



AGENDA

Board Affairs Committee

Tuesday, January 10, 2023, 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:** December 13, 2022
- 3. Chair Comments**
- 4. Business**
 - a. CPM Part 7
 - b. Two Bylaw Changes to be Added to the 2023 Ballot
 - c. Continue Discussion of Dates in the CPM Table of Contents
- 5. Member Comments**
- 6. Adjournment**

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



MINUTES

Board Affairs Committee

Tuesday, December 13, 2022, 1:30pm
WC Room 2 / Zoom

Committee: Donna Coon (Chair), Carol Crothers, 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)

Absent: Joyce Finkelstein

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: November 8, 2022

MOTION: Tobiason moved / Walker seconded to approve November 8, 2022, Meeting Minutes as presented.

Passed: unanimous

3. Chair Comments:

- Remove from agenda Business 4.d.
- Report from November Board Meeting: 1) The Board discussed authorizing staff to obtain quotes and draft contracts for Board approval for improving safety measures and protocol for the facilities (the reason for removing from Board Affairs discussion in 4.d) 2) Board approved BAC recommendation changes to Corporate Policy Manual Part 4, CEO. 3) The Board began to look at Part 3 and then made the decision to bring it back for a Work Session in January. 4) Chair Coon explained to the Board that the BAC had rescinded the motion of October 11 regarding the Bylaws and to send the current Bylaws to the Attorney for review.
- Part 7 will be brought to the January BAC meeting.

4. Business

1. CPM Part 6, Section 3 Hobby Shops & Studio Clubs: 6.3.4.A&B

MOTION: Johnson moved / Humphrey second to approve the

wording change in Part 6, Section 3: 6.3.4.A&B. Remove "Because of the organization's non-profit private club status, sales may only be made to GVR Members of their guests with appropriate GVR

identification." Remove all of B. Added wording to A: GVR

recognizes that finished craft pieces are sold through display cases in hobby shops, the Artisan Shop, and other non-GVR venues to GVR members and to the public.

Passed: unanimous

2. CPM Part 3 Discussion:

- 3.1.1.B change by adding "have the opportunity." It will read "Each Director shall have the opportunity to serve on at least one Committee..."
- 3.1.1.D keep as stated by the BAC with serving three (3) years on a Committee.
- 3.1.1.F change the word from "require a" to "suggested." It will read "Standing Committees suggested minimum of five (5) members..."
- 3.1.1.G main change is "The President, Chairperson, and CEO will review the 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." An addition is "Two-thirds of the Directors (8) needed to overrule a selection." There does need to be a Bylaw change in Article VIII - Committees of the Board of Directors, Section 3: Composition of Committees - It states "Committee members shall be selected by the Chairperson of the committee." The BAC will recommend to the Board at the January Regular Meeting to allow for this one Bylaw change to match the proposed CPM change.

3. Social and Dance Club Non-Member Fee Waiver

MOTION: Coon moved / Walker seconded to recommend removing 6.2.2.K.5 which stated: 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. Passed: unanimous

~~4. Guest Policy: Safety and Security~~

5. Discussion of old dates in the Corporate Policy Manual (CPM)

- There are updates, adopted, revised, and approved dates throughout the Table of Contents and the CPM document. Do these dates need to be kept in both the Table of Contents and the full document?
- These dates do give reference points for researching the decisions.
- Dates can be found in researching the Board Resolution Document.
- Where the dates are put in the documents are not clear to what it is referring to: a full section or a section title?
- The consensus from the BAC was to have the dates in the Table of Contents only. They asked the staff to make the changes in the Table of Contents from the CPM document and present the changes at the next BAC meeting.

5. Member Comments: Comments made during the meeting.

6. Adjournment

MOTION: Walker moved / Coon seconded. Adjourn meeting at 3:12pm MST.

