



## **AGENDA**

### **BOARD OF DIRECTORS WORK SESSION**

Wednesday, May 8, 2024, Following Special Meeting  
WC Auditorium / Zoom

**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**

- 2:45 **1. Call to Order / Roll Call**
- 2:50 **2. Amend / Approve Agenda**
- 2:55 **3. Board and Director's Roles, Duties, and Responsibilities (Garneau)**
- **Board Calendar (How Topics are Added)**
  - **Bylaws/CPM/Roberts Rules (Two times to speak and Call the Question)**
  - **Work Sessions (Allowing members to comment)**
  - **Board/Member Emails (How it is coordinated)**
    - **Part 7 Communications – Section 3 Member Communications**
    - **Part 7 Communications – Section 4 Board of Directors Communication**
- 3:35 **4. GVR Foundation (Garneau)**
- 4:00 **5. Adjournment**

*GVR encourages the Board and members to voice concerns and comments in a professional, business-like, and respectful manner.*





Green Valley Recreation, Inc.

## Board of Directors Work Session

### Board and Directors' Roles, Duties, and Responsibilities

**Prepared By:** Nanci Moyo, Admin. Sup.

**Meeting Date:** May 8, 2024

**Presented By:** Marge Garneau, President

**Consent Agenda:** No

#### **Originating Board / Committee / Department:**

Board

#### **Action Requested:**

- 1) Review the Board and Directors' roles, duties, and responsibilities. Review how the Board Calendar topics are generated; what the bylaws, Corporate Policy Manual (CPM) and Robert's Rules say about Director's speaking at meetings and the Call the Question; allowing members to comment at Work Sessions; and how are the Board/Member emails are coordinated.
- 2) Hold discussion on the Board having official business cards and apparel with GVR logos.

#### **Strategic Plan Goal:**

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

#### **Background Justification:**

The Board of Directors role starts with the Mission and Vision for GVR and expands from there.

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.

Vision Statement:

To be a friendly, vibrant community of choice for adults desiring lifelong opportunities for physical, mental, and social engagement.

The bylaws and CPM give direction for the Board and the Directors' roles, duties, and responsibilities.

- **Board Calendar:**
  - ✓ Topics are added per the direction of the budget approvals, capital project approvals, annual reminders and request of the Board or Director or staff.
- **Bylaws/CPM/Roberts Rules (Two times to speak and Call the Question):**
  - ✓ The bylaws nor the CPM address the issue of speaking only two times during a topic (debatable question).
  - ✓ Robert's Rules of Order Newly Revised (12<sup>th</sup> Edition) states: 49:21 (3) Procedure in Small Boards (12 or less) There is no limit to the number of times a member can speak to a debatable question. General practice is to let all members speak once before allowing anyone to speak again.

- ✓ Call the Question definition – a motion used to end the debate on a pending question and bring it to a vote immediately. Guidelines: 1) A member calling the question must first have the floor and be recognized to speak by the Chair. 2) Do not yell out “Call the Question” or “Question.” 3) Must be seconded. 4) No more debate can happen. 5) Immediate vote of two-thirds of the Directors.

- **Member comments during Work Session:**

- ✓ The CPM does not speak to this.

- **Board/Member Emails:**

- ✓ CPM Part 7 Communications – Section 3 Member Communications
- ✓ Members are encouraged to email the Board at board@gvrec.org regarding policy issues.
- ✓ The member email is received in the Administrative Office and then all Board emails are forwarded to the Board regardless the topic and a reply sent to the member stating “Your email was received by the Board of Directors.”
- ✓ If the email is staff related (ie: pool issue, program related...) the email is also forwarded to the proper staff. In the same email above, the member may also receive this message “Your email has been forwarded to the appropriate staff.”
- ✓ Individual Directors may respond to the member email and bcc the GVR Board.
- ✓ To complete the email if it needs a staff response, the member will receive the staff response from the Do Not Reply GVR Board and the Board will also receive the response.
- ✓ CPM Part 7 Communications – Section 4 Board of Directors Communication
  - **7.4.2 Board of Directors Internal Email Policy**

Directors may communicate among themselves and with staff by email using the individual GVR Director Email Address provided by GVR, but should not discuss policy or the business of the Corporation with a quorum of the Board, to avoid the perception that decisions are being made outside of meetings. This promotes the goal of transparency (Section 7.1.1.A) with the membership by having debate and discussion in open meetings. Open meetings are required by Article IV, Section 5 of the Bylaws.

