



AGENDA

Board Affairs Committee

Tuesday, December 13, 2022

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:** November 8, 2022
- 3. Chair Comments**
- 4. Business**
 - a. CPM Part 6, Section 3 Hobby Shops & Studio Clubs: 6.3.4.A&B – Change to allow selling products to the public
 - b. CPM Part 3
 - c. Social and Dance Club Non-Member Fee Waiver
 - d. Guest Policy: Safety and Security
 - e. Discussion of old dates on the CPM
- 5. Member Comments**
- 6. Adjournment**

Next Meeting: Tuesday, January 10, 2023, West Center, Room 2/Zoom, 1:30-3:00pm



MINUTES

Board Affairs Committee

Tuesday, November 8, 2022, 1:30pm
WC Room 2 / Zoom

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

Absent: Joyce Finkelstein, Jodie Walker

Visitors: 3

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: October 11, 2022

MOTION: Johnson moved / Soukup seconded to approve October 11, 2022, Meeting Minutes as presented.

Passed: unanimous

3. Chair Comments:

- The Board of Directors passed the Guest Pass Policy presented by the BAC at the last Regular Meeting.
- The Bylaws were pulled from the agenda due to needing attorney review.
- The Board of Directors were unable to review the BAC recommendations for CPM Part 3 recommendations at the October 26 Regular Meeting. CPM Part 3 has been moved to the November Board of Directors Regular Meeting.

4. Business

1. Review and Discuss CPM Part 4

MOTION: Crothers moved / Johnson seconded to accept changes for Part 4 Section 1 and 2.

Passed: unanimous

MOTION: Soukup moved / Crothers seconded to recommend to the Board to remove Section 3 Compensation and Review as is and modify with Section 3 CEO Review and 4.3.1 CEO Annual Review: The Board shall evaluate the CEO annually according to the terms of

the CEO hiring contract.

Passed: 7 yes / 1 abstained (Johnson)

2. Review and Discuss CPM Part 7

There was a consensus for the redline version of CPM Part 7 Communications, with a rewrite for 7.1.1 Policies/General, remove 7.2.3, and have the Attorney review 7.3.3 Board of Directors Email Policy. Natalie Whitman, Communication Director, will provide a clean CPM Part 7, due to all the redline changes, and bring back to the BAC the rewrite for discussion at the December BAC meeting before recommending to the Board of Directors for approval.

3. Delay Bylaws Changes

MOTION: Coon moved / Crothers seconded to rescind the amended motion at the October 11, 2022, BAC meeting, to forward to the Board of Directors the restated Bylaws, and ask staff to work with the Attorney to make recommendations on future changes to existing Bylaws.

Passed: unanimous

4. Scott Somers addressed the Social and Dance Clubs policy on permitting non-members guests to attend events. The BAC will address this at the December BAC meeting.

5. **Member Comments: 0**

6. **Adjournment**

MOTION: Coon moved / Soukup seconded to Adjourn meeting at 3:33pm MST.

Passed: unanimous

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



Green Valley Recreation, Inc.
Board Affairs Committee

CPM Part 6, Section 3 Hobby Shops & Studio Clubs

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: December 13, 2022

Presented By: Donna Coon, Chair

<p>Originating Committee / Department: BAC</p>
<p>Action Requested: Review CPM Part 6, Section 3 Hobby Shops & Studio Clubs: 6.3.4.A&B – Allow selling products to the public.</p>
<p>Committee Information: CPM Part 6, Section 3: 6.3.4.A&B 6.3.4 Merchandise/Product Sales A. GVR recognizes that finished craft pieces are sold through display cases in hobby shops. Because of the organization’s non-profit private club status, sales may only be made to GVR Members or their guests with appropriate GVR identification. B. Purchases from prospective GVR Members, accompanied by a local realtor, are acceptable, as long as the realtor is a GVR Member.</p>
<p>Staff Recommendation: Change the CPM to allow for public sales at the Hobby Shop.</p>
<p>Recommended Motion: Move to change the wording in CPM Part 6, Section 3: 6.3.4....</p>



