



AGENDA

Board Affairs Committee

Tuesday, February 14, 2023

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:** January 10, 2023
- 3. Chair Comments**
- 4. Business**
 - a. Review and Develop a Permanent Solution vs. Annual Fee Waiver for Part 6, Section 2: 6.2.2.K.5
 - b. Review Staff Recommendation for Tracking CPM Changes
 - c. Review CPM Part 7
 - d. Review CPM Part 3
- 5. Member Comments**
- 6. Adjournment**

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



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

DRAFT



Green Valley Recreation, Inc.

Board of Directors Meeting

Part 6, Section 2: 6.2.2.K.1-5 Non-GVR Member Waiver of Fees

Prepared By: Nanci Moyo, Admin. Sup

Meeting Date: February 14, 2023

Presented By: Donna Coon, Chair

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| Originating Committee / Department: Board Affairs Committee (BAC) |
| Action Requested: Review Part 6, Section 2: 6.2.2.K.1-5 Non-GVR Member Waiver of Fees Annual Request. |
| Strategic Plan Goal: Goal 1: Provide excellent facilities for members to participate in a variety of active and social opportunities |
| Background Justification: BAC reviewed this at the December 13, 2022, meeting and put forth this motion and recommendation for the Board approval at the January Regular Meeting: 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 This was pulled from the Regular Meeting of the Board on January 25 in the Amend Agenda motion and to return to the BAC for further review. |
| Fiscal Impact: Depending on the fee charged, whether reduced or not reduced, will have a fiscal impact. |
| Committee Options: 1) BAC review 6.2.2.K.1-5 and make a change to 6.2.2.K.3 to state: 3) Non-members will pay a fee established by the Board per a one-time request by the club. Remove #5. There will be only 4 items in K. Make this recommendation to the Board for approval. 2) BAC review and make changes to recommend to the Board for approval. 3) Do not make changes to this section. |
| Staff Recommendation: Option #1 |
| Recommended Motion: Move to recommend approval by the Board of Directors to the amendment of Part 6, Section 2: 6.2.2.K.1-5 by removing item 5 and changing item 3 to "Non-members will pay a fee established by the Board per a one-time request by the club." |
| Attachments: 1) CPM Part 6, Section 2: 6.2.2.K.1-5 |

CPM Part 6, Section 2: 6.2.2.K(1-5)

K. Non-GVR Member Club Participant Policy:

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

Tracking CPM Changes

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: February 14, 2023

Presented By: Donna Coon, Chair

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| Originating Committee / Department: Board Affairs Committee |
| Action Requested: Review staff recommendation for tracking CPM changes. |
| Committee Options: 1) Review, discuss and approve staff recommendation for tracking CPM changes. 2) Offer other suggestions for BAC approval. 3) Leave as is in the CPM |
| Staff Recommendation: Option #1 |
| Recommended Motion: Move to approve the staff recommendation for tracking CPM changes on a separate document beginning January 1, 2022. |
| Attachments: 1) CPM Reorganization Tracking Sheet |

CPM Reorganization
[12/15/2021 New CPM Structure Approved]

