



MINUTES

Board Affairs Committee

Tuesday, October 3, 2023, 1:30pm
WC Room 2 / Zoom

Committee: Carol Crothers (Chair), Bart Hillyer, Ed Knop, Dick Sutherland, Gail Vanderhoof, Marge Garneau (ex-officio), Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor)

Absent: Barbara Blake, Pat Reynolds, Jodie Walker

Board Attendees: Kathi Bachelor, Jim Carden, Steve Gilbert

1. Call to Order / Roll Call – Establish Quorum

Chair Crothers called the meeting to order at 1:30pm MST. Roll call by Nanci Moyo. Quorum established.

2. Approve Meeting Minutes: September 12, 2023

MOTION: Sutherland moved / Hillyer seconded to approve September 12, 2023, Meeting Minutes as presented.

Passed: unanimous

3. Chair Comments: Comments under Business

4. Business

a. Review Board Action Regarding Bylaws Recommendations

- All the Bylaws recommended by the BAC were approved by the Board. The Board did not pass the Special Election. The Bylaws will go to the Membership in the March election.

b. Next Steps Regarding the Bylaws

- Discussed the process for the Bylaw change from 12 Directors to 9 Directors. Part of the discussion was in regards to which governing document should hold the election process for reducing Directors: Bylaws, CPM, or the Minutes of the Meeting. Since the process is a one-time issue the BAC discussed not putting it in the Bylaws and possibly not the CPM. Staff was asked to seek the Attorney's recommendations on where the process should be in GVR documents. A statement could be added to the Candidate Application regarding information on the proposed changes to the Bylaws and if passed how it will affect the election of 2024 and any resignations going forward.
- The Attorney will review the proposed Board approved Bylaws, especially reviewing Article II, Section 6 Voting Rights, "F".
- BAC will work with the Communication Team on the rationale for the

- Bylaw changes for the Ballot.
- BAC would like to work with the Communication Team on the timeline in preparation for the election and presenting information to the Membership regarding the Bylaws.
- c. CPM – Clarify Board roles vs staff roles
 - 1) Meeting Documentation
 - In the CPM, Part 2, 2.3.3.D states: Board Reports or any requested actions submitted by Directors must include any background materials, recommended action, a written motion, and rationale required for an understanding of the issue.
 - 2) Timeliness of Reports
 - All reports need to be provided ahead of time for the Director's to review the subjects. If there are any changes they need to be provided as soon as possible to the Directors. This needs to be the same for Committees by having printed materials before the meetings.
 - 3) Best Practices When Many are on Zoom
 - Discussion was held regarding having paper work available for Board and committee meetings before the meetings, and as early as possible.
 - A request was made for the Board Affair Committee to review Part 3, Section 1 to require more detail in the Committee Reports regarding responsibilities of the committees.
- d. Review Pilot Capital Improvement Policy and Process
 - 1) Placement in CPM
 - This is a Pilot project for a year and a half, and it should be used as a guide before putting it in the CPM.
 - Once the Pilot project is over it could be put in the CPM by the Procurement Policy.
 - 2) Documentation, Tracking, and Measurement
 - Allow this process to work before making any changes to it. It will be good to discuss the process for changes as the process is used, but make changes at the end of the pilot project.
 - 3) How do we measure success?
 - To keep track and measure the success of a project a spreadsheet would help track each project and review at the end of the Pilot project how the project went.
 - An important question to ask is whether new development can have some of these large capital projects done by the developers.
- e. Guest Policy? Do we need to update this area?
 - The Chair introduced this project for future discussion and give the Committee members a chance to think about it.
 - Penalties need to be set on the members allowing the abuse of the Guest Card. Allow staff to have the power to handle these situations.
 - GVR Members need to call the COA when they see the abuse of the Guest Cards.
 - The Board would like to see a log of these abuses.
 - Another piece of the guest policy is how many cards are out there and how cheap they are to acquire. One way to stop abuse of the guest

cards is to raise the price. Another way to stop the abuse is have staff do random checks of cards.

- BAC would like to tackle this issue but needs data from Membership and Recreations.

5. Member Comments: 4 comments during the meeting

6. Adjournment

MOTION: Hillyer / Vanderhoof Seconded to adjourn meeting at 3:03pm.

Passed: unanimous

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