Green Valley Recreation, Inc.
Board Affairs Committee

CPM Part 3

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: December 13, 2022

Presented By: Donna Coon, Chair

Originating Committee / Department: Board Affairs Committee
Action Requested: Review Part 3
Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation
Background Justification: Staff, Committee Continuity work group and BAC recommendations have been made and brought before the Board on November 16, 2022. After a discussion the Board moved CPM Part 3 to the January Work Session.
Attachments: 1) Part 3 Clean

PART 3: COMMITTEES

Approved January 28, 2014 except as amended

SECTION 1 – GENERAL

3.1.1 Committees of The Board of Directors (updated 9/30/2020)

- A. Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board. Each Committee will have a staff liaison selected by the CEO.
- B. Each Director shall serve on at least one Committee, and not more than two (2). The Board President is ex officio to all Committees, except for Audit Committee and Nominations & Elections Committee. Within three (3) days of Annual Meeting, Directors shall inform the Board President of Committee preference and the Board President shall forward the requests to the Committee Chair for assignment and approval at April Board meeting.
- C. Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.
- D. Committee terms are for three (3) years with a limit of six (6) consecutive years; two (2) term limit. Committee members are limited to two Committees, if approved by the Board. Committee members can resign by notifying the Committee Chair during the term if unable to fulfill the full term.
- E. The Board will establish the responsibilities of the Committees. Each Committee shall make policy recommendations to the Board for consideration.
- F. Standing Committees require a minimum of five (5) members including the Chairperson and one other Director, and a maximum of nine (9) members.
- G. Committee members shall be GVR members in good standing and must submit an application for a Committee appointment. The President, Chairperson, and CEO will review applications. After review of the applications the Chairperson will select Committee members and submit the appointments to the Board for approval at the April meeting. Staff, as liaisons to the Committees, will be selected by the CEO. Two-thirds of the Directors (8) is needed to overrule a selection. Vacancies on the Committee during the year may be filled by the Chairperson after consulting with the President. Committee members may be removed from a Committee by the Chairperson or the Board by a vote of two-thirds (8) Directors.
- H. Responsibilities of Committee Chairpersons, along with Committee members and staff liaison, are to identify goals in conjunction with the Strategic Plan; provide Committee action plans to the Board for approval; provide, at least, quarterly updates to the Board; and at year-end identify accomplishments of the Committee and continuing tasks for the next year.
- I. The President may establish Special or Ad Hoc Committees comprised

of members/assigned members in good standing, Directors and administrative staff as assigned by the CEO.

- J. Committees are not required to follow Robert's Rules of Order.
- K. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
- L. Directors may attend any Committee meeting, whether open or closed.
- M. All materials for the Committee meeting will be available online three (3) business days before the meeting. If the deadline for item consideration is not met, the item will be placed on the next scheduled Committee meeting agenda.
- N. Committee meetings will be open to all members, but may be held in closed session, at the discretion of the Committee or Subcommittee Chairperson.

SECTION 2 - AUDIT COMMITTEE (SPECIAL) (updated 10/28/2014)

3.2.1 Committee Members

The Audit Committee shall consist of the Chairperson, who shall be a Director, and two or more members who should have knowledge of financial reporting and internal control procedures.

3.2.2 Responsibilities

- A. 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.
- B. The principal functions of the Audit Committee are:
 - 1. To recommend a CPA firm to the Board to act as The Corporation's independent auditor.
 - 2. To review the independent auditor's terms of engagement.
 - 3. To review the results of each audit including opinion qualifications or expectations.
 - 4. To review the auditor's management letter and GVR management's response.
 - 5. To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
 - 6. To review the adequacy of internal financial controls with GVR management and the audit firm.

SECTION 3 - BOARD AFFAIRS COMMITTEE

3.3.1 Committee Members

The Board Affairs Committee shall consist of the Chairperson, who shall be a Director, and members who should have knowledge of Corporate Bylaws and Policies.