**Board Options:**

- 1) Review and discuss the topics listed under Action Requested.

**Attachments:**

- 1) Bylaws Article VI – Powers, Duties and Responsibilities of the Board of Directors: Section 1 and 2
- 2) Bylaws Article VII – Officers and Chief Executive Officer: Section 4 and 5
- 3) CPM Part 2 Board of Directors: Section 1, 3, and 4
- 4) CPM Part 7 Communications: Section 3 and 4
- 5) Board Credo

## **BYLAWS**

### **ARTICLE VI — POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

#### **Section 1: Powers and Duties**

The Board of Directors shall have power:

A. To call special meetings of The Corporation whenever it deems necessary or upon written request of one-tenth of the voting membership as provided in Article IX, Section 2.

B. To take the following actions with the approval of a majority of directors in office:

1. Appoint and remove, at its pleasure, all officers, agents and the Chief Executive Officer and prescribe their duties, fix their compensation and require of them such security of fidelity bond as may be deemed expedient;
2. Establish initial fees, dues, and assessments and collect same; and
3. Adopt annual operating and capital budgets which shall include a contribution to financial reserves consistent with Board policy.

C. To adopt and publish rules and regulations governing the use of the properties and facilities owned by The Corporation and the personal conduct of all persons thereon.

D. To exercise for The Corporation all powers, duties and authority vested in, or delegated to, The Corporation except those reserved to the members.

E. In the event that any member of the Board of Directors of The Corporation shall be absent from three (3) regularly scheduled meetings of the Board of Directors in any one-year period, the Board may, by action taken at the meeting during which a third absence occurs, declare the office of said absent Director to be vacant.

F. Any vacancy in the office of a Director shall, if possible, be filled by the unsuccessful candidate of the most recent Directors' election, who, of those willing to fill the vacancy, received the greatest number of votes. If none of said unsuccessful candidates is willing and able to serve, the remaining Directors by affirmative vote of a majority of the Board, shall elect a successor, who shall serve for the unexpired term of the vacant office.

#### **Section 2: Limits of Authority and Indebtedness**

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.



## **BYLAWS**

### **Article VII Officers and Chief Executive Officer**

#### **Section 4: Responsibilities of Officers**

A. President. The President shall preside at all meetings of the Board of Directors and at meetings of the membership and shall carry out all orders and resolutions of the Board of Directors and shall sign all formal written instruments such as notes, leases, mortgages, deeds, and contracts other than recurring operational contracts which the Board by appropriate resolution has exempted from this requirement. Contracts signed by the President must receive prior legal review and Board approval. The President shall nominate chairpersons of the Board Committees, submit these nominees for Board approval, and in cooperation with the Chief Executive Officer, ensure effective work of these committees. In the absence of the President, the Vice President shall perform all the duties of the President. Should the Vice President also be absent, the duties of the President shall be performed by the Senior Officer present.

B. Vice President. The Vice President shall carry out duties as assigned by the President. In the absence of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of the President.

C. Secretary. The Secretary shall ensure that minutes are kept of meetings of the Membership and the Board of Directors. The Secretary shall cause to be given all notices in accordance with provisions of these Bylaws or as required by law. The Secretary shall see that all records of The Corporation are properly kept and preserved and that the names and addresses of all members of The Corporation are on file in the office of The Corporation. In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary.

D. Treasurer. The Treasurer shall exercise an oversight role of the financial affairs of The Corporation to ensure that financial records are kept in accordance with generally accepted accounting standards. The Treasurer shall ensure that timely, accurate financial statements are presented to the Directors and that the financial records of The Corporation are audited in accordance with the provisions of these Bylaws. In the absence of the Treasurer, the Assistant Treasurer shall perform all the duties of the Treasurer.

E. Signing of Checks. Any check in the amount of \$2,500.00 or more shall be signed by two (2) officers of The Corporation or by one (1) officer and the Chief Executive Officer. Any check in an amount of less than \$2,500.00 may be signed by the CEO with the stipulation that a log is kept reflecting the two (2) department heads that reviewed the checks prior to its execution. Month-end statements shall be reviewed by two (2) officers of The Corporation as soon as practicable after their completion.

