



## MINUTES

### BOARD OF DIRECTORS MEETING

Wednesday, January 31, 2024 - 2pm

West Center Auditorium / Zoom

**Directors:** Marge Garneau (President), Carol Crothers (Vice President), Bart Hillyer (Secretary), Jim Carden (Treasurer), Barbara Blake (Assistant Secretary), Joe Magliola (Assistant Treasurer), Nancy Austin, Kathi Bachelor, Beth Dingman, Steve Gilbert, Bev Lawless, Richard Sutherland, Scott Somers (non-voting)

**Staff Present:** Steve Mendoza (Facilities Director), Nanci Moyo (Administrative Supervisor), Howey Murray (Finance Manager), David Webster (CFO), Natalie Whitman (COO), Kris Zubicki (Member Services Director)

**Visitors:** 13 Including support staff

### AGENDA TOPIC

#### 1. Call to Order / Roll Call – Establish Quorum

The President being in the chair and the Secretary being present.

President Garneau called the meeting to order at 2:04pm MST. Secretary Hillyer called the roll; quorum established.

#### 2. Amend/Adopt Agenda

**MOTION: Director Lawless moved, Director Gilbert seconded to Amend the Agenda by adding under Action Item a discussion on separating the Candidate Forum from the bylaws' discussion.**

**Passed: 8 yes / no 4 (Austin, Blake, Garneau, Hillyer)**

**AMENDMENT TO THE MOTION: Director Dingman moved, Director Lawless seconded to add discuss in the MOTION.**

**Passed: 8 yes / 4 no (Austin, Blake, Garneau, Hillyer)**

#### 3. Presentations:

##### A. Quarterly Financial Report

David Webster, CFO, reviewed the quarterly financial report. Highlights include:

- Under budget by 17 percent due mainly to home sales. This is 1.2 percent less than the prior year, 2022. Last year budget was projected for 1,100 home sales and the final number was 990. For 2024, the projected home sales are 950. In January, the projection was for 86 home sales and currently is at 67 homes as of January 31.
- Expense side was under budget by 1.1 percent. Personnel was 11 percent under budget. Many of the personnel costs were allocated to outsourcing custodial services and Human Resources.
- Surplus was a deficit of \$161,389. There will be no surplus transfer this year.
- GVR investments' benchmarks were not all met, but were still positive.

## B. New Website

Natalie Whitman, COO, presented the new GVR website. Highlights include:

- The late launch of the website was due to the contractor making big changes in their business and outsourcing parts of the projects leading to a lack of cohesiveness within the project.
- The new website has an updated look with the menu for all GVR activities clearly on the home page, but also on every page to make it easier to navigate through the website without having to return to the home page.
- On the home page, there is a ribbon with important announcements.
- The calendar is clearly on the home page.
- A new tool on the home page at the top is Info Hub/Pool Availability. Members can view pool availability and view real-time Facility Use. Closed Today (pools, etc.) will be at the top of the page for current information.
- This website has large blocks to help navigate easily through the website.
- The Contact Us form is easy to find: Go to About GVR (located at the top of the page) and then click the About Us block. Once the form is filled out and submitted, it will automatically go the GVR Hotline. More forms will be developed over time to make submission easier and will eliminate email.
- Under the Centers & Reservations tab there are hours for Centers, downloadable map, Center Reservation, and an interactive map for each Center. On the interactive map, choose a Center and see the activities in the Center along with available rooms.
- The new website is currently online and more will be added to it.

## 4. Committee Reports - All reports received and placed on file.

- A. Audit
- B. Board Affairs
- C. Fiscal Affairs
- D. Investments
- E. Nominations & Elections
- F. Planning & Evaluation

## 5. Consent Agenda

**MOTION: Director Carden moved, Director Sutherland seconded to approve Consent Agenda.**

**Passed: unanimous**

- A. Minutes:
  - BOD Regular Meeting Minutes: November 15, 2023
  - BOD Work Session Minutes: January 17, 2024
  - BOD Regular Meeting Minutes: January 24, 2024
- B. Financial Statements:
  - November and December Financials

## 6. Action Items

- A. Audit Committee Proposed Changes to the CPM Part 3, Section 5

**MOTION: Director Austin moved, Director Crothers seconded to accept the Audit Committee responsibility as amended by the Audit Committee.**

**MOTION TO AMEND:** Director Dingman moved, Director Gilbert seconded to amend the motion that 3.5.1 state, “To the extent possible, the Audit Committee shall have at least two GVR members who should have knowledge of financial reporting and internal control procedures. The committee shall have no fewer than three and no more than five members. Add a comma on 3.5.2.B.3 after opinion.  
Passed: 8 yes / 4 no (Blake, Carden, Hillyer, Magliola)

**MOTION TO AMEND:** Director Lawless moved, Director Bachelor seconded to remove the word “independent” from 3.5.2.A.  
Failed: 3 yes (Bachelor, Lawless, Gilbert) / 9 no

**MOTION TO AMEND:** Director Bachelor moved to delete 3.5.2.B.7. Failed for lack of second.

**AMENDED MOTION PASSED:** unanimous

**Amended Motion:** Accept the Audit Committee responsibility with the first sentence of 3.5.1 to read, “To the extent possible, the Audit Committee shall have at least two GVR members who should have knowledge of financial reporting and internal control procedures. The committee shall have no fewer than three and no more than five members.” Add a comma on 3.5.2.B.3 after opinion.

**B. Board Affairs Committee Recommendations for Elections 2024**

1) Ballot Format

**MOTION:** Director Crothers moved, Director Sutherland seconded to approve the proposed bylaw amendments ballot format.  
Passed: 10 yes / 2 no (Bachelor, Lawless)

**MOTION TO AMEND:** Director Lawless moved, Director Bachelor seconded to remove in the first paragraph on the ballot number two that states: “Optimize the efficiency of administrative staff operations.”  
Failed: 5 yes (Bachelor, Blake, Dingman, Gilbert, Lawless) / 6 no (Director Hillyer was out of the room for the vote and did not vote.)

2) Director Transition Process (12 to 9)

**MOTION:** Director Sutherland moved, Director Dingman seconded to accept option 2 in the Meeting Book that states: “Seat three new Directors each year and replace resigning Directors as we have done in the past. It will take the full three election cycles to get down to nine Directors.”  
Passed: unanimous (Director Carden was out of the room for the vote and did not vote.)

**C. Discuss the Forums to Separate Candidate Forum from Bylaws**

**MOTION:** Director Lawless moved, Director Gilbert seconded to discuss the proposed bylaw changes with the members at a separate time or day from the Candidate Forums.  
Failed: 4 yes (Bachelor, Dingman, Gilbert, Lawless) / 8 no

**MOTION:** Director Crothers moved, Director Carden seconded to allow the Candidate Forum to extend longer to cover the proposed bylaws’ changes whether in the beginning or at the end of the forum.  
Passed: unanimous

D. CEO Report

Scott Somers, CEO, presented these updates:

- Santa Rita Springs water heater update: Scheduled for installation February 7, Wednesday.
- Glass Arts Studio: February 9, Friday, target date for certificate of occupancy.
- Casa Poloma I: Water heater is fixed and running.
- Del Sol Clubhouse: On schedule.
- Security Cameras: All major centers have between three to six cameras installed. The wire and infrastructure still needs to be completed. Cameras are located primarily in main entrances and lobbies.

**7. Member Comments – No comments**

**8. Adjournment**

**MOTION: Director Crothers moved, Director Hillyer seconded to adjourn the meeting at 4:02 pm.**

**Passed: unanimous**