



AGENDA

Nominations & Elections Committee

Monday, December 12, 2022

1:30pm

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: Beth Dingman (Chair), Gail Ault, Barbara Blake, Regina Ford, Marilyn Luehrmann, Arthur Mournian, Lou Sampson, Gail Vanderhoof, Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison)

Agenda Topic

1. Call to Order / Roll Call - Establish Quorum

2. Approve Meeting Minutes: November 10, 2022

3. Chair Comments

4. Business

- a. Review of Draft Ballot and Annual Announcement
- b. Discuss Distributing Flyers at East Center Pool and Artisans Market
- c. Structure and Questions for Candidate Forums

5. Member Comments

6. Adjournment

Next Meeting: Thursday, January 19, 2023, WC Room 2 / Zoom, 1:30-3:00pm



MINUTES

Nominations & Elections Committee

Thursday, November 10, 2022, 1:30pm
WC Room 2 / Zoom

Attendees: Beth Dingman (Chair), Gail Ault, Barbara Blake, Arthur Mournian, Lou Sampson, Gail Vanderhoof, Nanci Moyo (Liaison)

Absent: Regina Ford, Marilyn Luehrmann

Visitors: 3

1. **Call to Order/ Roll Call – Quorum:** Chair Dingman called the meeting to order at 1:32pm MST. A quorum of committee members present.
2. **Approve Meeting Minutes:** October 17, 2022
MOTION: Vanderhoof moved / Blake seconded to approve the Minutes of October 17, 2022, as presented.
Passed: unanimous
3. **Chair Comments** – No comments
4. **Business**
 - a. **Vote-Now, James Claiborne**
Owners of Vote-Now, James Claiborne and Cheryl Claiborne, reviewed Vote-Now and the election processes.
Discussion on paper ballot requests:
 - 1) It is too early to send out a paper ballot request in the dues statement going out the last part of November.
 - 2) Every household without an email address could receive a paper ballot in the Annual Meeting Announcement mailing.
 - 3) Send a paper ballot out to those who requested a paper ballot last year.
 - 4) Once members receive the Annual Meeting Announcement in the mail or by email members can request a paper ballot by calling Vote-Now.
 - 5) GVR needs to communicate clearly in the Annual Meeting Announcement about when requested paper ballots will be sent out once requested by phone.
 - 6) GVR needs to announce as often as possible, in all possible avenues, to members to provide the correct email and mailing address in the membership department.

MOTION: Vanderhoof moved / Blake seconded to send an official paper ballot to every GVR member without an email address.
Passed: 4 yes / 2 no (Dingman, Mournian)

MOTION: Blake moved / Mournian seconded to not put a stamp on the return envelope for the paper ballot.

Passed: 4 yes / 2 no (Ault, Vandenhoof)

MOTION: Vandenhoof moved / Blake seconded to include the 300 who requested paper ballots last year to receive a paper ballot this year in the Annual Meeting Announcement.

Passed: 4 yes / 1 no (Mournian) / 1 abstain (Ault)

MOTION: Mournian moved / Vandenhoof seconded to check with GVR staff if an insert can be put in the Annual Dues Statement being sent out by December 1.

Passed: unanimous

b. **Briefing on November 9 Candidate Information Session:** Did not discuss.

c. **Candidate Application Review:**

•Consensus from the N&E Committee is to remove two check boxes on the second page of the candidate application: 1) Remove "I have read the GVR Board of Directors Code of Conduct and if elected, agree to sign it and abide by its terms; and 2) If elected, I agree to complete policy governance training. On the third page of the application #8 change from "How would you change GVR over the next 5 years?" to "What changes would you like to see made within GVR over the next 5 years?" On the third page #9 Change from "What other projects besides current P&E projects would you propose and how would you prioritize those projects?" to "What other projects would you propose and how would you prioritize them?"

5. **Member Comments:** Comments were made during the meeting.

6. **Adjournment**

MOTION: Dingman moved / Mournian seconded to adjourn the meeting at 3:01pm MST.

Passed: unanimous

Next Meeting: Monday, December 12, 2022, WC Room 2 / Zoom, 1:30-3:00pm



Green Valley Recreation, Inc.

Nominations and Elections Committee

Annual Mtg Announcement and Draft Ballot

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: December 12, 2022

Presented By: Beth Dingman, Chair

<p>Originating Committee / Department: N&E</p>
<p>Action Requested: Review the Draft Ballot and Annual Announcement. Provide comments and suggestions for both documents.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: The proposed ballot and Annual Meeting Announcement need reviewed for clarity and mistakes before going to the Attorney and Vote-Now.</p>
<p>Fiscal Impact: None</p>
<p>Committee Options: 1) Keep as is. 2) Make necessary changes.</p>
<p>Recommended Motion: Move to accept the changes made during the N&E Committee meeting on December 12, 2022.</p>
<p>Attachments: 1) Annual Meeting Announcement 2) Two Possible Ballots</p>



