



AGENDA

Board Affairs Committee

Tuesday, November 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: Carol Crothers (Chair), Barbara Blake, Bart Hillyer, Ed Knop, Pat Reynolds, Dick Sutherland, Gail Vanderhoof, Jodie Walker, Marge Garneau (ex-officio), Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison)

Agenda Topic

1. **Call to Order / Roll Call – Establish Quorum**
2. **Approve Meeting Minutes:** October 3, 2023
3. **Chair Comments**
4. **Business**
 - a. Bylaw Change Recommendations
 - a. Review Bylaws Ballot Ideas
 - b. Plan for Presentation of Rationale Behind the Changes
 - b. Attorney Review of Bylaw Changes and Proposed Transition from 12 Directors to 9 Directors
 - c. CPM Part 1, Section 2, Use of GVR Facilities (Whitman)
 - d. Board Roles and Responsibilities: CPM Section 1 – Governance, 2.1.1 Powers and Responsibilities and Appendix 1 - Board Policies, Section 1 Budget Development Policy and Section 2 GVR Facilities Policy Statement. How should the Board make major budget decisions, especially capital decisions? What information is needed? Should the CPM be updated?
5. **Member Comments**
6. **Adjournment**

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



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

DRAFT



Green Valley Recreation, Inc.
Board Affairs Committee

Bylaw Recommendations for Ballot

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: November 14, 2023

Presented By: Carol Crothers, Chair

<p>Originating Committee / Department: Board Affairs Committee (BAC)</p>
<p>Action Requested: Review and discuss proposed Ballot ideas for Bylaw changes, and the plan for presentation of rationale of the changes.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: The Bylaw changes going before the membership need to be clear in how they are presented and the rationale.</p>
<p>Committee Options:</p> <ol style="list-style-type: none"> 1) Approve one of the ballot designs and add rationale. 2) Make changes to the ballot design and the rationale.
<p>Recommended Motion: Move to approve the ballot design and rationale, and bring before the Board for approval.</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) Ballot Proposed Bylaws Top 5 2) Ballot Proposed Bylaws in Article Order

2024 Proposed Bylaws Amendments

(based on March 25, 2020 Bylaws)

Please note: Changes to the current Bylaws are reflected in the Proposed Bylaws Amendments in bold print, underlined, and *italicized*.

QUESTION #1

ARTICLE VI - POWERS, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 2: Limits of Authority and Indebtedness

CURRENTLY READS:

The Board of Directors is not authorized to enter into any contract that requires an annual payment that exceeds ten percent (10%) of the annual budget. Any contract requiring an annual payment that exceeds ten percent (10%) of the annual budget shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation.

PROPOSED:

The Board of Directors is not authorized to enter into any contract **for new or initiative-type Capital projects** that exceeds **twelve percent (12%)** of the **latest audited approved annual net revenue (does not include investments)**. Any contract **for new or initiative-type Capital projects** that exceeds **this figure**, shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation. **Contracts for unique projects may not be broken up so as to avoid the requirements of this section.**

QUESTION #2

ARTICLE XII - MISCELLANEOUS

Section 2: Availability of Records

CURRENTLY READS:

The books, records and papers of The Corporation shall, for specific and proper purpose, at all reasonable times during business hours be subject to examination by any regular member of The Corporation upon written demand to The Corporation.

PROPOSED:

The books, records and papers of The Corporation shall, for specific and proper purpose, **and consistent with the applicable provisions of the Arizona Nonprofit Act**, at all reasonable times during business hours be subject to examination by any **GVR Member or any Assigned Member that has been given voting rights**, upon written demand to The Corporation **at least five (5) business days before the requested examination date.**

QUESTION #3

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Number of Directors

CURRENTLY READS:

The affairs of GVR shall be governed by a Board of Directors consisting of twelve (12) voting members who shall be elected from the members of The Corporation residing within the jurisdiction of GVR.

And

ARTICLE V - ELECTION OF DIRECTORS

Section 1: Term of Office

CURRENTLY READS:

A. The term of office of a Director elected by the membership shall be for three (3) years. Each year the term of office of four (4) Directors shall expire and four (4) Directors shall be elected for a term of three (3) years to succeed those Directors whose terms expire. No Director may serve more than two (2) consecutive terms including time served as an appointed Director. A former Director may be re-elected after one (1) or more years' absence from the Board.

PROPOSED:

The affairs of GVR shall be governed by a Board of Directors consisting of **nine (9)** voting members who shall be elected from the members of The Corporation **who have voting rights as defined in Article II - Section 6.**

And

A. The term of office of a Director elected by the membership shall be for three (3) years. Each year the term of office of **three (3)** Directors shall expire and **three (3)** Directors shall be elected for a term of three (3) years to succeed those Directors whose terms expire. No Director may serve more than two (2) consecutive terms including time served as an appointed Director. A former Director may be re-elected after one (1) or more years' absence from the Board.

QUESTION #4

ARTICLE II - MEMBERSHIP PROPERTY AND MEMBERS

Section 6: Voting Rights, A. and add F.

CURRENTLY READS:

A. A GVR Member in good standing is entitled to one (1) vote for each GVR Property owned; provided, however, that there shall be only one (1) vote per GVR Property. If any GVR Member casts a vote representing a certain GVR Property, it will thereafter be conclusively presumed for all purposes that such individual was acting with the authority and consent of all other owners of the same GVR Property. In the event that more than one (1) vote is cast for a particular GVR Property, none of the votes shall be counted and all of the votes for such GVR Property shall be deemed void.