| BOD Approved [BOD Meeting] | CPM Part | CPM Changes Made |
|-----------------------------------|--|--|
| 2/7/2022 | Part 1: Membership and Facilities | Approve Part 1 |
| 3/4/2022 | Part 10: Miscellaneous | Approve Part 10 |
| 3/4/2022 | Part 9: Human Resources | Approve Part 9 |
| 3/4/2022 | Part 8: Risk Management | Approve Part 8 |
| 3/4/2022 | Part 6: GVR Programs and Clubs | Approve Part 6 |
| 4/27/2022 | Part 1: Membership and Facilities | Part 1, Sec 1, 1.1.7, A.1.a. Return the name of the Disclosure Fee to Transfer Fee and amend the definition by defining "Transfer Fee" as follows: <i>Transfer Fees: There shall be a charge for the processing of the documents upon a change in the title of a membership property.</i> |
| 9/28/2022 | Part 3: Committees | Part 3, Sec 6, 3.6.2, A.2. Change from "at least 120 days" to " at least 90 days " prior to the Annual Meeting to submit a slate of qualified candidates to the Board of Directors. |
| 9/28/2022 | Part 2: Board of Directors | Approve Part 2 as a whole. * Amendment to Part 2, Sec 4, 2.4.1, A.6.b.: Keep from original CPM: <i>Communicating with the press concerning a GVR matter for or on behalf of GVR, without explicit consent from the Board.</i> * Amendment to Part 2, Sec 4, 2.4.1, A.6.d.: Change "support" to " uphold ": "... Directors are expected to uphold duly-adopted Board decisions despite any personal disagreement therewith." |
| 10/26/2022 | Part 1: Membership and Facilities | Part 1, Sec 2, 1.2.2, A Delete second sentence - In general, guest cards are provided for visitors who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest of the member. Part 1, Sec 2, 1.2.2, B Change first sentence - 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. an unlimited number of guests and guest visits. Part 1, Sec 2, 1.2.2, C Change - GVR Members, Assigned Members, Life Care Members, CRCF Residents, and Tenants may purchase daily guest cards which allow for four (4) adults an unlimited number of guests on a specific day. Part 1, Sec 2, 1.2.2, D Delete second sentence - Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities. Multiple guests visiting the same facility may use the same annual guest card. |
| 11/16/2022 | Part 4: Chief Executive Officer | Approve Part 4 |

CPM Reorganization
 [12/15/2021 New CPM Structure Approved]

| BOD Approved [BOD Meeting] | CPM Part | CPM Changes Made |
|---|---------------------------------------|---|
| 1/25/2023 | Part 6: GVR Programs and Clubs | <p>Part 6, Sec 3, 6.3.4, A Remove second sentence - "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."</p> <p>Add wording to first sentence (<i>underlined</i>): "GVR recognizes that finished craft pieces are sold through display cases in hobby shops, <u>the Artisan Shop,</u> and other non-GVR venues to GVR members and to the public."</p> <p>Part 6, Sec 3, 6.3.4, B Remove all of B - "Purchases from prospective GVR Members, accompanied by a local realtor, are acceptable, as long as the realtor is a GVR Member."</p> |



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

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: February 14, 2023

Presented By: Donna Coon, Chair

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| Originating Committee / Department: Board Affairs Committee |
| Action Requested: Review changes to CPM Part 7 Communications and recommend approval of CPM Part 7 to the Board of Directors at the March Regular Meeting. |
| Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation |
| Background Justification: The Board of Directors directed staff and the BAC to develop recommended improvements to CPM Part 7 Communications. |
| Fiscal Impact: None |
| Committee Options: 1) Recommend approval of CPM Part 7 Communications to the Board of Directors. 2) Amend and recommend approval of CPM Part 7 Communications to the Board of Directors. 3) Recommend delaying action at this time until additional research can be conducted. |
| Staff Recommendation: Option #1 |
| Recommended Motion: Move to recommend approval of CPM Part 7 Communications as presented to the Board of Directors at the March Regular Meeting. |
| Attachments: 1) CPM Part 7 Redline 2) CPM Part 7 Chair's Suggestions 3) CPM Part 7 Clean |

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?) OVERVIEW

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 welcomes constructive feedback, questions, and concerns from members. Members should email operational concerns to hotline@gvrec.org.

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

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

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: board@gvrec.org

1. Responding to member emails requesting information and forwarding same to the appropriate GVR staff member and Board of Directors;
2. Archiving email messages.

