



AGENDA

BOARD OF DIRECTORS SPECIAL MEETING

Wednesday, April 10, 2024 – 2pm

West Center Auditorium / Zoom

*Code of Conduct

Directors: Marge Garneau (President), Bart Hillyer (Vice President), Jim Carden (Secretary), Carol Crothers (Treasurer), Candy English (Assistant Secretary), Nellie Johnson (Assistant Treasurer), Nancy Austin, Kathi Bachelor, Barbara Blake, Beth Dingman, Bev Lawless, Joe Magliola, Scott Somers (non-voting)

AGENDA TOPIC

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Amend/Adopt Agenda**
- 3. Action Items**
 - A. Approve Committee Chairs (President)
- 4. Member Comments** - Regarding Consent Agenda and/or Non-Agenda Items. Speakers are asked to provide their name and GVR member number. Please limit comments to two (2) minutes.
- 5. Adjournment**



Green Valley Recreation, Inc.

Board of Directors Special Meeting

Appointment and Approval of Committee Chairs

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: April 10, 2024

Presented By: Marge Garneau, President

Consent Agenda: No

<p>Originating Committee / Department: Board President</p>
<p>Action Requested: Approve 2024-25 Committee Chairpersons nominated by the President.</p>
<p>Strategic Plan Goal: Goal 5: Provide sound, effective governance and leadership for the corporation.</p>
<p>Background Justification: GVR Bylaws, Article VIII, Section 1 states the Board of Directors shall establish the following Standing Committees: Board Affairs, Fiscal Affairs, Nominations & Elections, Planning and Evaluation, and Investments. Section 3 states the Audit Committee chairperson is nominated by the President and Finance Director of the Corporation, with Board approval. The Chairperson of each Standing or other Special Committee of the Board is nominated by the President with Board approval. Committee members are appointed by the committee chairperson, after review of applications by the Board President, CEO, and Committee Chair. The Board will be informed of committee members at the Regular Meeting of the Board in April.</p>
<p>Fiscal Impact: None</p>
<p>Board Options: 1) Approve 2024-25 Committee Chairpersons nominated by the President. 2) Oppose the 2024-25 Committee Chairpersons nominated by the President.</p>
<p>Recommended Motion: <i>I move to approve the appointment of 2024-25 Committee Chairpersons nominated by the President.</i></p>
<p>Attachments: 1) CPM: Part 3 Committees 2) Proposed Meeting Schedules for the Committees</p>

PART 3: COMMITTEES

SECTION 1 – GENERAL

3.1.1 Committees of The Board of Directors

- A. Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board. Each Committee will have a staff liaison selected by the CEO.
- B. Each Director shall have the opportunity to, and be encouraged to, serve on at least one Committee, and not more than two (2). The Board President is ex officio to all Committees, except for Audit Committee and Nominations & Elections Committee. As soon as possible, Directors shall inform the President of their committee preferences and/or willingness to be a committee chair.
- C. Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.
- D. Members are encouraged to apply for committee positions and if possible, serve for multiple years. It is recommended that chairs seek to have at least 1/3 new members each year and limit committee participation to no more than six (6) consecutive years.
- E. The Board will establish the responsibilities of the Committees as an advisory role to the Board for policy recommendations. Committees do not have authority to create policy, contract for services, expend or commit funds, or contact Board-appointed contractors such as, but not limited to, attorneys.
- F. Standing committees are suggested to be a minimum of five (5) members including the Chairperson and one other Director, and a suggested maximum of nine (9) members.
- G. Committee members shall be GVR members in good standing and must submit an application for a Committee appointment. The President, Chairperson, and CEO will review applications. After review of the applications the Chairperson will select Committee members and inform the Board of the appointments at the April meeting. Staff, as liaisons to the Committees, will be selected by the CEO. Vacancies on the Committee during the year may be filled by the Chairperson after consulting with the President.
- H. Neither a Committee Chairperson, nor a committee may direct staff. Responsibilities of Committee Chairpersons, along with Committee members and staff liaison, are to identify goals in conjunction with the Strategic Plan; provide Committee action plans to the Board for approval; provide, at least, quarterly updates to the Board; and at year-end identify accomplishments of the Committee and continuing tasks for the next year.

