



MINUTES

Board Affairs Committee

Tuesday, March 14, 1:30pm
WC Room 2 / Zoom

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

Absent: Joyce Finkelstein, Jerry Humphrey, Ed Knop, Jodie Walker

Visitors:

1. Call to Order / Roll Call – Establish Quorum

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

2. Approve Meeting Minutes: February 14, 2023

MOTION: Johnson moved / Soukup seconded to approve February 14, 2023, Meeting Minutes as presented.

Passed: unanimous

3. Chair Comments:

- Changed the order of the BAC meeting by moving 4.c Italian Club Request to the beginning of Business.
- Board of Directors approved CPM Part 3 Committees, Section 1 at the February 22, 2023, Regular Meeting.
- CPM Part 7 Communications, approved by the BAC to recommend for Board approval, will come before the Board of Directors first at the Work Session on March 15, 2023, and then to the Regular Meeting March 22 for Approval.

4. Business

a. Club Request: Italian Club

MOTION: Crothers moved / Tobiason seconded that the BAC recommend approval by the Board of Directors for newly formed Italian Club.

Passed: unanimous

b. Adopt FAC Recommended Procurement and Spending Authority Policy – CPM Part 5 – Fiscal/Accounting, Section 4 (all new)

MOTION: Crothers moved / Johnson seconded that BAC approve the changes and recommend that the Board vote to incorporate them into the CPM as follows:

PROPOSED NEW SECTION 4 to PART 5: FISCAL/ACCOUNTING

SECTION 4 – PROCUREMENT POLICY

5.4.1. Overview

The purpose of this policy is to set out the requirements and guidelines for procuring goods and services for GVR on behalf of the Corporation to ensure GVR receives value for the money spent. This policy establishes the approved parameters to be used for all contracts, purchases, leases, orders of goods, supplies, construction, professional services, and other contractual services. These requirements are based on the principles of accountability, transparency, openness, fairness, integrity, and ensuring value. This policy is consistent with CPM 5.1.3, as to setting financial limits established by the Board.

The policy applies to all staff/employees of GVR who have responsibility for procuring goods and services. The CEO and CFO are authorized to develop internal operational procedures to further implement this policy for the applicable Departments, Directors, Managers and staff to follow.

Definitions:

1. Request for Proposals (RFP): A request for proposals (RFP) is a “competitive negotiations method” of soliciting proposals. This method is used when the end-product is unique, the customer knows what they want, but **the methods and specifications aren’t readily available**. Thus, price isn’t the only deciding factor. Quality and experience will be heavily weighed.
2. Bid: An Invitation to Bid provides standardized information to all bidders. This is achieved through the use of sealed bidding procedures. Contractors will submit their price in sealed envelopes. The contract will generally be awarded to the lowest bidder.
3. Quote: A quote is a figure generally obtained from a supplier for the price of materials needed for a job. Quotes are often only good for a certain period of time.
4. Sole Source: A Sole Source purchase means that only one supplier, to the best of the requester’s knowledge and belief, based upon thorough research, is capable of providing the required product or service, during the necessary time period.

5.4.2. Bidding and Disbursement Process:

All Department managers and staff are responsible for ensuring that goods and services are procured for good value, and that a fair procurement process is used to select vendors. The CEO and CFO have the overall responsibility for the administrative procurement process, overseen by the Board as set forth herein. Artificial division, splitting, or fragmentation of a transaction/purchase order to circumvent requirements of source selection or bidding is prohibited.

Internal operational procedures may include processes relating to purchasing recurring items and executing recurring operational contracts. This policy shall serve as the Board’s resolution under Article VII, Section

4.A of the Bylaws, exempting such recurring contracts from certain bidding requirements, and not requiring signature by the President.

The procurement levels in the policy below do not relieve staff of the responsibility to ensure that they comply with the Board-approved budgetary limits. The CEO retains the authority under CPM 4.1.2.A.2 and under the CPM Appendix 1 - Budget Development Policy 1.1.3.C and D to manage expenditures within the approved budget without incurring indebtedness, but with the ability to shift amounts between line items to meet current or anticipated needs (subject to reporting to the Board any increase or decrease by more than 15% or \$15,000.00, whichever is greater).