PROPOSED:

A. A GVR Member in good standing is entitled to one (1) vote for each GVR Property owned; provided, however, that there shall be only one (1) vote per GVR Property. If any GVR Member casts a vote representing a certain GVR Property, it will thereafter be conclusively presumed for all purposes that such individual was acting with the authority and consent of all other owners of the same GVR Property. In the event that

more than one (1) vote is cast for a particular GVR Property, **only the first vote cast**, shall be counted.

And Add F

F. A GVR Member in good standing has the right to serve on the Board of Directors provided no other member of their household (whether related by marriage, cohabitation, or otherwise) is on the Board during the same time period.

QUESTION #5

ARTICLE XI - MEMBERSHIP VOTING

Section 1: Voting at a Meeting

Section 2: Alternative Voting Methods (Section 1 and 2 Combined in Proposed)

CURRENTLY READS:

Section 1: Voting at a Meeting

The election of Directors, the amendment of Bylaws and any matter that requires approval of the members shall be taken by written ballot.

Section 2: Alternative Voting Methods

Any action, including proposed amendments to these Bylaws or the election of Directors, which can be properly taken by the members of GVR at an Annual or Special Meeting of said members, may be taken by written ballot communicated to every GVR member entitled to vote by either mail, facsimile, Email, or other written form of communication as the Board of Directors shall determine from time to time with the same force and effect as though acted upon at an Annual or Special Meeting.

And

ARTICLE II - MEMBERSHIP PROPERTY AND MEMBERS

Section 6: Voting Rights, C.

CURRENTLY READS:

C. All voting by GVR Members shall be by written ballot.

PROPOSED:

Section 1: Voting

The election of Directors, the amendment of Bylaws and any matter that requires approval of the members, **and** any action, including proposed amendments to these Bylaws or the election of Directors, which can be taken by the members of GVR at an Annual or Special Meeting of said members, shall be taken by written ballot communicated to **and received from** every GVR Member entitled to vote by either mail, Email, or other written form of communication as the Board of Directors shall determine from time to time, **including online electronic voting**, with the same force and effect as though acted upon at an Annual or Special Meeting.

And

C. All voting by GVR Members shall be by written ballot **or electronic voting, consistent with Arizona Nonprofit Corporation Act. See Article XI. No proxies are permitted.**

Could add between every Question a box like this that includes a Pro or Con statement or rationale.

2024 Proposed Bylaws Amendments

(based on March 25, 2020 Bylaws)

Please note: Changes to the current Bylaws are reflected in the Proposed Bylaws Amendments in bold print, underlined, and *italicized*.

QUESTION #1

ARTICLE II - MEMBERSHIP PROPERTY AND MEMBERS

Section 6: Voting Rights, A., C., and add F.

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PROPOSED:

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And

CURRENTLY READS:

C. All voting by GVR Members shall be by written ballot.

PROPOSED:

C. All voting by GVR Members shall be by written ballot **or electronic voting, consistent with Arizona Nonprofit Corporation Act. See Article XI. No proxies are permitted.**

And

PROPOSED: ADD F

F. A GVR Member in good standing has the right to serve on the Board of Directors provided no other member of their household (whether related by marriage, cohabitation, or otherwise) is on the Board during the same time period.

QUESTION #2

ARTICLE IV - BOARD OF DIRECTORS

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PROPOSED:

The affairs of GVR shall be governed by a Board of Directors consisting of **nine (9)** voting members who shall be elected from the members of The Corporation **who have voting rights as defined in Article II - Section 6.**

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PROPOSED:

A. The term of office of a Director elected by the membership shall be for three (3) years. Each year the term of office of **three (3)** Directors shall expire and **three (3)** Directors shall be elected for a term of three (3) years to succeed those Directors whose terms expire. No Director may serve more than two (2) consecutive terms including time served as an appointed Director. A former Director may be re-elected after one (1) or more years' absence from the Board.

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The Board of Directors is not authorized to enter into any contract that requires an annual payment that exceeds ten percent (10%) of the annual budget. Any contract requiring an annual payment that exceeds ten percent (10%) of the annual budget shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation.

PROPOSED:

The Board of Directors is not authorized to enter into any contract ***for new or initiative-type Capital projects*** that exceeds ***twelve percent (12%)*** of the ***latest audited approved annual net revenue (does not include investments)***. Any contract ***for new or initiative-type Capital projects*** that exceeds ***this figure***, shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation. ***Contracts for unique projects may not be broken up so as to avoid the requirements of this section.***

QUESTION #5

ARTICLE XI - MEMBERSHIP VOTING

Section 1: Voting at a Meeting

Section 2: Alternative Voting Methods (Section 1 and 2 Combined in Proposed)

CURRENTLY READS:

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The election of Directors, the amendment of Bylaws and any matter that requires approval of the members shall be taken by written ballot.

Section 2: Alternative Voting Methods

Any action, including proposed amendments to these Bylaws or the election of Directors, which can be properly taken by the members of GVR at an Annual or Special Meeting of said members, may be taken by written ballot communicated to every GVR member entitled to vote by either mail, facsimile, Email, or other written form of communication as the Board of Directors shall determine from time to time with the same force and effect as though acted upon at an Annual or Special Meeting.