- I. The President may establish Special or Ad Hoc Committees comprised of members/assigned members in good standing, Directors and administrative staff as assigned by the CEO.
- J. Committees are not required to follow Robert's Rules of Order.
- K. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
- L. Directors may attend any Committee meeting, whether open or closed.
- M. All materials for the Committee meeting will be available online three (3) business days before the meeting except for closed meeting materials. If the deadline for item consideration is not met, the item will be placed on the next scheduled Committee meeting agenda.
- N. Committee meetings will be open to all members, but may be held in closed session, at the discretion of the Committee or Subcommittee.

SECTION 2 - BOARD AFFAIRS COMMITTEE

3.2.1 Membership

To the extent possible, the Board Affairs Committee shall consist of GVR members who should have knowledge of Corporate Bylaws and Policies.

3.2.2 Responsibilities

- A. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
- B. Review and recommend revisions, when appropriate, to the governing documents of The Corporation.
- C. Forward all BAC proposed revisions of the Articles of Incorporation or Bylaws to staff for submission to legal counsel for appropriate action. Any BAC approved change to the CPM which staff determines needs legal review will also be submitted. Should legal counsel recommend a revision to a governing document, it will be returned to the Committee for final review before being presented to the Board for appropriate action.
- D. If a committee, member or staff would like to have the BAC review a change to the CPM or other governing documents before it is taken to the Board, the requested change and rationale should be sent to the chair and staff liaison of BAC at least a week prior to the next BAC meeting.

SECTION 3 – FISCAL AFFAIRS COMMITTEE

3.3.1 Membership

To the extent possible, the Committee will include members knowledgeable of financial management.

3.3.2 Responsibilities

- A. Review and recommend the annual budgets, including any fees or dues changes to the Board. Such review will consist of recommending, funding, financing, and usage of Reserve.
- B. Monitor progress toward achievement of annual fiscal objectives.
- C. Review financial statements, such as Operational Statement of Financial Position and Statement of Activities and capital purchases, and report to the Board, as appropriate.
- D. Review and recommend to the Board policy changes, if necessary, to assure financial control.
- E. Recommend the disposition of Operational Surplus or Deficit.

SECTION 4 – PLANNING & EVALUATION COMMITTEE

3.4.1 Membership

To the extent possible, the Committee will include members knowledgeable about capital project planning and evaluation processes.

3.4.2 Responsibilities

- A. Meet quarterly, or as necessary, to review and recommend the capital projects for the Capital Improvement Plan to the Board, per the CPM.
- B. To be knowledgeable of the Strategic Plan and Five-Year Capital Plan to ensure that all planned capital projects comply with these plans.

SECTION 5 - AUDIT COMMITTEE

3.5.1 Membership

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.

3.5.2 Responsibilities

- A. The Audit Committee functions in the capacity of an independent overseer of GVR's financial reporting process and internal controls. This oversight is conducted by review of the reporting and communication with a qualified independent auditing firm prior to presentation to the board of directors. The committee is an independent conduit between GVR and the auditing firm. The Committee is not involved in the Corporation's daily accounting functions.
- B. The principal functions of the Audit Committee are:

1. To recommend a CPA firm to the GVR Board to act as the Corporation's independent auditor.
2. To review the independent auditor's terms of engagement.
3. To review the results of each audit including opinion, qualifications, or expectations with the auditor and GVR Management.
4. To review the auditor's management letter sent to GVR Management and to the committee, and to review GVR Management's response with GVR Management as is deemed necessary.
5. To review issues and disputes that may arise between GVR Management and the independent auditor during an audit.
6. To review the IRS Form 990 with the CPA and GVR Management as is deemed necessary.
7. To review the adequacy of internal financial controls with GVR Management and the board.

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE

3.6.1 Membership

To the extent possible, the Nominations and Elections Committee (N&E) shall consist of the Chairperson, who shall be a Director, at least one (1) other Director on the Committee, and a minimum of two (2) members who shall represent various geographic areas to the extent possible.