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

7.3.3 GVR Email Administrator

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~~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:~~

~~— Responding to member emails requesting general information or forwarding same to the appropriate GVR administrative staff member;~~

~~— Acknowledging receipt of all other member emails and forwarding same to the GVR Board President for review and response; and~~

~~— 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: 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 IN CAPS

Commented [NW2]: Committee members, this section was re-written by counsel—see separate document for changes tracked to original. I (Natalie) made an additional change to the first sentence of 7.4.1 to eliminate prescriptive operational details.

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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.~~

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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.~~

Commented [NW3]: Nanci? See above comment

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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~~

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~~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.~~

~~**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~~

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~~addressed from a GVR Director's personal email account~~
~~6. Personal emails using a GVR email account~~

~~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.~~

Here are my suggestions for PART 7:

SECTION 1: OVERVIEW (**instead of General**)

7.1.1 Communications Statement

- A. no change
- B. no change

SECTION 2: EXTERNAL COMMUNICATIONS (no change)

SECTION 3: MEMBER COMMUNICATIONS

7.3.1 Member Communications Sent to Staff (no change)

7.3.2 Member Communications Sent to Board of Directors (**this is a rewrite of entire 7.3.2**)

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

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

B. Member suggestions made at Board meetings or sent to the Board by other means may be referred to the Board of Directors for consideration.

SECTION 4: Board of Directors Communications (should be all caps)

7.4.1 Board of Directors Email Policy (**remove first 2 paragraphs and the 'also' – retain next 2 paragraphs**)

7.4.1 Board of Directors Internal Email Policy (**shouldn't this be 7.4.2?**) – no change to this paragraph.

PART 7: COMMUNICATIONS

SECTION 1 – OVERVIEW

7.1.1 Communications Statement

- 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 welcomes constructive feedback, questions, and concerns from members. Members should email operational concerns to hotline@gvrec.org.

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

- 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 – board@gvrec.org:
 - 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.
- B. Member suggestions made at Board meetings or sent to the Board by other means may be referred to the Board of Directors for consideration.

SECTION 4: BOARD OF DIRECTORS COMMUNICATIONS

7.4.1 Board of Directors Email Policy

GVR 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

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.



Green Valley Recreation, Inc.
Board Affairs Committee

Part 3 Committees

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: February 14, 2023

Presented By: Donna Coon, Chair

| |
|--|
| Originating Committee / Department: Board Affairs Committees |
| Action Requested: Review Part 3 Committees and recommend Section 1 approval by the Board of Directors at the March Regular Meeting |
| 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. CPM Part 3 has been discussed and reviewed by the Board at the January Work Session and then brought to the January Regular Meeting of the Board. CPM Part 3 was pulled during the approval of the Agenda at the Regular meeting to be returned to the Board Affairs Committee for further review. |
| Fiscal Impact: None |
| Committee Options: 1) Review CPM Part 3 Committees, Section 1 and discuss changes to recommend to the Board of Directors for approval. |
| Staff Recommendation: Option #1 |
| Recommended Motion: The Board Affairs Committee recommends the Board of Directors approve the 'clean' version (attached) of Part 3 – Committees, Section 1. The following Sections in Part 3 will be forwarded to the next year's BAC for review and updating. |
| Attachments: 1) Part 3 Clean 2) Discussion Points for Part 3, Section 1 – 2.14.2023 |

PART 3: COMMITTEES

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 have the opportunity to, and be encouraged to, 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. As soon as possible Directors shall inform the President of their committee preferences and/or willingness to be a committee chair.
- C. Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.
- D. Member are encouraged to apply for committee positions and if possible, serve for multiple years. To maintain a level of continuity, it is recommended that chairs seek to have at least 1/3 new members each year and limit committee participation to no more than six (6) consecutive years.
- E. The Board will establish the responsibilities of the Committees. Each Committee shall make policy recommendations to the Board for consideration.
- F. Standing committees are suggested to be a minimum of five (5) members including the Chairperson and one other Director, and a suggested 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 the Chair's appointments. 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.

Discussion points for changes to CPM Part 3. Changes in BLUE are based on the BOD work session of 1/18/2023 and BOD meeting of 1/25/2023.