#### **Section 5: Responsibilities of the Chief Executive Officer**

The Chief Executive Officer shall be accountable to the Board and shall serve as the Chief Operating Officer of The Corporation responsible for the management of the day-to-day

operations of The Corporation. The Chief Executive Officer shall work cooperatively with the Board to ensure that the policies established by the Board are carried out effectively. The Chief Executive Officer shall not exceed the limits of authority delegated by the Board of Directors and shall ensure that operations are in conformance with the Bylaws and The Corporate Policy Manual.



## 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.

## **SECTION 3 - MEETINGS**

### **2.3.1 Board Meetings**

- D. Board meetings, excluding Executive Sessions, are open to the general membership and shall be announced in all available GVR electronic and print media.
- E. A Board meeting occurs when a quorum, majority of Directors, convenes to consider or transact business.
- F. The Presiding Officer (President) shall preside at meetings of the Board. The Vice President shall preside at meetings in the absence of the President. In the absence of both the Secretary shall preside.
- G. Types of Board Meetings:
  11. Regular Meetings are the voting sessions when the Board takes official action. There must be a quorum of Directors at the meeting for action to take place. If loss of quorum occurs the meeting will recess until a quorum is established

- or postponed to another date. The Regular Meeting shall be held at least quarterly and generally on the fourth Wednesday of the month unless agreed upon otherwise.
12. Work Sessions are not for taking action, but are for the Board to hear presentations, discuss matters, and listen to pertinent topics. Work Sessions do not require a quorum since official action is not taken. If a Director leaves during the meeting the Work Session may continue. The Work Session shall be held generally on the third Wednesday of the month unless agreed upon otherwise.
  13. Special Meetings may be called by the President, Vice President, or at the request of any two (2) Directors, due to special circumstances. Directors will be given two (2) days written (email) notification of any Special Meeting, followed by an agenda with the topic(s) once the meeting is set.
  14. Executive Sessions will be closed to handle legal or personnel issues. Directors shall not disclose the information discussed in an Executive Session, but the Board as a whole may vote to make certain items public.
  15. A tentative annual meeting schedule shall be approved by the Board at its first Regular Meeting following the Annual Meeting.
- H. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.
- I. Directors vote to approve the agenda at the Board meeting. The agenda may be amended by a majority vote of Directors present. If during the approval section of the agenda a majority of Directors support removal of any item(s) it will be removed.
- J. A Regular Meeting agenda will include:
16. Consent Agenda - items of routine business that generally require no discussion by the Board or independent action. This is presented as one agenda item. Any Director may remove an item from the Consent Agenda and place it under Action Items during the Amend/Approve Agenda item on the agenda.
  17. Action Items – legal decisions, official positions of GVR, approve policy, and give direction.
  18. Committee Reports – presented by each Committee Chair.
- K. Board meetings shall not be adjourned until all agenda items have been considered, except by a majority affirmative vote of the Directors in attendance.

### **2.3.2 Conduct for Board Meeting**

- A. The Board will use the following protocol during Board meetings:
1. Directors should be recognized by the President to speak or make motions.

2. Regular Meetings are for decision making, action, and votes. A Director introducing a motion may speak for no more than ten (10) minutes to introduce a topic. Comments from Directors should be for no more than three (3) minutes. The Presiding Officer shall actively facilitate and guide discussions to remain on topic. The Board shall avoid creating side topics and/or asking unexpected questions of staff and each other at meetings.
  3. To vote on a subject, a formal motion must be made and seconded. All motions and amendments should be in writing, when possible.
  4. Votes will be taken by a show of hands or a roll-call vote. When a question is put forth by the Presiding Officer, every Director present shall vote for or against the question before the Board unless the Director provides an explanation for abstaining. Upon request of a Director a roll call vote will be taken.
- B. The President may debate, make motions and vote. All officers are Directors and therefore are subject to the same voting requirements described in A.4.
- C. GVR Members shall be permitted to address the Presiding Officer to provide input, subject to the following protocols:
1. Member comments shall be addressed to the Presiding Officer and shall not address the actions of one or more individual Directors.
  2. No member may speak until recognized by the Presiding Officer. No member may interrupt another member while he/she is speaking.
  3. Members shall act in a courteous and civil manner. Any person making disruptive or threatening remarks or actions during a meeting may be barred by the Presiding Officer from further attendance at that meeting unless permission is granted by a majority vote of the Directors present.
  4. A member must identify himself/herself by name and provide his/her GVR number or GVR property address prior to addressing the Presiding Officer.
  5. Members are encouraged to provide written comments in addition to verbal remarks.
  6. Members may speak to action items being considered at each Regular or Special Meeting after all Directors have had an opportunity to speak to the issue and for no more than two (2) minutes, unless additional time is allotted by the Presiding Officer.
  7. Members may speak for no more than two (2) minutes on any GVR-related issue prior to the Consent Agenda and prior to adjournment of each Regular or Special Meeting, unless additional time is allotted by the Presiding Officer.