Passed: unanimous

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



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

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: January 10, 2023

Presented By: Donna Coon, Chair

<p>Originating Committee / Department: Board Affair Committee (BAC)</p>
<p>Action Requested: Recommend approval of CPM Part 7 as presented, to the Board of Directors.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: The Board of Directors directed staff and the BAC to develop recommended improvements to CPM Part 7 Communications.</p>
<p>Fiscal Impact: None</p>
<p>Committee Options:</p> <ol style="list-style-type: none"> 1) Recommend approval of CPM Part 7 as presented, to the Board of Directors. 2) Amend and recommend approval of CPM Part 7, to the Board of Directors. 3) Recommend delaying action at this time until additional research can be conducted.
<p>Staff Recommendation: Option #1</p>
<p>Recommended Motion: Move to recommend approval of CPM Part 7 as presented, to the Board of Directors.</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) CPM Part 7 Redline 2) CPM Part 7 Clean 3) CPM Part 7 Email Policies Redline from legal counsel 4) CPM Part 7 Email Policies Clean from legal counsel

PART 7: COMMUNICATIONS

Approved September 27, 2016 except as amended

Commented [NW1]: Nanci, other sections of the CPM do not include reference to dates as found here and in two flagged spots below. Recommend removing these references so the section conforms in format.

SECTION 1 – ~~POLICIES(Premises?)~~

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.

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

- ~~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~~

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~~C.~~B. 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.

~~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.~~

~~7.1.3~~ Prohibited Email Communications

~~A. The following email communications 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; and~~
- ~~6. Messages concerning GVR business and/or operations addressed to a GVR Director's personal email account.~~

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.~~

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. ~~For this reason,~~ Unless otherwise compelled by law, or as part of a criminal investigation, 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

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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~~

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 request press passes and 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.
~~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

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events hosted by outside groups that are renting GVR facilities ~~if they have been invited to such events~~. Media representatives shall ~~notify~~ inquire 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

~~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.

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7.3.3 ~~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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~~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: 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.~~

~~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.~~

SECTION 4: Board of Directors Communications

7.4.1 Board of Directors Member Email Policy (updated 10/25/2016)

A generic email address is used for for members to communicate electronically with the Board: board@gvrec.org. Emails addressed to the Board through this address shall be reviewed by the CEO and the designated GVR Email Administrator who shall archive all such email messages. The CEO will respond or have staff respond.

If a member's email communication cannot be resolved by staff alone and merits attention by the Board, the CEO will forward the email to the Board President for review and response, and copy the other Directors.

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GVR also provides each Director with an official individual GVR Director Email Address. If a Director receives a communication directly from a member in a personal non-GVR email account or in the individual Director GVR Email Address that concerns GVR business and/or Board matters, the Director may choose to forward the same to the CEO for review, and if appropriate, archiving and response.

Individual Directors may communicate with members directly through their email accounts, but official GVR Board positions/responses are to be approved and sent by the President, with a Board vote if appropriate.

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

Directors may communicate among themselves and with staff by email using the individual GVR Director Email Address provided by GVR, but should not discuss policy or the business of the Corporation with a quorum of the Board, to avoid the perception that decisions are being made outside of meetings. This promotes the goal of transparency (Section 7.1.1.A) with the membership by having debate and discussion in open meetings. Open meetings are required by Article IV, Section 5 of the Bylaws.

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~~7.3.6 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.~~

~~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 GVRNow/ 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 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.~~

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~~**7.3.7—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. 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.~~

~~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.~~

~~**7.3.8—Prohibited Email Communications**~~

~~A. The following email communications by GVR Directors, members, employees, and volunteers 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~~
- ~~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~~

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~~**SECTION 4—ELECTRONIC & SOCIAL MEDIA**~~

~~**7.4.1—General**~~

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

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SECTION 1 – (Premises?)

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.
- B. 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.

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. Unless otherwise compelled by law, or as part of a criminal investigation, 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

7.2.3 Correction of Inaccurate Information

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

7.2.4 Media Access

Members of the media are welcome to request press passes and 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 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 inquire 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.

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.

7.3.3 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 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.

SECTION 4: Board of Directors Communications

7.4.1 Board of Directors Member Email Policy (updated 10/25/2016)

A generic email address is used for for members to communicate electronically with the Board: board@gvrec.org. Emails addressed to the Board through this address shall be reviewed by the CEO and the designated GVR Email Administrator who shall archive all such email messages. The CEO will respond or have staff respond.

If a member’s email communication cannot be resolved by staff alone and merits attention by the Board, the CEO will forward the email to the Board President for review and response, and copy the other Directors.

GVR also provides each Director with an official individual GVR Director Email Address. If a Director receives a communication directly from a member in a personal non-GVR email account or in the individual Director GVR Email Address that concerns GVR business and/or Board matters, the Director may choose to forward the same to the CEO for review, and if appropriate, archiving and response.

Individual Directors may communicate with members directly through their email accounts, but official GVR Board positions/responses are to be approved and sent by the President, with a Board vote if appropriate.