PROPOSED:

Section 1: Voting

The election of Directors, the amendment of Bylaws and any matter that requires approval of the members, ***and*** any action, including proposed amendments to these Bylaws or the election of Directors, which can be taken by the members of GVR at an Annual or Special Meeting of said members, shall be taken by written ballot communicated to ***and received from*** every GVR Member entitled to vote by either

mail, Email, or other written form of communication as the Board of Directors shall determine from time to time, ***including online electronic voting***, with the same force and effect as though acted upon at an Annual or Special Meeting.

QUESTION #6

ARTICLE XII - MISCELLANEOUS

Section 2: Availability of Records

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Could add between every Question a box like this that includes a Pro or Con statement or rationale.



Green Valley Recreation, Inc.

Board Affairs Committee

Attorney Review of Bylaw Changes And Proposed Transition from 12 to 9 Directors

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: November 14, 2023

Presented By: Carol Crothers, Chair

<p>Originating Committee / Department: Board Affairs Committee (BAC)</p>
<p>Action Requested: Review and discuss the Attorney's suggestions for the proposed Bylaw changes, and decide on a transition plan for the Directors going from 12 to 9 Directors if it passes.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Committee Options:</p> <ol style="list-style-type: none"> 1) Approve the Attorney's suggestions for the proposed Bylaw changes, along with the transition plan for the Directors going from 12 to 9 Directors. 2) Make other suggestions, discuss, and approve the Bylaw changes.
<p>Recommended Motion: Move to approve the Attorney's suggestions for the proposed Bylaw changes, along with the transition plan for Directors going from 12 to 9 Directors, and recommend approval by the Board.</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) Attorney's Response

Here are my responses to the Proposed Actions. I have not redlined or put comments on the document. The transition for the change to 9 Directors is as simple as I could make it. It does allow the change to take effect in 2024. It's fair and not too disruptive. The first year is the only one where less than three Directors will be elected (only 1), but it will be a full three year term, and 2025 has two 2-year terms, so that people are getting experience.

Proposed Action #1. The change does not violate the Bylaws or the Nonprofit Act. The Nonprofit Act at ARS 10-3801(B) gives the Board the authority to exercise all corporate powers subject to any limitation in the Articles. There are no limitations.

I do have a question about the language "audited approved" before the words "annual net revenue". I know that your financial are audited by an outside auditor. I do not know if those two words together mean the auditor has approved, or if financials have been audited, and then approved by a Board/Committee. In other words, is the intent to say the "latest annual net revenue (does not include investments) as approved by the auditor"? Or something else?

In the last sentence of the Section, I think the words "for unique projects" may cause confusion and arguments. I think the sentence makes more sense without those words, if the intent is to not break out parts of a single project contract. In other words: "Contracts for new or initiative-type Capital projects may not be broken up so as to avoid the requirements of this section."

Proposed Action #2. No changes or comments. It looks good.

Proposed Action #3. In order to make it clear to the Membership how the transition is going to occur to 9 Directors, I propose a more detailed amendment that encompasses the procedure, which will take a few years. This makes everything open and transparent, and if the amendment does not pass, it is all moot.

I would add a paragraph to the end of Article V, Section 1:

The foregoing changes to the number of Directors from twelve (12) to nine (9), as set forth in this Section 1 and in Article IV, Section 1, shall be accomplished in the following manner in order to preserve and re-orient the staggered 3-year terms, while honoring the terms of each of the Directors who were previously elected to a Board of twelve.

- A. At the 2024 Annual Meeting (when four Directors' 3-year terms expire), one (1) person shall be elected to a 3-year term, resulting in a 9-member Board.
- B. At the 2025 Annual Meeting (when four Directors' 3-year terms expire), one (1) person shall be elected to a 2-year term, and three (3) persons shall be elected to a 3-year term, resulting in a 9-member Board. The person with the lowest number of votes will receive the 2-year term.
- C. At the 2026 Annual Meeting (when four Directors' 3-year terms expire), one (1) person shall be elected to a 1-year term, and three (3) persons shall be elected to a 3-year term, resulting in a 9-member Board. The person with the lowest number of votes will received the 1-year term.
- D. At the 2027 Annual Meeting, the term reorientation will be complete. Three (3) persons will be elected to a 3-year term.
- E. If vacancies occur at any time, they may be filled if sufficient time remains in the unexpired term, pursuant to Article VI, Section 1.F, where such appointed or elected Directors fill out unexpired terms. This will not change the stagger re-orientation.

Proposed Action #4. I do not find any problems with these changes. The Nonprofit Act, ARS 10-3721, addresses the issue of multiple votes to a degree, but defers to articles or bylaws that "provide otherwise". "First vote cast" is not unreasonable. Specifically with respect to the addition of subparagraph F, the change does not violate the Nonprofit Act. ARS 10-3802 allows articles or bylaws to prescribe qualifications for directors. A number of HOA's prohibit spouses and/or multiple owners of properties from serving on the board at the same time.

Proposed Action #5. The changes are good, and are consistent with my June memo about potential changes to Article XI and Article II.



Green Valley Recreation, Inc.
Board Affairs Committee

Facility Use and Reservation/Rental Policies

Prepared By: Natalie Whitman, COO

Meeting Date: November 14, 2023

Presented By: President and Natalie Whitman, COO

Originating Committee / Department:

Operations

Action Requested:

- Review attached CPM amendments and comments submitted by staff to address facility use under Part 1 Membership and Facilities, Section 2, 1.26. through 1.2.9
- Develop recommendations specifically for items 1.2.6.A
- Develop recommendations specifically for items 1.2.6.H regarding member use of facilities for commercial purposes
- Develop recommendations specifically for item 1.2.9.G

Strategic Plan Goals:

Goal 2: Provide quality services and programs that effectively meet the recreational, social, and leisure education needs of our membership.