Any member of the Committee who becomes a candidate for election to the Board shall resign from the Committee immediately.

3.6.2 Responsibilities

- A. Nominations
 1. Submit a slate of qualified candidates to the Board at least ninety (90) days prior to the Annual Meeting.
 2. Submit a slate of qualified petition candidates to the Board at least sixty (60) days prior to the Annual Meeting.
- B. Election Process
 1. Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If the Board fails to set a record date, the record date shall be the date of ballot delivery.
 2. The counting of ballots, at the discretion of the Board may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the Nominations and Elections (N&E) Chairperson or their representative. (*Bylaws Article V Section 3*)
 3. In the election of Directors, if there are fewer than fifty (50) valid votes separating the last successful candidate

and the first unsuccessful candidate in the election, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.

- C. Election Forums for Members
Arrange two (2) election forums for members to attend to hear the candidates answer questions arranged by the N&E Committee and questions from the members.
- D. Election Results
 - 1. The Chairperson shall notify the Board Secretary of the results of the election.
 - 2. The Committee Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.

SECTION 7 - INVESTMENTS COMMITTEE

3.7.1 Membership

To the extent possible, the Investments Committee (IC) shall consist of at least two GVR Members who should be knowledgeable in the investment of financial assets and, to the extent practical, experienced in investment management and/or investment oversight.

3.7.2 Responsibilities

- A. The IC has the following specific responsibilities and duties with respect to the GVR Reserve and Operational Investment Accounts:
 - 1. Make timely recommendations to the Board concerning:
 - a. The hiring, termination, and replacement of the Investment Manager and/or Investment Adviser (collectively, the IM/IA) for each of the accounts that comprise the Reserve and Operational Investment Accounts.
 - b. The terms and wording for any contract between GVR and an IM/IA.
 - c. The specific wording and specifications for the Investment Policy Statement (IPS) set forth in Appendix 1, Section 3 that governs each of the accounts that comprise the Reserve and Operational Investment Accounts.
 - 2. Perform the following ongoing functions:
 - a. Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently, if desired/needed.
 - b. Monitor the IM/IAs to confirm compliance with the applicable IPS.

3. Make timely reports, in accordance with the IPS, to the CFO, CEO, and the Board of the following:
 - a. A serious and meaningful violation of the IPS.
 - b. A potential replacement of an existing IM/IA.
 - c. Any update requested by the Board.
4. Collaborate with the CEO/CFO concerning the following:
 - a. The invested Operational Funds regarding compliance with the applicable IPS and performance.
 - b. What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties.
 - c. The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.
5. In the process of completing its duties, the IC will generate the following documents:
 - a. An IPS for each of the accounts that comprise the Reserve and Operational Investment Accounts.
 - b. An Investment Management Contract for each IM/IA hired by GVR as signed and implemented by the GVR Board President.
 - c. Minutes of each meeting of the IC.

GVR COMMITTEE MEETINGS: 2024-25 MEETING SCHEDULE

AUDIT COMMITTEE

BOARD AFFAIRS COMMITTEE [2nd Tuesday/month]

Tuesday, May 14, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Board Affairs Regular Meeting
Tuesday, June 11, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Board Affairs Regular Meeting
Tuesday, July 9, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Board Affairs Regular Meeting
Tuesday, August 13, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Board Affairs Regular Meeting
Tuesday, September 10, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Board Affairs Regular Meeting
Tuesday, October 8, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Board Affairs Regular Meeting
Tuesday, November 12, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Board Affairs Regular Meeting
Tuesday, December 10, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Board Affairs Regular Meeting
Tuesday, January 14, 2025	1:30-3:00pm	WC-Rm 2 / Zoom	Board Affairs Regular Meeting
Tuesday, February 11, 2025	1:30-3:00pm	WC-Rm 2 / Zoom	Board Affairs Regular Meeting
Tuesday, March 11, 2025	1:30-3:00pm	WC-Rm 2 / Zoom	Board Affairs Regular Meeting