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

Directors may communicate among themselves and with staff by email using the individual GVR Director Email Address provided by GVR, but should not discuss policy or the business of the Corporation with a quorum of the Board, to avoid the perception that decisions are being made outside of meetings. This promotes the goal of transparency (Section 7.1.1.A) with the membership by having debate and discussion in open meetings. Open meetings are required by Article IV, Section 5 of the Bylaws.

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

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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 GVRNow! newsletter. Emails addressed to the Board through this address shall be reviewed by the CEO and the designated GVR Email Administrator who shall archive all such email messages. The CEO will respond or have staff respond.

If a member's email communication cannot be resolved by staff alone and merits attention by the Board, the CEO will forward the email to the Board President for review and response, and copy the other Directors.

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~~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 forward same to the CEO for review and if appropriate, archiving by the GVR Email Administrator.~~

Individual Directors may communicate with members directly through their email accounts, but official GVR Board positions/responses are to be approved and sent by the President, with a Board vote if appropriate.

~~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.~~

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

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~~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. 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.~~

~~Directors may communicate among themselves and with staff by email using the individual GVR Director Email Address provided by GVR, but should not discuss policy or the business of the Corporation with a quorum of the Board, to avoid the perception that decisions are being made outside of meetings. This promotes the goal of transparency (Section 7.1.1.A) with the membership by having debate and discussion in open meetings. Open meetings are required by Article IV, Section 5 of the Bylaws.~~

~~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.~~

~~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.~~

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

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 *GVRNow!* newsletter. Emails addressed to the Board through this address shall be reviewed by the CEO and the designated GVR Email Administrator who shall archive all such email messages. The CEO will respond or have staff respond.

If a member's email communication cannot be resolved by staff alone and merits attention by the Board, the CEO will forward the email to the Board President for review and response, and copy the other Directors.

GVR also provides each Director with an official individual GVR Director Email Address. If a Director receives a communication directly from a member at the individual Director GVR Email Address or in a personal non-GVR email account that concerns GVR business and/or Board matters, the Director may choose to forward the same to the CEO for review, and if appropriate, archiving and response.

Individual Directors may communicate with members directly through their email accounts, but official GVR Board positions/responses are to be approved and sent by the President, with a Board vote if appropriate.

7.3.7 **Board of Directors Internal Email Policy (updated 9/25/2018)**

Directors may communicate among themselves and with staff by email using the individual GVR Director Email Address provided by GVR, but should not discuss policy or the business of the Corporation with a quorum of the Board, to avoid the perception that decisions are being made outside of meetings. This promotes the goal of transparency (Section 7.1.1.A) with the membership by having debate and discussion in open meetings. Open meetings are required by Article IV, Section 5 of the Bylaws.

Commented [JH1]: I recommend moving this from 7.3.7 to 7.1.4. It doesn't belong under Section 3.



Green Valley Recreation, Inc.
Board Affairs Committee

Two Bylaw Changes for Ballot 2023

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: January 10, 2023

Presented By: Donna Coon, Chair

Originating Committee / Department: Board Affairs Committee
Action Requested: Review the two Bylaw changes to be added to the 2023 Ballot.
Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation
Background Justification: The Board Affairs Committee (BAC), through the Continuity Committee work group, sought changes to the Corporate Policy Manual (CPM) to bring continuity and improvements to the committees that support the Board in its work. Recommended changes include requiring committee member approval by the Board, change to length of term, and giving every Board member the opportunity to serve on a committee. These changes in the CPM require one Bylaw change that will need to go before the membership on the 2023 Ballot. Staff would like to discuss a potential second bylaws change. Legal Counsel has reviewed the changes and states they are in compliance with ARS 10-3825 Committees of the Board.
Committee Options: 1) Recommend to the Board of Directors approval of these wording changes to the Bylaw (highlights are the changes) as drafted in the attached exhibit. 2) Discuss and offer a different change to the wording.
Staff Recommendation: Option #1
Recommended Motion: Move to recommend to the Board of Directors approval of the Bylaws changes as presented in the attached exhibit.
Attachments: 1) Recommended Bylaws Changes 2) Ballot

CURRENTLY Article VIII – Committees of the Board of Directors:

Section 1: Standing Committees

The Board of Directors shall establish the following Standing Committees: Board Affairs, Fiscal Affairs, Nominations & Elections, Planning and Evaluation, and Investments. The duties of the Committees shall be as defined within the Corporate Policy Manual. The Committees shall make policy recommendations to the Board of Directors for approval.