Goal 5: Provide sound, effective governance and leadership for the corporation.

Background Justification:

1. GVR's current reservation policies and practices do not adequately prioritize GVR's recreation programs.
2. Members have expressed that some common (non-dedicated) spaces are difficult for them to access due the practices of user groups.
3. Key policies are missing, especially those related to reserving common amenities (eg. reserving a pool for a birthday party) and commercial rentals.
4. A few existing policies are needlessly restrictive or subordinating of members

Notes related to comments or changes to the attached redlined CPM:

1.2.6A: Two to four staff members are involved in each reservation. Administrative processes involve calls, emails, document retention, and data entry. Field services staff take calls and have in-person appointments to discuss set up. Very often, a third staffer is involved in setting up the room and a fourth in tearing down the room and tidying it for the next user. Reserved activities and events are costly. Now that members are free to drop in and rearrange spaces to suit their needs, it would be much more efficient for GVR to eliminate reservations for very small groups. The new website launching in January will include calendars of reserved activities at each center, so members will be able to scroll through the centers and rooms to find a space that suits their small group needs.

1.2.6.A.1.b GVR's club application states that clubs are entitled to two reservations per week. The CPM allows clubs to reserve for "additional ongoing activity" that is not otherwise defined. For several years, clubs have been permitted to make additional reservations "after"

all the other entities listed got their reservations in. But there is no deadline for reservations so there effectively is no end to reservations coming in. When a club reserves a meeting room or auditorium for several hours, several times per week, neither GVR nor other members are able to access the space.

1.2.6.J This relatively new addition to the CPM needs clarifying language.

1.2.9.B, C, and D Some user groups take full advantage of GVR's unusual "free reservations" policy and schedule many socials or meetings per year. For example, see the attached summary of HOA use of facilities during the 22/23 season. Prime time use of recreation facilities for business meetings interferes with GVR's ability to add classes when planned classes fill up, to move classes and activities when an unexpected maintenance issue occurs, or to introduce new program offerings.

1.2.9.H GVR has been renting facilities to commercial entities for years with no policy to guide staff. These entities are often looking for an opportunity to market goods and services to the membership. Without guidelines regarding the nature of the entity or activity, staff are left making judgement calls rooted in their personal values and perceptions of a business's legitimacy.

Attachments:

- 1) HOA use of facilities during the 22/23 high season
- 2) Redline of CPM

HOA	Social	Meeting
Canoa Estates	2	3
Canoa Estates 2	3	3
Canoa Heights	1	1
Canoa Hills Townhomes	1	7
Canoa Northwest	2	5
Canoa Ranch Terrace	1	1
Canoa Ridge	6	5
Canoa Seca Estates	4	3
Canoa Seca Estates 2	5	1
Canoa Sierra	1	
Canoa Vista	1	2
Canoa Vistas 2	1	1
Capistrano	1	5
Casa Paloma I	11	7
Casa Paloma II	2	7
Clara Vista Del Valle		1
Continental Vistas	8	6
Council of Casitas	1	2
Country Club Estates		
Country Club North		5
Country Club Vistas		1
Country Club Vistas 3		1
DeAnza Links		1
Desert Casitas		4
Desert Hills 2		10
Desert Hills 3 East	2	3
Desert Hills 3 West		7
Desert Hills 4	3	8
Desert Hills 5		4
Desert Hills 6		1
Desert Hills Estates		1
Desert Meadows		1
Desert Meadows 1		7
Desert Meadows 2	3	1
Desert Meadows 3	1	6
Desert Meadows Townhouses		2
Desert Ridge	3	6
Encanto Estates		6
Fairways		2
The Greens		3
Green Valley Resort Homes	1	5

Data from 10.15.22 to 4.15.23

-129 HOAs include mandatory or voluntary deed restriction to GVR

-69 HOAs scheduled meetings and/or socials

-16 HOAs would be affected by a limit of 2 free socials per year

-183 HOA meetings or socials were scheduled during peak recreation hours (6am-2pm M-F)

-Several listed socials include reservations of six or more hours. One reservation was for nine hours, and one was for eleven.

Las Campanas Comm. Assn	2	6
Las Campanas Village	1	
The Legends	6	7
The Links	3	6
Madera Vista Townhouses	3	5
Portillo Hills		1
Portillo Hills 1	2	
Portillo Hills 2	2	3
Portillo Place	1	
Portillo Ridge	1	4
San Ignacio Golf Estates	1	2
San Ignacio Villas	1	1
San Ignacio Vistas	5	4
San Ignacio Vistas 2	1	2
San Ignacio Heights	1	2
San Ignacio Ridge Estates	1	2
San Miguel		4
Santa Rita Spring Master Assn		2
Solar Del Viejo		6
Solano	1	2
Soledad	3	3
Solterra	1	
Sonata		5
Sonoma	3	2
The Springs	14	7
Sunrise Pointe Vistas	2	5
Townhouse 6	5	4
Ventura West	3	6
Villas West		1
Total	127	237
Average	1.84	3.43

- K. Non-member "Personal Assistants" may accompany a member to a GVR facility in order to help them with walking, showering, dressing or undressing, or with other non-therapeutic tasks as necessary and may not use GVR facilities for their own personal use.
- L. GVR reserves the right to deny the use of its facilities by members or non-members for any of the following reasons as determined in the sole discretion of the CEO:
 1. There is a reasonable concern that the individual or group may advocate or promote an activity that is prohibited by local, state or federal law.
 2. There is a reasonable concern that the individual or group may advocate discrimination based on sex, age, race, ethnicity, nationality, disability, sexual orientation, gender identity, or religion.
 3. There is a reasonable concern that use of facilities by an individual or group could lead to a civil disruption.
 4. There is a reasonable concern that the individual or group promotes a position that may be averse to GVR.
 5. There is a reasonable concern about other legal or safety issues.

