2.47.2.3 Correction of Inaccurate Information

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GVR will take steps to correct inaccurate information reported by external media about The Corporation as soon as reasonably practicable after its discovery.

7.2.67.2.4 Media Access

Members of the media are welcome to attend and document events and meetings that are open to the general GVR membership or the general public, as long as they take care to avoid intruding upon or disrupting those in attendance. If admission is charged to the event, members of the media may request a press pass.

If they have been invited to such events, Media representatives (e.g., reporters) are also welcome to attend members-only functions held on GVR property (such as GVR Club events) or events hosted by outside groups that are renting GVR facilities. Media representatives shall arrange with GVR in advance if they wish to attend non-public events or activities to which they have not received an invitation from GVR or the event's host, including GVR classes and club activities held in reserved spaces.

Commented [NW3]: Covered in suggested first paragraph above

Commented [NW4]: Covered above

SECTION 3 - MEMBER COMMUNICATIONS

7.3.1 Member Communications Sent to Staff

GVR will not respond to anonymous, obscene, harassing, belligerent or threatening communications received from any individual.

7.3.2 Member Communications to Board of Directors

Member suggestions made at Board meetings or sent to the Board via email or other means may be referred to the Chair of an appropriate Committee for consideration.

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7.1.2 GVR Email Administrator

A. The CEO or CEO designee shall serve as GVR Email Administrator and shall have the following responsibilities with respect to email sent to the GVR Director email address:

1. Responding to member emails requesting general information or forwarding same to the appropriate GVR administrative staff member;
2. Acknowledging receipt of all other member emails and forwarding same to the GVR Board President for review and response; and
3. Archiving email messages.

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Commented [NW5]: This suggests that the BOD does not need to see these emails.

7-3-47.3.3 Board of Directors Email Policy (updated 10/25/2016)

To facilitate communications among Board Directors, GVR’s Board-approved “Email Policy” provides each Director with an official GVR email address, which is to be used solely for governance-related communications between Directors and GVR staff only.

Any Director who receives a communication in a personal non-GVR email account that concerns GVR business and/or Board matters may forward same to the CEO for review and if appropriate, archiving by the GVR Email Administrator.

It is the policy of the Board that individual Directors shall not use email to discuss, debate, or make policy or operational practice statements related to GVR whether in response to a member’s comments or for any other purpose except as may be specifically authorized by the Board.

Commented [NW6]: Redundant to 2.3.F.

Commented [NW7]: This phrase suggests that the director’s GVR email is to be used only for communications between directors and staff, not among the Directors.

Commented [SS8R7]: Or to members. Why is that? If a Director is responding to a member in their official capacity as a Director, they should only use their GVR email since it’s official and since we’re able to keep a record of it..

7-3-57.3.4 Board of Directors Email Policy (updated 9/25/2018)

GVR shall maintain a password-protected generic email account (“GVR Director Email Address”) which shall serve as the sole means of email communication between members and GVR Directors relating to GVR business and/or operations.

Directors shall be assigned an email address by GVR which they shall use for all email communications relating to GVR business and/or operations between each other and/or GVR staff.

The Board Secretary is authorized to determine where the subject of an email should be dealt with, i.e., which Committee or Board meeting, and to respond to member emails that request a response.

Commented [NW9]: This seems to support my conclusion in the comment above.

Commented [SS10R9]: Let’s discuss.

Commented [NW11]: Same title as previous passage. Same topic covered. Suggest merging.

Commented [NW12]: Operating procedure

Commented [NW13]: All these pink passages seem to say the same thing?

Commented [NW14]: Are member communications typically addressed in Board or Committee meetings?

Commented [SS15R14]: Perhaps, but should they be? I would argue, no. meetings are for conducting business.

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7-3-67.3.5 Prohibited Email Communications

A. The following email communications by GVR Directors are strictly prohibited:

1. Messages containing offensive language, including, but not limited to, defamatory, racist, or obscene remarks
2. Messages intended to or that would cause a reasonable person to be alarmed, annoyed, or harassed
3. Any attempt to disguise the sender’s identity or an email with an anonymous sender
4. Potentially damaging messages, including but not limited to, mass or commercial messages, spam, and messages

- containing viruses
5. Messages concerning GVR business and/or operations addressed from a GVR Director's personal email account
 6. Personal emails using a GVR email account

Commented [NW16]: Operating procedure