NOTICE 2023 ANNUAL MEETING OF THE CORPORATION

Wednesday, March 29, 2022 - 9:00am
West Center Auditorium/Zoom

Agenda

- | | | |
|-----------------------|--------------------------|--------------------|
| 1. Call to Order | 4. 2023 Election Results | 5. Member Comments |
| 2. President's Report | A. Report on Quorum | 6. Adjournment |
| 3. 2022 Audit Report | B. Election Results | |

Electronic Voting

GVR members may vote electronically by going directly in your web browser to vtnw.com/go/GVR/ (do not use the search box). *Please enter voter code found below on this page.*

- How to vote electronically: 1) Input vtnw.com/go/GVR/ in web browser; 2) Check your email for an election email and submit; and 3) Go to GVR homepage and click an election button to submit. All methods will need the voter code below.
- To be counted, ballots must be cast **no later than 4:00pm (MST) on Thursday, March 23, 2023.**

Paper Ballots

- Members may request a paper ballot by calling **toll-free (888) 993-9801**
- Deadline to request a paper ballot is **4:00pm (MST) on Tuesday, March 7, 2023.**
- To be counted, paper ballots must be received, in **Vote-Now** mail, no later than **4:00pm (MST) on Thursday, March 23, 2023.**

GVR Property Address: _____

VOTER CODE:

Voting Materials (available at customer service offices and online at www.gvrec.org/2023-election)

- 2022 Annual Meeting Minutes
- Candidate Information



2023 ANNUAL MEETING BALLOT

Proposed Action #1

To Approve GVR 2022 Annual Meeting Minutes

For

Against

ELECTION OF DIRECTORS

Please choose no more than four (4) candidates

The quorum requirement for a vote on these matters is ten percent (10%) of the total votes in The Corporation.

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.



Click [HERE](#) for 2023 Election Documents and Information

2023 GVR BALLOT

1. Election of Directors

Please choose no more than four (4) candidates by checking the corresponding box

- | | |
|--|---|
| <input type="checkbox"/> Nancy Austin | <input type="checkbox"/> Steve Gilbert |
| <input type="checkbox"/> Barbara Blake | <input type="checkbox"/> Mark McIntosh |
| <input type="checkbox"/> Jim Carden | <input type="checkbox"/> Richard Sutherland |
| <input type="checkbox"/> Laurel Dean | <input type="checkbox"/> Mike Zelenak |
| <input type="checkbox"/> Beth Dingman | |

2. To Approve GVR 2022 Annual Meeting Minutes

- For Against

3. To adopt the Amended and Restated Bylaws of Green Valley Recreation, Inc. recommended by the Board of Directors

- For Against

The quorum requirement for a vote on these matters is ten percent (10%) of the total votes in The Corporation. Approval of meeting minutes requires the affirmative vote of a majority of members voting the matter. Adoption of the Amended and Restated Bylaws requires the affirmative vote of two-thirds of the votes cast by members or a majority of the total votes in The Corporation, whichever is less.

A GVR Member in good standing is entitled to cast one (1) ballot for each GVR Property owned; provided, however, that only one (1) ballot may be cast per GVR Property. If any GVR Member casts a ballot representing a certain GVR Property, it will be conclusively presumed 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) ballot is cast for a particular GVR Property, none of the ballots shall be counted.



Green Valley Recreation, Inc.
Nominations and Elections Committee
Structure and Question for Forums

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: December 12, 2022

Presented By: Beth Dingman, Chair

<p>Originating Committee / Department: N&E</p>
<p>Action Requested: Discuss structure and questions for the Forums held at the West Center Auditorium on February 23 and 27, 2023.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: The forums have been handled different in years past with members writing questions, questions pulled from a container, or MC asking questions.</p>
<p>Fiscal Impact: None</p>
<p>Committee Options: 1) Keep it the same as last year. 2) Come up with a new idea for this year. 3) Incorporate 1 and 2.</p>
<p>Recommended Motion: Move to accept the forum as decided by the N&E Committee at this meeting on December 12, 2022.</p>
<p>Attachments: 1) Questions in categories from last year</p>