3.3.2 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. Review and recommend revisions, when appropriate, to the governing documents of The Corporation.
 - C. Review the Bylaws and the CPM, for updates and revisions. Changes may be necessary for continuity between governing documents, necessary due to changes made in Board or Committee meetings, or proposed by member input.
 - D. Forward all proposed revisions to the Bylaws 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.
 - E. Develop pro and/or con statements for ballot proposals being submitted to the membership for a vote. Members are strongly encouraged to present their positions to the Committee for consideration, and possible inclusion, in the pro and con statements.
 - F. If a Committee wishes to make changes to the CPM:
 - 1. The Committee will provide a paragraph stating the purpose and goal of the proposed changes to the Board Affairs Committee (BAC).
 - 2. If the BAC approves the purpose and intent, BAC will forward to legal counsel to review proposed changes.
 - 3. The draft changes will be presented to BAC and the Committee submitting the request.
 - 4. If approved by both the BAC and the Committee, the draft will be forwarded as a recommendation to the Board for approval.
 - G. Arrange appropriate in-service training, as required, for the Board. Ensure that Board orientation programs are held annually.
 - H. Review and recommend Board action on group applications for GVR club status.
 - I. Where appropriate, recommend modification to GVR Club policies, in keeping with the best interest of The Corporation.

SECTION 4 – FISCAL AFFAIRS COMMITTEE

3.4.1 Committee Members

The Fiscal Affairs Committee shall consist of the Chairperson, who shall be a Director, and to the extent possible, members who shall be knowledgeable about capital projects, with experience in financial management, and Generally Accepted Accounting Principles (GAAP).

3.4.2 Responsibilities

- A. Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve funding, the disposition of any Surplus and the transfers of Operating Cash.
- B. Monitor progress toward achievement of annual financial objectives.
- C. 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, Investment Portfolios, and report to the Board, as appropriate.
- D. Coordinate with Audit Committee and Investment Committee.
 - E. Review and recommend policy to assure financial control.
 - F. After reviewing staff input, recommend the establishment of the amount of dues, fees, and assessments.
 - G. After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee. (See Appendix 1 Section 1: 1.1.2.B.5.c)
 - H. Coordinate with the Planning & Evaluation Committee as it relates to proposed expenditures for capital improvements. (See Appendix 1 Section 1: 1.1.2.B.5.d)

SECTION 5 - INVESTMENTS COMMITTEE (updated 2/24/2021)

3.5.1 Committee Members

The Investments Committee (IC) shall consist of the Chairperson, who shall be a Director, and at least three (3) members who should have knowledge in the investment of financial assets and, to the extent practical, experienced in investment management and/or investment oversight.

3.5.2 Responsibilities

- A. The IC has the following specific responsibilities with respect to the Investment Advisors (IAs):
 - 1. Make timely recommendations to the Board concerning:
 - a. The hiring, termination, and replacement of the Investment Manager and/or Investment Advisor (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 1 Section 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 the Board 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.
 - 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.

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE (updated 5/22/2018)

3.6.1 Committee Members

The Nominations & Elections Committee (N&E) shall consist of the Chairperson, who shall be a Director, at least one (1) other Director on the Committee, and a minimum of two (2) members who shall represent various geographic areas to the extent possible.

3.6.2 Responsibilities

A. Nominations

1. Submit a slate of qualified candidates to the Board at least ninety (90) days prior to the Annual Meeting.
2. 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.
3. Obtain names of candidates submitted by nomination petition to the Secretary, within the deadline of sixty (60) days prior to the Annual Meeting. (Staff)

B. Election Process

1. 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 the Board fails to set a record date, the record date shall be the date of ballot delivery.
2. Submit the final slate of candidates for the ballot to the CEO.
3. Establish the deadline for the return of ballots which shall be no later than 4:00pm on a date at least five (5) days before the Annual Meeting.