1.2.6 Use of GVR Facilities

- A. Reservations are available to parties of six or more GVR members and their authorized guests. Reservations are required if staff assistance or the use of equipment is expected. Reservation policies are set by the CEO and published on the GVR website.
 1. Reservations will be assigned in the following order:
 - ~~a. Board of Directors~~
 - ~~b-a. Recreation Staff (e.g., special events, classes, concerts, programs, annual festivals and performances)~~
 - ~~e-b. Regularly scheduled club events (weekly and monthly)~~
 - ~~c. Board of Directors~~
 - d. Community events (e.g., HOA) and rentals
 - e. Club one-time special events or parties
 - f. Private member functions and three-month groups
 - ~~g. Club additional ongoing activity requests~~ Non-member rentals
 - B. Memorial and celebration of life services for GVR members or members of their immediate family are not subject to rental fees and do not count toward the annual limit of two socials.
 - C. All reservations must be made under the name of a member in good standing who shall be the primary contact for staff.
 - ~~g.~~ D. Sports facilities including pools, may only be reserved by GVR Sports Clubs formed to enjoy the sport that correlates to the facility. Individual tennis and pickleball courts may be reserved.

Commented [NW1]: See staff report

Commented [NW2]: This change prioritizes recreation offerings that are open to all members. Before we had Room 2 designated for meetings, the Board committees often had difficulty finding meeting space. This is no longer the case.

Commented [NW3]: Because of item g (struck in staff's draft), several clubs that do not have dedicated space currently dominate shared spaces by securing reservations for several hours per day, several days per week. Recommend limiting clubs to 2 "routine activity" reservations per week or limiting the number of total hours per week to 8. This limit would improve access to shared spaces for member drop-in use, leisure education classes, and other GVR events.

Commented [NW4]: Recommend limiting three-month groups to 2 reservations per week or a total of 8 hours

Formatted: Outline numbered + Level: 4 + Numbering Style: A, B, C, ... + Start at: 1 + Alignment: Left + Aligned at: 1" + Tab after: 1.5" + Indent at: 1.5"

Commented [NW5]: Nanci, I can't make Word comply with my formatting efforts. Help!

Commented [NW6]: This has been a quiet practice for years.

Commented [NW7]: An overlooked requirement that makes a big difference in communicating to participants in recurring reservations such as water aerobics.

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Commented [NW8]: Staff are fending off increasing requests to reserve entire facilities for social gathering

- ~~E.~~ E. Some rooms and facilities are limited to certain uses. Carpeted rooms, for example, may not be available for exercise groups to limit wear and tear on the flooring. Some spaces must be reserved or rented together (for example, Room 1 in West Center must be included in a reservation or rental that includes the auditorium and kitchen.)
- ~~F.~~ F. Major centers may not be reserved in total except as authorized by the CEO or their designee on a case-by-case basis.
- ~~G.~~ G. ~~Animals are not~~Only working ADA Service Animals are permitted in or on GVR property, ~~with the exception of service animals,~~ unless otherwise authorized by the GVR Chief Executive Officer (CEO). ~~to accommodate community events or other special circumstances.~~
- ~~E.H.~~ E.H. Audible music is not permitted in communal spaces (i.e. pool decks, picnic areas, lobbies, sports courts, and fitness centers) except for GVR sponsored special events, special club events by reservation, and GVR Dances. Members must use personal listening devices such as headphone or earbuds, or confine music to recreation rooms at decibel levels that do not disturb facilities users outside of the room.
- ~~I.~~ I. No firearms are allowed on any GVR property or in any GVR facilities except law enforcement or licensed security personnel operating with the authorization of the CEO.
- ~~B.~~ B. ~~It is the policy of GVR to provide and maintain a drug free environment for its members and employees. As such, GVR prohibits the use of illegal drugs on GVR premises.~~
- ~~J.~~ J. Pursuant to the Smoke-Free Arizona Act (A.R.S.§36-601.01), GVR prohibits smoking in all indoor facilities and outside areas within 20 feet of all entrances and windows. ~~Smoking is prohibited in pool areas and in all GVR vehicles.~~ Smoking and vaping will beare allowed in designated outdoor areas only.
- ~~K.~~ K. ~~GVR prohibits vaping in all non smoking areas, including in all indoor facilities and areas within 20 feet of all entrances and windows. Vaping is prohibited in pool areas and in all GVR vehicles. Vaping will be allowed in designated outdoor areas and wherever smoking is allowed.~~
- ~~L.K.~~ L.K. GVR facilities will not be used by any member for commercial purposes with the following exceptions:
 - ~~1.~~ 1. With the prior written approval of GVR administration, a GVR Member may temporarily display items for sale at a particular facility if they are intended to assist or benefit those using that facility to participate in the associated/related activity; and
 - ~~2.~~ 2. Personal sales resulting from hobby pursuits.
- ~~M.L.~~ M.L. It is the responsibility of each individual seller to obtain an Arizona Transaction Privilege Tax License.
- ~~N.M.~~ N.M. Liquor Policy
 - ~~1.~~ 1. The sale of intoxicating beverages is not permitted on GVR premises without a special sales permit or liquor license and appropriate liquor liability policy. Prior to applying for a liquor license, permission must be received from the GVR

Commented [NW9]: Codifies a long-time operating practice

Commented [NW10]: Not necessary—no illegal activities are permitted. This is covered in other passages

Commented [NW11]: GVR rents facilities to commercial entities. How to reconcile?

