



MINUTES

Board Affairs Committee

Tuesday, November 14, 2023, 1:30pm
WC Room 2 / Zoom

Committee: Carol Crothers (Chair), Bart Hillyer (left at 2:30pm), Ed Knop, Pat Reynolds, Dick Sutherland, Gail Vanderhoof, Jodie Walker, Marge Garneau (ex-officio), Nanci Moyo (Liaison/Administrative Supervisor)

Absent: Barbara Blake

Board Attendees: Kathi Bachelor, Jim Carden

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: October 3, 2023

MOTION: Sutherland moved / Hillyer seconded to approve October 3, 2023, Meeting Minutes as presented.

Passed: 4 yes / 2 abstain (Reynolds, Walker)

3. Business

a. Bylaw Change Recommendations

1) Review Bylaws Ballot Ideas

Discussion was held on combining Article IV Board of Directors, Section 1 Number of Directors and Article V Election of Directors, Section 1 Term of Office as a single question. If the Article IV passes to reduce the Board to nine Directors, then the Article V must pass for the number of Directors elected to be three versus four. An explanation needs to be included along with the question for clarity for the membership.

For clarity of the Bylaws on the Election Ballot remove bold from all areas except for the actual Bylaw change. Need to bold "M" in question 4 after "...and received from every GVR "M"ember..."

MOTION: Walker moved / Hillyer seconded to have the Election Ballot present the Bylaws in Article order, combine as a single vote Article IV and Article V, and add rationale for the reason for the Bylaw change.

Passed: unanimous

**MOTION: Walker moved / Vanderhoof seconded to have the documentation ready and approved by the BAC at the December 12, BAC Meeting for recommendation of the Bylaws Ballot and rationale to the Board of Directors for approval at the January 24, Regular Meeting.
Passed: unanimous**

- 2) Plan for Presentation of Rationale Behind the Changes
Ed Knop has been asked by Chair Crothers to provide wording for the rationale of the proposed Bylaws changes and to work with a small group to finalize before providing the BAC with a draft for approval.

b. Attorney Review of Bylaw Changes and Proposed Transition from 12 to 9 Directors

- Discussion was held about putting the transition from 12 to 9 Directors in the CPM, and not in the Bylaws, where it is harder to change.
- If this Bylaw passes, the BAC prefers the transition to start with three candidates being placed on the Board and to not back fill any resignation until the number of Directors is down to nine.
- The Attorney states if the Bylaw passes to move to nine Directors it can begin at the 2024 election with an explanation on the Ballot and an explanation provided to the candidates running of the possible reduction of Directors.

**MOTION: Hillyer moved / Walker seconded the BAC recommends for the Board of Directors to approve the transition to nine Directors by seating the top three elected to the Board of Directors and not replacing any Directors who resign, after the elections, until the Directors are to the nine approved by the Members in the Bylaw change, and to approve beginning the transition as of 2024 election as proposed by the Attorney. If the Bylaw does not pass it will stay the same as stated in the current Bylaws.
Passed: unanimous**

Forum discussion: Consensus by the BAC is to hold the Candidate Forums along with the Bylaw Forums. The forums are scheduled for February 14 and 21.

c. CPM Part 1, Section 2, Use of GVR Facilities

Natalie Whitman, COO, reviewed changes to CPM Part 1, Section 2, Use of GVR Facilities. BAC held discussions on many of these changes and suggested changes will be updated and discussed further in the next meeting. Highlights include:

- Room reservations cost GVR money for set up/take down, staff time, requests from those who reserve.
- There is a bigger demand for classes and not enough space to hold the classes.
- In CPM Part 1, 1.2.6.A.1.a-g Use of GVR Facilities hierarchy of room reservations changes: a. Essential Corporate Business; b. Recreation Program (ie: special events, classes, concerts, programs, annual

festivals and performances); c. Club one-time annual special events or parties (festivals); d. Regularly Scheduled Club Activities (weekly and monthly); e. Community Events (HOA and rentals); and f. Private Member Functions and Three-Month Groups.

- There are the three-month users who are often few people reserving rooms and the set up/tear down takes time for these small groups. A suggestion is to have these groups do their own set up/tear down.
- Suggested for HOAs to meet after 2pm for meetings.
- Suggestion for 1.2.6.C to take out the wording "under the name of" and using "by".
- Consensus on limiting clubs to two "routine activities" reservations per week and limiting the total hours per week to eight hours.
- Consensus to limit the three-month groups to two reservations per week or a total of eight hours.
- 1.2.6.D, limit reservations to a room within a facility but not the whole facility for an event.
- 1.2.6.E Added to give staff authority to designate rooms for specific activities due to flooring or other issues staff is aware of.
- 1.2.6.F Added to limit major center reservations to CEO or designee authorization.
- 1.2.6.G Changed wording to conform to ADA policy.
- 1.2.6.H has been a long term operating practice but not written in the CPM.
- 1.2.6.K removed the word "temporarily" and added "current Administrative guidelines" after GVR administration.
- 1.2.6.M.2 remove sentence beginning with "However, written permission..."
- 1.2.8.A remove the first two sentences.
- 1.2.8.B Add 1. Kitchens are available for use by reservation only. Kitchens and grills are subject to non-refundable cleaning fees as outlined in the reservation agreement. Add 2. GVR kitchens are classified as catering kitchens. Food preparation and cooking is not allowed. Kitchen facilities may be used for warming pre-cooked food or for chilling cold entrees.
- 1.2.8.C.1 Remove first sentence and add "Users engaging caterers must submit a copy of the caterer's health department issued license at the time the reservation agreement is made."
- 1.2.8.D.1 change to "GVR may provide clubs small storage space at no cost, if space is available." 2. Change to "Clubs may provide locks, but must provide a copy to GVR staff."
- 1.2.8.E Remove and change F to E and remove 1. And 2. The lightning guidelines will remove "and showers" in 3. and 3.a. 3.b. will add after lightning "occurring within five miles of an aquatic facility," and "decks will close", and remove "and shower activities will be suspended."
- 1.2.9.B Change to "Rental fees for groups composed solely of GVR members engaging in low impact recreation activities shall be waived." Remove everything after "however...."
- 1.2.9.C Add "Members and groups composed solely of GVR members are granted two no-fee socials (potlucks, parties, dances) per calendar year. Subsequent socials will be subject to current rental fees. In all cases, kitchen or grill cleaning fees may be charged.

Reservation for socials are limited to 4.5 hours.” and C.1. “GVR Clubs that exist for the primary purpose of social gatherings are exempt from this annual limit.” and add D. “Club and HOA meetings are limited to non-peak hours; after 2pm on weekdays and during all operating hours on weekends.”

- 1.2.9.H Remove

d. Board Roles and Responsibilities: CPM Section 1 – Governance, 2.1.1 and Appendix 1 – Board Policies, Section 1
This was not discussed due to time constraints.

4. Member Comments: Comments were made during the meeting.

5. Adjournment

MOTION: Walker moved / Sutherland seconded to Adjourn the meeting at 3:43pm.

Passed: unanimous

Next Meeting: Tuesday, December 12, 2023, West Center, Room 2/Zoom, 1:30 – 3:00pm