This is an opportunity for members to provide comments but not an opportunity for members to engage in questions and answers with Directors or staff. If members have questions for the Board, they are encouraged to submit their questions in writing, preferably through the Board email at Board@gvrec.org.

8. The Presiding Officer shall determine in his/her sole discretion that a member's conduct violates any rules of proper protocol for receiving member comments at Board meetings, the Presiding Officer may require the member to leave the meeting or move to recess or adjourn the meeting.

### **2.3.3 Agenda Scheduling and Preparation**

- A. The agenda shall outline the established order of business.
- B. Items should only be added to the agenda once the following are considered:
  1. Does it conform to GVR's mission and Strategic Plan?
  2. Is it urgent or have time considerations?
  3. Does it affect the GVR membership?
  4. Is it a special interest?
  5. Is it worth Board discussion at this time?
  6. How will staff time and other priorities be impacted?
  7. Is there another way to handle the request?
- C. Items for agenda consideration must be submitted to the President and CEO (or the respective designee) by 12pm (noon) six (6) business days prior to the date of the Board meeting. If the deadline for item consideration is not met, the item will be placed on the next Regular Meeting agenda. If during the approval section of the agenda a majority of Directors support removal of any item(s) it will be removed.
- D. 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.
- E. A proposed meeting agenda is developed by the Board President and CEO by close of business six (6) business days prior to the Board meeting.
- F. Three (3) business days prior to the Board meeting the agenda material will be sent to the Board, posted on the GVR website, and sent to members via an eBlast. Any meeting materials for items on the published agenda not included in the Friday distribution shall be emailed to the Board as soon as available and posted online. The agenda shall be made available to GVR Members at the Board meeting in hard copy.

### **2.3.4 Minutes and Recordings of Board Meetings**

- A. The CEO's designee shall take minutes at Regular, Work Session, Special Board, Annual Meetings, and Executive Sessions unless decided otherwise.
- B. Minutes shall be retained permanently with other corporate documents in a secure location and shall be available to the members online and when requested (excluding Executive Session minutes).
- C. Minutes of the Board meetings shall contain all motions made, the name of the motion maker and seconder. The method and outcome of the votes taken will list the names of voting Directors in the minority of each vote as well as any Director abstaining from said vote. Committee reports which are "informational only" will not be summarized in the minutes. These reports will be noted "received and placed on file." Member comments are not part of the minutes.
- D. DRAFT Board minutes shall be posted to the website prior to formal approval by the Board.
- E. Recordings of all open Board meetings shall be available to the membership for one (1) year and then archived in the custody of the CEO's designee in the Administrative Office.

## **SECTION 4 - CODE OF CONDUCT**

### **2.4.1 Board Code of Conduct**

- A. The GVR Board commits itself and its members to ethical, effective and businesslike conduct, and to that end, Directors must abide by the following:
  - 1. The Presiding Officer shall preserve decorum, and will determine points of order, subject to the right of any Director to appeal to the Board, and call to order any person who disrupts the orderly conduct of business at meetings including speaking without being recognized, exceeding designated time limits, failure to be germane to the issue being presented or use of vulgarities. The Presiding Officer will enforce order, prevent attacks on personalities or the impugning of Directors' or staffs' motives, and keep those in debate to the question under discussion.
  - 2. Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
  - 3. Directors must conduct themselves in a courteous, professional and businesslike manner at meetings and in their personal interactions with each other, GVR Members and staff.
  - 4. Directors may not accept any gifts or personal benefits, present or future, which could compromise, or give the appearance of compromising their independence of

judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest, including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.

5. Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
6. Except as expressly authorized by the Board, Directors shall not attempt to exercise individual authority over GVR matters by doing any of the following:
  - a. Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
  - b. Communicating with the press concerning a GVR matter for or on behalf of GVR, without explicit consent from the Board.
  - c. Directors must not disclose confidential information addressed in an Executive Session or in a communication with legal counsel without the express authorization of the Board.
  - d. Directors must be respectful of differing opinions of fellow Directors. Directors are expected to uphold duly-adopted Board decisions despite any personal disagreement therewith.
7. Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as Directors for purposes of indemnification:
  - a. Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR Director, employee, contractor or member; or
  - b. Harassing, threatening or attempting to intimidate a GVR Director, employee, contractor or member.

#### **2.4.2 Code Enforcement Procedures**

- A. In order to ensure compliance with the GVR Board Code of Conduct (Code), the Code will be enforced as follows:
  1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
  2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in Executive Session. The

Executive Session shall be called as soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.

3. Any Director against whom an allegation is made has the right to attend the Executive Session and present his/her defense. He/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused Director refuses to attend the Executive Session called to discuss the alleged violation, the Director will have waived his/her right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the Directors at the Executive Session.
4. If a Director is found to be in violation of the Code, the Directors, by a majority vote at that same meeting, shall determine which, if any, of the following sanctions to impose:
  - a. Written admonishment;
  - b. Removal from office per A.R.S. §10-3843(B);
  - c. Public censure (in an open meeting);
  - d. Request for Director's resignation; and/or
  - e. Election to recall Director.



## **SECTION 3 - MEMBER COMMUNICATIONS**

### **7.3.1 Member Communications Sent to Staff**

GVR welcomes constructive feedback, questions, and concerns from members. Members should email operational concerns to [hotline@gvrec.org](mailto:hotline@gvrec.org).

GVR will not respond to anonymous, obscene, harassing, belligerent or threatening communications received from any individual.

### **7.3.2 Member Communications Sent to Board of Directors**

- A. The CEO or CEO designee shall serve as GVR Email Administrator and shall have the following responsibilities with respect to email sent to the GVR Director email address – [board@gvrec.org](mailto:board@gvrec.org):
  - 1. Responding to member emails requesting information and forwarding same to the appropriate GVR staff member and the Board of Directors;
  - 2. Archiving email messages.
- B. Member suggestions made at Board meetings or sent to the Board by other means may be referred to the Board of Directors for consideration.

## **SECTION 4 - BOARD OF DIRECTORS COMMUNICATIONS**

### **7.4.1 Board of Directors Email Policy**

GVR provides each Director with an official individual GVR Director Email Address. If a Director receives a communication directly from a member in a personal non-GVR email account or in the individual Director GVR Email Address that concerns GVR business and/or Board matters, the Director may choose to forward the same to the CEO for review, and if appropriate, archiving and response.

Individual Directors may communicate with members directly through their email accounts, but official GVR Board positions/responses are to be approved and sent by the President, with a Board vote if appropriate.

### **7.4.2 Board of Directors Internal Email Policy**

Directors may communicate among themselves and with staff by email using the individual GVR Director Email Address provided by GVR, but should not discuss policy or the business of the Corporation with a quorum of the Board, to avoid the perception that decisions are being made outside of meetings. This promotes the goal of transparency (*Section 7.1.1.A*) with the membership by having debate and discussion in open meetings. Open meetings are required by Article IV, Section 5 of the Bylaws.

# Green Valley Recreation 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.*

## **As individually elected board members we commit to our members:**

- To show up, prepared, and be thoughtfully engaged for each meeting;
- To listen with an open mind and a desire to understand different ideas and perspectives;
- To learn and develop our individual and collective capacity to make good governance decisions;
- To seek input, consider data, utilize expertise and engage our professional staff in informing our decision-making;
- To be transparent about our processes and decisions.
- We commit to abide by the current GVR governing documents.

## **We personally strive to:**

- Practice humility and self-awareness
- Learn from the past but focus on the future
- Listen with the intent to understand each other better
- Choose our own battles judiciously
- Support the decisions made by the group and be willing to disagree without undermining the credibility of GVR and the board
- Tackle the hard issues
- Show gratitude and respect to each other, as well as GVR members and staff

**We are neighbors, working together to make our community a great place to live, play and learn.**