Commented [NW12]: Needs a definition

Commented [NW13]: Any hobby pursuit or just those pursued in GVR program or clubs?

- CEO or their designee.
2. Members are permitted to bring their own beverages (BYOB) to an activity, if allowed by the host. ~~However, written permission must be obtained from GVR at the time the reservation agreement is signed or prior to the event or activity.~~ No alcohol may be stored in a GVR facility.

Commented [NW14]: Staff can find no reason to make members jump through this hoop

1.2.7 Political Activities

- A. GVR Members may circulate petitions and/or solicit support or opposition of GVR candidates or ballot issues in GVR facility lobby areas, common areas, and parking lots as long as such activities do not interfere with GVR operations or facility reservations or violate fire code regulations as determined by GVR staff.
- B. Surveys, opinion polls and questionnaires related to GVR affairs, and distributed on GVR property, may be circulated by members only after being reviewed by GVR administration for accuracy and suitability.
- C. GVR ~~facility areas~~ facilities may be rented for political party meetings, campaign events, polling places, and informational presentations such as candidate forums or town hall meetings, whether related to GVR elections or outside political causes, subject to space availability.
- D. Advertising or promotional signage for non-GVR elected positions (e.g., public sector election campaigns), including solicitation of support/opposition regarding candidates or ballot issues is NOT permitted on GVR property except as follows:
 1. Within rented meeting space during the rental period; or
 2. In public areas and parking lots of a GVR facility being used as a polling place on election day or as an early voting site during the period of early voting.

1.2.8 Special Uses

- A. Use of Hobby Shops and Studios
 1. ~~These facilities are monitored by volunteers. When asked, members and guests must show their GVR membership or guest cards to use the facilities.~~ Clubs have the right to restrict use of club facilities to club members only.
- B. Use of Kitchens
 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.
 - ~~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 entrées.
- C. Use of Caterers
 1. ~~Caterers must be registered and approved by GVR in order to work in GVR facilities. Contact the central reservation office located at the Administrative Offices for a current list of approved caterers.~~ Users engaging caterers must submit

Commented [NW15]: This is established in previous passages

Commented [NW16]: This feels like an operational detail to me, not a policy.

a copy of the caterer's health department issued license at the time the reservation agreement is made.

- D. Use of Storage
1. GVR may provide clubs small storage space, at no cost, ~~to clubs~~ if space is available.
 2. Clubs may provide locks, but must provide a copy to GVR staff.
 3. GVR is not liable for any property lost, damaged or stolen while in storage.

Commented [NW17]: This change provides greater flexibility to members and simplifies administrative processes for GVR staff and potential caterers. Pima County Health Department was consulted on this change.

~~E. Use of Equipment~~

- ~~1. GVR may provide and maintain furniture and equipment in the facilities for the recreational use of its members.~~

Commented [NW18]: This seems unnecessary

~~F.E. GVR Pool Management Policies~~

- ~~1. GVR offers heated swimming pools and spas for member use.~~
- ~~2. Hours of operation are established and posted by GVR administration.~~
- ~~3.1. GVR pools shall operate in compliance with Pima County Code Title 8, Chapter 8.322, "Swimming Pool and Spas," and any other applicable Pima County regulations.~~
- ~~4.2. GVR staff has authority to close a swimming pool or spa if they determine that its operation and use presents danger to individuals.~~
- ~~5.3. GVR follows the guidelines provided by the National Lightning Safety Institute (NLSI) to determine when to close indoor and outdoor swimming pools, and spas and showers due to lightning as a safety precaution. As of August 2014, Per NLSI guidelines state:~~
 - a. Both outdoor and indoor pools ~~and showers~~ will be evacuated before or when lightning is within five miles.
 - b. At the first signs of thunder or lightning occurring within five miles of an aquatic facility, all pool decks will close ~~and shower activities will be suspended~~ until 30 minutes after the last observed thunder or lightning.

Commented [NW19]: GVR has not evacuated/closed showers for at least 7 years

1.2.9 Rentals and Fees

- A. The CEO will implement a board-approved fee schedule for rental of GVR facilities. The CEO is authorized to waive facility rental fees in special circumstances, as deemed appropriate.
- ~~B. Rental fees for groups composed solely of GVR Members members engaging in low impact recreation activities shall be waived. ~~however, all individuals and groups (whether member or non member) may be charged fees for special computer and technology setups; internet connections; LED projection; special sound system or lighting requirements, overtime cleanup charges, or labor charges for special setup needs which require additional personnel.~~~~
- ~~C. 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. Reservations for socials are limited to 4.5 hours.

~~B-1.~~ GVR Social Clubs that exist for the primary purpose of social gatherings are exempt from this annual limit.

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~~D.~~ Club and HOA meetings are limited to non-peak hours: after 2pm on weekdays and during all operating hours on weekends.

Commented [NW20]: See staff report.

~~E.~~ GVR is interested in supporting community service events, and may rent its facilities ~~on a fee basis~~ for such events whenever it is practical to do so. A community service event is normally sponsored by a non-profit organization or local government agency.