C. Election Results

1. The Committee shall have the validation/counting process completed at least two (2) business days prior to the date of the Annual Meeting or Special Meeting. (Staff?)
2. The Chairperson shall notify the Board Secretary of the results of the election.
3. 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.
4. 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.

SECTION 7 – PLANNING & EVALUATION COMMITTEE (updated 9/27/2016)

3.7.1 Committee Members

The Planning and Evaluation Committee (P&E) shall consist of the Chairperson, who shall be a Director, and members who shall be knowledgeable about capital projects and/or experience in financial management.

3.7.2 Responsibilities

- A. 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 Committee. (See Appendix 1 Section 1: 1.1.2.B.2.a)
- B. To be knowledgeable of the Strategic Plan and Long-term Capital Plan to ensure that all capital-funding recommendations comply with these plans. (See Appendix 1 Section 1: 1.1.2.B.5.b)
- C. To identify issues and trends that could contribute to the update of aforementioned plans.



Green Valley Recreation, Inc.
Board Affairs Committee

Social or Dance Clubs Non-Members

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: December 13, 2022

Presented By: Donna Coon, Chair

<p>Originating Committee / Department: BAC</p>
<p>Action Requested: Review and discuss CPM Part 6, Section 2: 6.2.2.K(1-5)</p>
<p>Strategic Plan Goal: Goal 1: Provide excellent facilities for members to participate in a variety of active and social opportunities</p>
<p>Committee Information: CPM Part 6, Section 2: 6.2.2.K(1-5)</p> <p>K. Non-GVR Member Club Participant Policy:</p> <ol style="list-style-type: none"> 1. Clubs listed as Social or Dance Clubs on GVR’s website may allow non-GVR members to attend their events. 2. Non-members must sign a waiver. 3. Non-members will pay a fee established by the Board. 4. Clubs will remit fee and record of attendance to GVR Club Liaison. 5. Clubs may apply for a waiver of fees annually. The BAC will review applications to determine if fees are a hardship to the club and make a recommendation to the Board. Clubs will be notified of the Board’s decision.



Green Valley Recreation, Inc.
Board Affairs Committee

Guest Policy: Safety and Security

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: December 13, 2022

Presented By: Donna Coon, Chair

<p>Originating Committee / Department: BAC</p>
<p>Action Requested: Review the Guest Policy with Safety and Security in mind.</p>
<p>Strategic Plan Goal: Goal 3: Promote increased involvement of members in GVR</p>
<p>Background Justification: Due to a circumstance at one of GVR's facilities it is important to review the Guest Policy with safety and security in mind. The guest cards available to people that have not been ID'ed and do not enter with a GVR member is hard to track. Discussion needs to be held regarding how to handle the safety and security of all the members and those using the facilities.</p>
<p>Committee Information: Part 1 Membership and Facilities, Section 2 Use of GVR Facilities</p> <p>1.2.2 Guest Policy</p> <p>A. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, CRCF Resident, or Life Care Member of GVR and who live outside a twenty (20) mile distance from established GVR boundaries.</p> <p>B. GVR Members, Assigned Members, Life Care Members and CRCF Residents may purchase one (1) annual guest card which allows for four (4) adults per visit with unlimited visits. Annual guest cards are valid through the end of the calendar year and fees are not prorated. No more than one (1) annual guest card may be purchased by a GVR Member regardless of the number of properties owned and may not be purchased for tenant-occupied properties.</p> <p>C. GVR Members, Assigned Members, Life Care Members, CRCF Residents, and Tenants may purchase daily guest cards which allow for four (4) adults on a specific day.</p> <p>D. Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities.</p>

E. Guests under the age of 18 do not require guest cards and must be accompanied by an adult with privileges to use GVR facilities.

F. Replacement of a lost or damaged annual guest card must be obtained at a customer service office for a fee established by the Board. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a customer service office before a replacement card will be issued.

G. Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.

H. At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID card.