FISCAL AFFAIRS COMMITTEE [3rd Tuesday/month]

Tuesday, May 21, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Fiscal Affairs Regular Meeting
Tuesday, June 18, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Fiscal Affairs Regular Meeting
Tuesday, July 16, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Fiscal Affairs Regular Meeting
Tuesday, August 20, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Fiscal Affairs Regular Meeting
Tuesday, September 17, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Fiscal Affairs Regular Meeting
Tuesday, October 15, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Fiscal Affairs Regular Meeting
Tuesday, November 19, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Fiscal Affairs Regular Meeting
Tuesday, December 17, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Fiscal Affairs Regular Meeting
Tuesday, January 21, 2025	1:30-3:00pm	WC-Rm 2 / Zoom	Fiscal Affairs Regular Meeting
Tuesday, February 18, 2025	1:30-3:00pm	WC-Rm 2 / Zoom	Fiscal Affairs Regular Meeting
Tuesday, March 18, 2025	1:30-3:00pm	WC-Rm 2 / Zoom	Fiscal Affairs Regular Meeting

INVESTMENTS COMMITTEE

Wednesday, April 17, 2024	9:00-10:30am	WC-Rm 2 / Zoom	Investments Regular Meeting - Quarterly
Wednesday, July 17, 2024	9:00-10:30am	WC-Rm 2 / Zoom	Investments Regular Meeting - Quarterly
Wednesday, October 16, 2024	9:00-10:30am	WC-Rm 2 / Zoom	Investments Regular Meeting - Quarterly
Wednesday, January 15, 2025	9:00-10:30am	WC-Rm 2 / Zoom	Investments Regular Meeting - Quarterly
Wednesday, April 16, 2025	9:00-10:30am	WC-Rm 2 / Zoom	Investments Regular Meeting - Quarterly

NOMINATIONS & ELECTIONS COMMITTEE [2nd Thursday/month]

Meet Only As Needed

Thursday, May 9, 2024	10:00-11:30am	WC-Rm 2 / Zoom	Nominations & Elections Regular Meeting
Thursday, September 12, 2024	10:00-11:30am	WC-Rm 2 / Zoom	Nominations & Elections Regular Meeting
Thursday, October 10, 2024	10:00-11:30am	WC-Rm 2 / Zoom	Nominations & Elections Regular Meeting
Thursday, November 14, 2024	10:00-11:30am	WC-Rm 2 / Zoom	Nominations & Elections Regular Meeting
Thursday, December 12, 2024	10:00-11:30am	WC-Rm 2 / Zoom	Nominations & Elections Regular Meeting

Thursday, January 9, 2025	10:00-11:30am	WC-Rm 2 / Zoom	Nominations & Elections Regular Meeting
Thursday, February 13, 2025	10:00-11:30am	WC-Rm 2 / Zoom	Nominations & Elections Regular Meeting
Thursday, March 13, 2025	10:00-11:30am	WC-Rm 2 / Zoom	Nominations & Elections Regular Meeting

PLANNING & EVALUATION COMMITTEE [2nd Thursday/month]

Meet Only As Needed

Thursday, May 9, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Planning & Evaluation Regular Meeting
Thursday, June 13, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Planning & Evaluation Regular Meeting
Thursday, July 11, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Planning & Evaluation Regular Meeting
Thursday, August 8, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Planning & Evaluation Regular Meeting
Thursday, September 12, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Planning & Evaluation Regular Meeting
Thursday, October 10, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Planning & Evaluation Regular Meeting
Thursday, November 14, 2024	1:30-3:00pm	WC-Rm 2 / Zoom	Planning & Evaluation Regular Meeting
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Thursday, January 9, 2025	1:30-3:00pm	WC-Rm 2 / Zoom	Planning & Evaluation Regular Meeting
Thursday, February 13, 2025	1:30-3:00pm	WC-Rm 2 / Zoom	Planning & Evaluation Regular Meeting
Thursday, March 13, 2025	1:30-3:00pm	WC-Rm 2 / Zoom	Planning & Evaluation Regular Meeting