



MINUTES

Board Affairs Committee

Tuesday, January 10, 2023, 1:30pm
WC Room 2 / Zoom

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

Absent: Joyce Finkelstein, Chuck Soukup

Visitors: 1

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: December 13, 2022

MOTION: Tobiason moved / Knop seconded to approve December 13, 2022, Meeting Minutes as presented.

Passed: unanimous

3. Chair Comments:

- BAC will present CPM Part 3 to the Board at a Work Session January 18 for discussion, and to the Board on January 25 for possible approval.
- Parts 2, 3, and 4 were sent to Legal Counsel for review. Legal Counsel stated Part 2,3, and 4 looked good and did provide a few points to consider. Chair Coon addressed these issues and stated the CPM further clarifies most points in other sections.

4. Business

1. CPM Part 7

COO Natalie Whitman gave a short background on the three goals brought forth by members of the Board of Directors and the BAC Committee for Part 7 which include: 1) Remove prescriptive procedures; 2) Reduce hurdles for media access; and 3) Address individual Directors' ability to communicate freely with members as Directors and as individuals. Also, addressed is the Board email policy reviewed by Legal Counsel.

Suggested changes to 7.3.1: add "GVR welcomes constructive feedback, questions, and concerns from members. Members should email operational concerns to hotline@gvrec.org." Keep and make paragraph 2: "GVR will not respond to anonymous, obscene, harassing, belligerent or threatening communications received from any individual."

MOTION: Johnson moved / Tobiason seconded to approve the wording changes of 7.3.1 as put forth by Natalie Whitman, written above in the suggested changes to 7.3.1.

Passed: unanimous

Suggested changes to 7.3.2 and 7.3.3: Eliminate 7.3.3 GVR Email Administrator, along with 2., and include wording from 7.3.3 in 7.3.2 Member Communications to Board of Directors. 7.3.2 would read (including additions in quotes): First paragraph will be A. with no changes. Second paragraph is B including 1. and 2.: 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 information "and" forwarding same to the appropriate GVR staff member "and the Board of Directors"; 2. Archiving email messages.

MOTION: Tobiason moved / Johnson seconded to accept the new wording and changes as discussed in 7.3.2 and 7.3.3 as written above in the suggested changes to 7.3.2. and 7.3.3

Passed: unanimous

Suggested changed to 7.4.1: Remove paragraph 2 "If a member's email communications...and copy the other Directors." Changes (strike through and added in quotes) to paragraph 1, starting at sentence 2 include: Emails addressed to the Board through this address shall be reviewed by the CEO ~~and~~ "or" the designated GVR Email Administrator who shall ~~archive~~ "forward the email to the Board of Directors and archive" all such email messages. ~~The CEO will respond or have staff respond.~~

MOTION: Walker moved / Tobiason seconded to approve the verbiage stated in the suggested change as written above for 7.4.1.

Passed: unanimous

2. Two Bylaws Changes to be Added to the 2023 Ballot
BAC consensus was to not move forward with Question 1 on the 2023 Ballot: Change wording and remove Committee names in Bylaws Article VIII – Committees of the Board of Directors: Section 1: Standing Committees.

BAC reviewed Question 2: Add "with Board approval" in sentence four in Bylaws Article VIII – Committees of the Board of Directors: Section 3: Composition of Committees. The proposed alternative presented removes "with Board approval" and adds to the fourth sentence "recommended by the Chairperson, President, CEO and appointed by the Board of Directors."

MOTION: Johnson moved / Tobiason seconded to approve adding the new language presented in the proposed alternative written above.

Passed: 7 yes / 1 no (Crothers)

3. Continue Discussion of Dates in the CPM Table of Contents
Consensus of BAC: Add a page at the back of the CPM tracking all the

changes since the reorganized structure was approved by the Board, December 15, 2021.

5. Member Comments: 0 comments

6. Adjournment

MOTION: Johnson moved / Walker seconded to Adjourn meeting at 3:10pm.

Passed:

Next Meeting: Tuesday, February 14, 2023, West Center, Room 2/Zoom, 1:30 – 3:00pm