Role of Director
1) What past experiences, personal skills, and leadership skills do you have that will help you in your role as a director? For example, work experience in finance/accounting, managing personnel, strategic planning, non-profit experience.
2) What behaviors should or should not be permitted by the Board?
3) Identify your top 3 goals you hope to accomplish/achieve during your 3-year term as a director, and explain why they matter the most to you.
4) In your opinion, is the Board's primary responsibility to GVR members or to the corporation? Please explain.
5) If you had unlimited resources, what is the ONE thing you as a director would like to do for the members we serve?
6) Serving as a director requires significant time. What kind of autonomy do you have over your calendar, and how many hours a week do you see yourself working as a director?
7) Do you know GVR's mission statement and using only one word, how would you describe your first impression of our mission statement?
8) If the Board deliberates on an issue that impacts a club or special interest group to which you belong, will you recuse yourself from the discussion and vote? If not, why not?
9) How many properties do you own or have an interest in, and how would this impact your role as a director?
10) What does "policy governance" mean to you?
11) What are your most important priorities as a newly elected director?
12) What do you see as the Board's challenges?
13) What motivates you to do your best work?
14) What are the two or three most critical issues facing GVR in the next 3-5 years?
15) Is there something the current Board is doing or not doing that you would handle differently? Explain
16) What do you see as the disruptive forces impacting GVR governance and how might you deal with this?
17) What do you think are the characteristics of a great director?
18) Tell us about a time in which you were part of a group or team that wasn't performing up to your expectations. How did you deal with it?
19) How do you move forward after a disagreement?
20) In your opinion, what are the top two priorities the Board should focus on next year?
21) What appeals to you about board service as a volunteer activity?
22) Are your computers, skills, and phones up to date to be an active and engaged director? Explain
23) What do you see as the successful components of a Board meeting?
24) Do you understand a board member's role, and responsibility to GVR, in particular, duty of loyalty? Can you define how you interpret duty of loyalty?
25) Article VI (Bylaws) list the duties and responsibilities of the Board. Tell us what they are.
26) How do you propose to present to the GVR membership full exposure of pertinent information and data prior to the Board's vote on a particular action or issue?
27) What was your thought process that made you decide to run for the Board of Directors after the application date expired?
28) Do you think Board Director's should be full-time residents?

29) Do you think it is appropriate for two board members to be domiciled together?
Resolve Issues w/Members and/or Board Directors
28) As a director how will you react to and potentially resolve challenges that arise due to different opinions, approaches, and attitudes?
29) As a director how would you handle competing needs or interests of GVR members & clubs?
30) As a director what is the one thing you could do to improve the Board's image with members?
31) How might you respond and how would you work constructively with the Board to deal with criticisms of GVR?
32) How will you ensure members' voices are heard?
33) What are your thoughts on how to handle membership feedback.
Mission/Vision and Future for GVR
34) What best describes your philosophy regarding the future of GVR?
35) Do you agree with GVR's vision statement: 'To be the preeminent destination of choice for active adults and retirees'? If not, why not? If yes, why?
36) What do you see as the opportunities and challenges for the future of GVR?
37) What about GVR's mission is most meaningful to you?
38) If GVR were to be on the cover of your favorite magazine in five years, what would the story be about?
Bylaws and Corporate Policy Manual (CPM)
39) How familiar are you with GVR's Bylaws, and how committed are you to upholding them?
40) Why does the GVR Board have the CPM and why is it important?
41) What is your position on the current director code of conduct and the lack of enforceable sanctions?
CEO
42) Should GVR's CEO be an Ex-Officio member of the Board of Directors? If not, why not? If yes, why?
Membership Issues
43) How do you feel about a "code of conduct" for members who attend open board meetings?
44) How would you define the "under-served" members in GVR, and what ideas do you have to address their needs?
45) How do you as a director balance the expenditure of funds for a few (like a dedicated space club) versus the overall membership?
46) Communication with members. What tools does the Board use now and what else should they consider?
Budget and Finance
47) What is your experience in working with budgets and finance, and how do you see that experience benefitting you as a director?

48) Every GVR member has one thing in common, each owns a GVR deed-restricted member property. Do you see that as a positive or negative and how important is it to the financial well-being of GVR? Please explain.
49) What is your opinion of working with the GVR Foundation to raise funds for future projects?
50) Please describe how funds should be allocated for projects, for example should it be club size and longevity, estimated cost of a project, amount of financial contribution promised by the club, level of GVR community/membership support for the project?
51) GVR has reserve accounts. As a member of the Board, you will have input on how this money is used. Do you understand what the reserve accounts are, and how each is to be utilized? How would you like to see it used?
52) What can you tell us about the MRR independently prepared reserve study and how valuable do you think it is to GVR's long term MRR plan?
53) Member input on major spending decisions. What is the procedure now? Any ideas on how to improve it?
54) State your opinion on the possibility of GVR taking a loan or possibly issuing bonds to fund projects necessary to expand space for clubs and members, this would include dedicated space and meeting rooms.
Strategic and Capital Plan
55) Do you feel GVR should have a 3 to 5-year strategic plan? If so, what do you think it should incorporate?
GVR Foundation
56) What do you know about the GVR Foundation? What does it provide GVR now? What might it do in the future?
Committees
57) Which Board committee do you have a specific interest in serving on and why? CPM describes commitments and their duties.
58) What is your view on closed meetings? As Chair of a committee, under what circumstances would you close a committee meeting or workshop?
From Community Members
Are you endorsed by either GVR 4 Us or Friends for GVR
Do you think that we should mortgage GVR property to finance building projects?
It seems that recent board directors have prioritized a partisan grudge match over advancing the best interests of GVR, with staff suffering the most direct collateral damage. Are you affiliated with one of the feuding groups and if so, how do you plan to serve both your "party" and the membership?
I understand as of Dec 21, 2021 Pima County reinstated the requirement for face coverings to be worn in indoor public settings. If that is true, why is GVR's policy recommend face coverings rather than make it a requirement while indoors?
The Board seems tribal and dysfunctional what will you do to bring some teamwork to the board? If you are part of the problem, what needs to change?