The following listing explains each of the items in the proposed changes to the CPM, Part 3: Committees, SECTION 1 - GENERAL. Some items are unchanged, some are completely new and some have minor changes. The references to 'current CPM' is the Corporate Policy Manual now found on www.gvrec.org.

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.

One change to current CPM 3.1.2.A:

Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board.

Added last sentence:

Each Committee will have a staff liaison selected by the CEO.

- B. Each Director shall **have the opportunity to, and be encouraged to,** 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. **As soon as possible directors shall inform the President of their committee preferences and/or willingness to be a committee chair,** ~~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.~~

This is new. *It requires all directors to serve on at least committee and to let the President and committee chairs know what committee(s) they are interested in serving on.*

The reason for this change is to recognize that the committee process

is an important part of the governance process and board directors should be engaged in it. It will help educate directors on the issues.

A suggested change from BOD work session meeting of 1/18/23:

Each Director shall have the opportunity to, and be encouraged to, 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. As soon as possible directors shall inform the President of their committee preferences and/or willingness to be a committee chair.

- C. Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.

No change to current CPM 3.1.1: Terms of Board Committee Chairpersons. 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.~~ Replace with blue box below.

This is new. It is added to encourage continuity in committees by keeping experienced committee members that are familiar with the long-term objectives and goals of each committee.

Suggested change from BAC members after 1/18/23 work session:

Members are encouraged to apply for committee positions and if possible, serve for multiple years.

To maintain a level of continuity, it is recommended that chairs seek to have at least 1/3 new members each year and limit committee participation to no more than 6 consecutive years.

- E. The Board will establish the responsibilities of the Committees. Each Committee shall make policy recommendations to the Board for consideration.

No change to current CPM 3.1.2.B:

The Board will establish the duties and 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.~~ Replace with blue box below

This is new. *It is based on best practices for nonprofit boards and research on similar nonprofit boards.*

A suggested change from work session of 1/18/23:

Standing committees are suggested to be a minimum of (5) members including the Chairperson and one other Director, and a suggested 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~~ **the Chair's appointments**. 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.

This is an expansion to the current CPM 3.1.2.G:

Committee members shall be GVR Members in good standing, appointed by the Chairperson, and staff members selected by the CEO. To the extent possible, Committees will include members knowledgeable about the functionality of that specific Committee.

The main change is:

'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.'

The reason for the change is:

1. Committee members (like Committee chairs) should be approved by the Board. It is based on best practices for nonprofit boards and research on similar nonprofit boards.

2. Reviewing applicants with the President, CEO and Committee Chair will ensure that 'To the extent possible, Committees will include members knowledgeable about the functionality of that specific Committee.'

*Note – Requiring committee members to have board approval will require a bylaws change which can be put **on next year's** ballot.*

- 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.

This is an expansion to the current CPM 3.1.2.F:

Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.

It adds 3 additional tasks:

1. Identify committee goals in conjunction with the Strategic Plan.

2. Provide committee action plans to the board for approval.

3. Provide a yearend report to the board identifying accomplishments and continuing tasks for the following year.

The reason for these changes:

To keep committees productive and aware of projects and tasks expected of each committee from year to 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.

This is new and identifies how members of Special or Ad Hoc committees will be assigned.

- J. Committees are not required to follow Robert's Rules of Order.

***No change to current CPM 3.1.2.E:
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.

***No change to current CPM 3.1.2.F:
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.

***This replaces the current CPM 3.1.2.H:
Directors may attend any GVR Committee meeting, whether open or closed. To attend a meeting from a remote site, a request shall be made by email to the Committee Chairperson at least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to Committee members.***

- 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.

This is new.

- 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:

This replaces the current CPM 3.1.2.C:

Committee meetings will normally be open to all GVR Members, but may be held in closed session, at the discretion of the Committee or Subcommittee.~~Chairperson.~~