~~D-F.~~ The CEO may authorize use of GVR facilities on a complimentary or fee basis for any GVR-sponsored, GVR co-sponsored, or GVR Foundation event or activity.

G. Fees may be charged to recover the cost of any specialized services, events or programs.

~~E-H.~~ Commercial Rentals:

Commented [NW21]: GVR has no policy. BAC is asked to advise.

SECTION 3 - SUSPENSION OF PRIVILEGES

1.3.1 Suspension for Delinquency

Any GVR Member who has not paid dues, fees or assessments as of the time such payment is due becomes delinquent and shall automatically be declared a 'Member Not in Good Standing.' Any GVR Member Not in Good Standing and his/her Additional Card Holder, Assigned Member and/or Tenants and Guests shall not be entitled to use GVR facilities. The delinquent member shall not hold any office, nor vote in any election. Upon payment of all delinquent dues, penalties, fees, assessments, together with the cost of collection, said member shall be restored to good standing.

1.3.2 Suspension for Conduct

- A. Any cardholder who violates the established rules and regulations of GVR is subject to suspension of privileges. Copies of rules and regulations are posted within GVR facilities.
- B. The CEO or designee has the authority to determine if a violation is major or minor. The CEO or designee is authorized to immediately deny any individual access to facilities for a period of up to ten (10) days for minor violations, including, but not limited to, failure to provide his/her membership card or other GVR identification card. In the event of a major violation, including but not limited to violation of any law, physical confrontation, verbal abuse, the CEO or designee shall have the authority to immediately deny any individual access to facilities until the violation can be investigated.
- C. Minor Incidents - Upon receipt of a complaint from a GVR member or staff, the CEO or designee will investigate the complaint as follows:
 - 1. Contact the person who filed the complaint.



Green Valley Recreation, Inc.
Board Affairs Committee

Board Roles and Responsibilities

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: November 14, 2023

Presented By: Carol Crothers, Chair

Originating Committee / Department:

Board Affairs Committee (BAC)

Action Requested:

Hold discussion on Board Roles and Responsibilities from the CPM.

Strategic Plan Goal:

GOAL 5: Provide sound, effective governance and leadership for the corporation

Attachments:

- 1) CPM Part 2 - Board of Directors, Section 1 Governance
- 2) CPM Appendix 1 - Board Policies, Section 1 Budget Development Policy
- 3) CPM Appendix 1 – Board Policies, Section 2 GVR Facilities Policy Statement

PART 2: BOARD OF DIRECTORS

BOARD CREDO

Our purpose is to serve the best interests of our current and future members through responsible and effective governance of GVR. We represent ALL members and seek to ensure that all community interests are understood and considered in our decision making. *(See full Board Credo on GVR website)*

SECTION 1 – GOVERNANCE

2.1.1 Powers and Responsibilities

- A. The Board shall be the governing Board of GVR, establishing policies and monitoring compliance with those policies. The governing Board year begins after the Annual Meeting and ends following the next Annual Meeting.
- B. The Board shall participate in developing, tracking, and maintaining a strategic plan to assist GVR in shaping its future. The Strategic Plan and accompanying annual Work Plan shall help drive a 5-Year Capital Plan for GVR. Towards that end, the following policies are an integral part of the plan:
 1. Annual Strategic Plan Review – Each year the Board shall review and approve an annual Work Plan consistent with the Strategic Plan.
 2. Integration with Programs and Services – The Strategic Plan, the annual Work Plan, and the 5-Year Capital Plan shall be provided to Board Committees, and GVR staff to facilitate and assist with, and support action items which pursue the fulfillment of plan objectives.
 3. Integration with the Budget Process – The objectives contained in the Strategic Plan and the 5-Year Capital Plan shall provide the primary basis upon which annual budget recommendations are made.
 4. Progress Updates to the Board – The 5-Year Capital Plan shall be a standing element report of Board and Board Committee meetings. Written status papers will be provided to the Board prior to the Board Orientation.
- C. The Board is responsible for governing in a manner that emphasizes strategic leadership rather than administrative detail. It is to be proactive in its decision making and maintain a clear delineation between staff and Board roles. In this spirit, the Board will:
 1. Review the responsibilities, powers, and duties of the Board annually at the first Work Session after the Annual Meeting.
 2. Review and approve an annual budget and ensure proper financial controls are in place.
 3. Attend orientations, retreats, trainings, and conferences,

- etc. for continuing education for the role and responsibility of the position.
4. Appoint a CEO and evaluate the CEO's performance on at least an annual basis. The CEO is the Board's only employee and the CEO is responsible for the staff.
 5. Seek CEO recommendations, suggestions, and proposals on matters that come before the Board.
 6. Focus on the intended long-term goals of the organization, not on the administrative or programmatic means of attaining these goals. The Board's connection to the operation of the organization is through the CEO, and all operational and departmental questions and issues shall be directed to the CEO.
 7. Establish policies which address:
 - a. The products/services (needs vs costs vs member benefits)
 - b. Ethical and other boundaries for which the CEO shall be held accountable
 - c. Board roles and responsibilities
 - d. Board/CEO relationship
 8. Value and honor differences and encourage diversity in viewpoints.
 9. Adhere to practices of good governance; discipline itself as to attendance and meeting preparation; and support all policies approved by the Board. Individual Directors shall not undermine Board decisions.
 10. Provide open and effective governance, represent the best interests of The Corporation and membership, and be accountable to the membership by competently, conscientiously and effectively executing its governing obligations.