The Board-authorized bidding and purchase approval requirements, as well as signing authority for all purchases is outlined in the chart below, *except as shown below the chart in 5.4.3:*

AMOUNT OF PURCHASE	BIDDING REQUIREMENT	PURCHASE APPROVAL/SIGNATURE
Under \$5,000	None Required.	Authorized Department Director or Manager/Supervisor
\$5,000 to \$99,999	Quotes/Bids required. No posting on GVR website required. Scope of Work developed by staff and sent to vendors with the goal of receiving at least 3 responses.	CEO or CFO Approves. CEO Signs Contract.
\$100,000+	Sealed Bidding Process. Open to all vendors that choose to submit a response to an Invitation to Bid or an RFP developed by staff. Invitation to Bid/RFP is posted on GVR Website and other relevant websites. Staff and CEO review submittals and make recommendations. All bids/proposals received are posted on the Board-secured website.	Board Approves. President Signs Contract.

5.4.3. Exceptions to Bidding and/or Approval Process:

Recurring monthly and annual bills, e.g. property taxes, employee health, routine maintenance, and life insurance, etc., are exempt from the purchase order and bidding requirement. The CFO or the CEO may approve these regularly occurring bills and contracts. Board approval is not required unless over \$100,000.00. Recurring operational contracts giving rise to these types of expenditures do not require signature by the President (i.e., the first two categories above).

Maintenance, Repair and Replacement Funds (Section 3 of CPM Part 5:

- **(MRR-A)** CPM 5.3.3. (Fund for maintenance, repair, replacement of existing equipment and facilities in Component List of Annual Reserve Study). The CEO or CFO approve any purchases and contracts, and the CEO signs, for any amounts, consistent with 5.3.3.D, authorizing spending up to 110% of a Component's Fully Funded Balance for the current fiscal year in the current Annual Reserve Study. Board approval is required only for more than 110%. *The bidding process will follow columns 1 and 2 in the chart above.*
- **(MRR-B)** CPM 5.3.4. (Fund for replacement of pools and spas). All expenditures of money from this fund and therefore, all contracts/purchases, must be approved by the Board, and the President shall sign contracts. *The bidding process will follow columns 1 and 2 in the chart above.*

Initiatives Reserve Fund. CPM 5.3.5. All expenditures of money from this fund and therefore, all contracts/purchases, must be approved by the Board, and the President shall sign contracts. *The bidding process will follow columns 1 and 2 in the chart above.*

5.4.4. The requirement for obtaining bids is waived in the following cases:

- **Sole Source:** \$100,000 or greater when approved by the Board.
- **Emergency procurement/repair** of any amount, whether budgeted or unbudgeted, if approved by the CEO (or CFO or other senior management in the CFO's absence). The CEO may use funds from the Emergency Reserve Fund for emergencies over \$25,000 (CPM 5.3.6.D).

5.4.5. Lease or Rental Agreement:

The CFO and CEO must approve any lease or rental agreement exceeding six (6) months in duration and with an aggregate annual payment exceeding \$5,000.00. The Board must approve all such agreements that exceed \$100,000, or one year in length.

5.4.6. Vendor Relationships:

Gifts exceeding \$50.00 in value, from a vendor or prospective vendor of

goods and services for the Corporation, given to any employee(s) are strictly prohibited.

Passed: unanimous

c. Adopted Board Credo

MOTION: Johnson moved / Soukup seconded to approve the Committee decision on placing the Board Credo in the CPM Part 2 Board of Directors as Section 1 and change the rest of the sections to the next number.

Passed: unanimous

d. Review draft Year-End BAC report for the BOD

Highlights of the review:

- Add to Task for Next Year: Review 6.2 Clubs and add a new policy section 6.4 regarding facility use. Have an Ad-Hoc Committee or Task Force along with the staff review facility use and develop a policy.
- Bylaws will be reviewed by staff and the Attorney with recommendations, and then brought before the BAC for input.
- Review the Appendix and make sure all sections in the Appendix are procedures and that they are properly referenced from the CPM Part they came from. If they are actual policies determine if they should be returned to the original CPM Part.

5. Member Comments: 1 comment

6. Adjournment: Meeting was adjourned at 2:39pm

Next Meeting: Tuesday, May 9, 2023, West Center, Room 2/Zoom, 1:30 – 3:00pm