



**Board of Directors Meeting  
May 24, 2017**

**EXHIBIT**

**Appointment of Audit Committee Co-Chair**

**Overview**

GVR Bylaws require that a Board member chair all committees. The Bylaws state further, “The Chairman, a member in good standing, shall be neither an officer of The Corporation nor a member of the Fiscal Affairs Committee.” GVR legal counsel affirmed that having a Director co-chair the Audit Committee who is not an officer of The Corporation nor a member of the Fiscal Affairs Committee meets all Bylaws requirements.

**Current Audit Committee Membership (3)**

- Rich Hill, Chair
- Dave Fink
- Vicky Mournian

**Recommendation**

**Appoint GVR Director Kathy Palese as co-Chair of the 2017/2018 Audit Committee.**