APPENDIX 1 – BOARD POLICIES

SECTION 1 - BUDGET DEVELOPMENT POLICY

1.1.1 Objective

This Policy Statement provides the framework for annual budget development, review, and adoption. Included in this Statement are the budget development milestones and the recommended timetable for their completion to ensure that all necessary contributions and approvals are completed and on schedule.

1.1.2 Policy

- A. References
1. Bylaws Article III Sections 1-5: Dues and Assessments
 2. Bylaws Article VI Section 2: Limits of Authority and Indebtedness
 3. Bylaws Article VII Section 4: Responsibilities of Officers
 4. CPM Part 1 Section 1: 1.1.1-1.1.6 - Dues and Fees
 5. CPM Part 5: Fiscal/Accounting
 6. CPM Part 4 Section 2: 4.2.1.A.2 and 3 - Responsibilities
 7. CPM Part 4 Section 1: 4.1.2 – Fiscal Authority
 - a. Bylaws Article III Section 1 above states: “Membership dues and operating and capital budgets shall be established by the Board of Directors.”
- B. Schedule for annual budget preparation and approval process (structured for a calendar year):
1. January/February:
 - a. CEO/staff will solicit any capital or operational needs from GVR Clubs and programs. A list of operational and capital needs will be developed. Staff will provide cost estimates for these projects.
 - b. Staff begin the annual Facilities Center Assessments process.
 2. March:
 - a. The Planning & Evaluation (P&E) Committee reviews and prioritizes Club requests greater than \$2,500 for current Fiscal Year implementation. Projects less than \$2,500 are included in the Center Assessments. Clubs will be notified by P&E (or designee) of the status of their projects (either funded or unfunded).
 3. April/May:
 - a. Staff prepare, prioritize and provide cost estimates for Center Assessments’ maintenance and capital replacement project lists.
 4. June/July:
 - a. CEO/staff prepare operations and capital budgets.
 5. August/September:

- a. Staff provides recommendations for Center Assessments' priorities from Center Assessments and Reserve Study. (maintenance and capital replacements)
 - b. P&E Committee considers 10-Year Strategic Master Plan projects for upcoming fiscal year.
 - c. FAC considers staff proposal for fiscal year operating budget, and schedule of dues and fees. After review, FAC will forward to the Board with the recommendation that the budget be accepted as presented.
 - d. FAC considers P&E Committee recommendations for new capital improvement projects from the 10-Year Strategic Master Plan.
 - e. Staff determines and notifies the P&E Committee of budget available for capital club requests for the following calendar year.
6. September/October:
- a. The Board will approve the Schedule of Dues and Assessments; the Board reviews and approves annual operating and capital budgets.
 - b. The Board will have an approved budget available for execution no later than November 15.
7. Approved Annual Operating & Capital Budget Implementation:
- a. Once the annual operating and capital budget is approved, the CEO will execute the budgets within the overall budget totals. Any proposed additions to the annual budget after approval by the Board will be forwarded to the Board for authorization prior to execution.

1.1.3 Limitations

- A. The CEO is guided by references cited in the Policy Statement in developing dues and assessments. These should not be exceeded unless approved by the Board.
- B. The CEO is guided by the development process cited in Appendix 1 Section 1:1.1.2. From time-to-time the CEO will apprise the Board of the status of the budgets being developed.
- C. Once approved by the Board, the CEO may execute the annual budgets within the overall budgeted amount.
- D. The CEO may shift amounts between line items in the Board-approved budget to meet current or anticipated needs. Any line item that is decreased or increased by more than 15% or \$15,000, whichever is greater, should be reported to the Board.
- E. The status of Reserve Funds will be reported in the annual budget development process. After Board approval, Reserve Funds will be an integral part of GVR budget development. The CEO is encouraged to bring the most appropriate funds and their execution forward for approval.

SECTION 2 - GVR FACILITIES POLICY STATEMENT

1.2.1 Resolution

- A. **WHEREAS**, Green Valley Recreation, Inc. (GVR) recognizes that planning and development of all GVR facilities and dedicated space is predicated on 'Peak Season' use; and
- B. **WHEREAS**, The Corporation also acknowledges that all of its facilities and dedicated space were established with great intention and financial commitment for sanctioned GVR Club, sport, and other activities 'that enhances the quality of our members' lives' (*from GVR Mission Statement*); and
- C. **WHEREAS**, periodic review of member facilities and dedicated space use is strategically important to ensure that member needs are consistently met; and
- D. **WHEREAS**, any re-appropriation or rededication of existing spaces or facilities can only occur when circumstances of markedly diminished use or need for affected facilities can be clearly demonstrated.
- E. **THEREFORE, BE IT RESOLVED, IT IS THE POLICY OF GVR:**
 - 1. To not repurpose or expropriate existing facilities and previously dedicated space without prior consultation with and proper notification to affected membership stakeholder groups;
 - 2. To consider repurposing facilities and dedicated space when, in the determination of the Board, there is sufficient documented decline in usage over the course of several years, which may be mirrored by similar decline in club membership. Specifically, when contemplating repurposing facilities or space, the Board will consider:
 - a. Clearly demonstrated need for new or expanded GVR facilities and/or designated space;
 - b. Usage data for GVR facilities and designated space provided by staff (staff-reported data may reference data gathered by affected groups); and,
 - c. No less than three (3) years of prior usage data.
 - 3. To consider repurposing facilities and dedicated space for other GVR purposes when, in the determination of the Board, there are ample facilities available of the type to be removed, reclaimed or repurposed sufficient to ensure that member needs are consistently met.