CHANGE TO:

Section 1: Standing Committees

The Board of Directors shall have the authority to establish ~~the following~~ Standing Committees as it deems necessary.: ~~Board Affairs, Fiscal Affairs, Nominations & Elections, Planning and Evaluation, and Investments~~. The duties of the Committees shall be as defined within the Corporate Policy Manual. The Committees shall make policy recommendations to the Board of Directors for approval.

CURRENTLY Article VIII – Committees of the Board of Directors:

Section 3: Composition of Committees

The Chairperson of the Audit Committee shall be nominated by the President of the Board and the Finance Director of the Corporation with Board approval. The Chairperson of each Standing and other Special Committee(s) of the Board shall be a member of the Board nominated by the President with Board approval. Committee members shall be members of The Corporation and/or members of the operations staff. Committee members shall be selected by the Chairperson of the committee. The President shall be an ex-officio member of all committees excluding Nominations & Elections, and Audit Committees.

CHANGE TO:

Section 3: Composition of Committees

The Chairperson of the Audit Committee shall be nominated by the President of the Board and the Finance Director of the Corporation with Board approval. The Chairperson of each Standing and other Special Committee(s) of the Board shall be a member of the Board nominated by the President with Board approval. Committee members shall be members of The Corporation and/or members of the operations staff. Committee members shall be selected by the Chairperson of the committee with Board approval. The President shall be an ex-officio member of all committees excluding Nominations & Elections, and Audit Committees.

2023 Proposed Bylaws Amendments

Proposed text underlined

Question #1: Change wording and remove Committee names.

Rationale: Allows the Board to identify and determine with Board-appointed advisory committees it needs in order to foster and support the work of the Board.

Current:

Article VIII - Committees of the Board of Directors: Section 1: Standing Committees –

The Board of Directors shall establish the following Standing Committees: Board Affairs, Fiscal Affairs, Nominations & Elections, Planning and Evaluation, and Investments. The duties of the Committees shall be as defined within the Corporate Policy Manual. The Committees shall make policy recommendations to the Board of Directors for approval.

Proposed:

Article VIII - Committees of the Board of Directors: Section 1: Standing Committees –

The Board of Directors shall have the authority to establish Standing Committees as it deems necessary. The duties of the Committees shall be as defined within the Corporate Policy Manual. The Committees shall make policy recommendations to the Board of Directors for approval.

Question #2: Add “with Board approval” in sentence four.

Rationale: Since Board-appointed Advisory Committees work on behalf of the Board, the Board should have final say on who is appointed to Board-appointed Advisory Committees.

Current:

Article VIII – Committees of the Board of Directors: Section 3: Composition of Committees –

The Chairperson of the Audit Committee shall be nominated by the President of the Board and the Finance Director of the Corporation with Board approval. The Chairperson of each Standing and other Special Committee(s) of the Board shall be a member of the Board nominated by the President with Board approval. Committee members shall be members of The Corporation and/or members of the operations staff. Committee members shall be selected by the Chairperson of the committee. The President shall be an ex-officio member of all committees excluding Nominations & Elections, and Audit Committees.

Proposed:

Article VIII – Committees of the Board of Directors: Section 3: Composition of Committees –

The Chairperson of the Audit Committee shall be nominated by the President of the Board and the Finance Director of the Corporation with Board approval. The Chairperson of each Standing and other Special Committee(s) of the Board shall be a member of the Board nominated by the President with Board approval. Committee members shall be members of The Corporation and/or members of the operations staff. Committee members shall be selected by the Chairperson of the committee with Board approval. The President shall be an ex-officio member of all committees excluding Nominations & Elections, and Audit Committees.

Proposed Alternative for BAC to consider: See redline on following page

The Chairperson of the Audit Committee shall be nominated by the President of the Board and the Finance Director of the Corporation with Board approval. The Chairperson of each Standing and other Special Committee(s) of the Board shall be a member of the Board nominated by the President with Board approval. Committee members shall be members of The Corporation and/or members of the operations staff. Committee members shall be recommended by the Chairperson, President and CEO and selected by the Chairperson of the committee with Board approval appointed by the Board of Directors. The President shall be an ex-officio member of all committees excluding Nominations & Elections, and Audit Committees.