



A regular meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS held Wednesday, December 11, 2019 at West Center, the President being in the chair and the Secretary being present.

Directors Present: Charles Sieck (President), Lynne Chalmers (Vice President), Sandra Thornton (Secretary), Carol Crothers (Treasurer), Donna Coon (Assistant Secretary), Tom Sadowski (Assistant Treasurer), Christine Gallegos, Denise Nichols, Gail Vanderhoof, Don Weaver, Mike Zelenak, Kent Blumenthal (non-voting)

Directors Present Electronically: Suzan Curtin.

Staff: Cheryl Moose (CFO), Jen Morningstar (Director of Administrative Services), David Jund (Facilities Director), Kris Zubicki (Recreation Services Director), David Webster (Accounting Supervisor), Conal Ward (IT Technician), Payton Snider (System Administrator), Karen Miars (Administrative Assistant)

Visitors: 73 (includes additional staff)

1. Call to Order / Establish Quorum

President Sieck called the meeting to order at 2:00pm MST.
Roll call by Secretary Thornton; Quorum established.

2. Adopt Agenda

MOTION: Crothers / Seconded. Adopt Agenda as amended, add 4.C.5 Wording Changes to Support Policy Governance, add 6.D. Request for Financial Data, add 8. BMD 3.1 – Governing Style, and remove 4.B. BMD 4.0 – Global Board Management Connection.

Passed: 10 yes / 1 no (Zelenak)

3. Consent Calendar

A. Minutes: Board of Directors October 30, 2019 Meeting

MOTION: Sadowski / Seconded. Approve October 30, 2019 Meeting Minutes as presented.

Passed: unanimous

B. Minutes: Board of Directors November 20, 2019 Special Meeting

MOTION: Sadowski / Seconded. Approve November 20, 2019 Special Meeting Minutes as presented.

Passed: unanimous

4. Policy Governance

A. Ownership Linkage: December 12, 2019 Membership Forum – Director Chalmers gave an update.

B. Monitoring: EL 2.5 – Emergency CEO Succession – CEO Kent Blumenthal reported.

MOTION: Chalmers / Seconded. GVR Board of Directors accept CEO's monitoring report on Executive Limitations 2.5 (policy manual, page 10). [see Exhibit]

Passed: unanimous

C. Policy Decisions - Proposed Bylaws Changes

~~ Suzan Curtin joined the meeting.

1. Signing of Checks

MOTION: Chalmers / Seconded. GVR Board of Directors approve to place the following Bylaws amendment on the 2020 ballot:

Article VII - OFFICERS AND CHIEF EXECUTIVE OFFICER

Section 4: Responsibilities of Officers

E. Signing of Checks

All checks \$2,500 and over are to be signed by any two officers of The Corporation or by one Officer and the Chief Executive Officer. Checks less than \$2,500 can be approved by the CEO with the stipulation that a log is kept for which 2 department heads reviewed the checks before the CEO's signature is put on the check. Month end statements will be reviewed by two officers of the Board of Directors as soon as they are available. [see Exhibit]

Passed: 10 yes / 2 no (Gallegos, Zelenak)

2. Approval of Contracts / 3. Moving Planning & Evaluation Committee from Board to Operations / 4. Removal of CEO from Board

MOTION TO TABLE: Nichols / Seconded. Table the following proposed Bylaw amendments: procedure for approving contracts, changing Planning & Evaluation Committee to Operations committee, and removal of CEO from Board of Directors.

Passed: 8 yes / 4 no (Crothers, Curtin, Sieck, Vanderhoof)

5. Wording Changes to Support Policy Governance

MOTION: Vanderhoof / Seconded. GVR Board of Directors approve to change "Corporate Policy Manual" to either "Board Practices Manual" or "Policy Governance Manual" in Bylaws Articles V, VII, and VIII to place on the 2020 ballot.

Failed: 7 yes (Chalmers, Crothers, Curtin, Sadowski, Sieck, Thornton, Vanderhoof) / 5 no

[Amendments to the Bylaws may be proposed by two-thirds (2/3) of the total number of directors.]

5. **Committee Reports**

A. Nominations & Elections

Director Gallegos introduced slate of 2020 Board Candidates: Kathi Bachelor, Lenore Bell, Nina Campfield, Donna Coon, Rich Derr, Randall Howard, Mark Kelley, Beverly Lawless, Barbara Mauser, Dale Sprinkle, and Beverly Tobiason.

B. Investments Committee

1. CPM Changes

MOTION: Sadowski / Seconded. GVR Board of Directors approve making the following interim changes to the Corporate Policy Manual (CPM):

- **Section VI. Board/Board Committees, Subsection 4. Board Committees' Duties and Responsibilities, C. Duties and Responsibilities of Board Committees to add sub-paragraph 6. [see Exhibit I]**
- **Section VI. Board/Board Committees, Subsection 4. Board Committees' Duties and Responsibilities, C. Duties and Responsibilities of Board Committees, 2. Fiscal Affairs Committee, b. Responsibilities to delete #6 and renumber 7, 8, and 9. [see Exhibit 2]**
- **Appendix I. Board Policies, Subsection 3. GVR Investment Policy to delete 8. Review and Monitoring and renumber 9, 10, and 11. [see Exhibit 3]**
- **Section V. Fiscal/Accounting, Subsection 2. Reserve Policy, F. Initiatives Reserve Fund to add 5. Investment Parameters. [see Exhibit A]**

Passed: unanimous

~~ Tom Sadowski left the meeting.

2. Checking Accounts for Reserve Funds - CEO Blumenthal to place temporary hold on establishing separate checking accounts for Reserve funds and affirm with Board and Fiscal Affairs Committee they have the information they seek.

6. **New Business**

- A. Pickleball \$50K Disposition – Director Nichols led the discussion asking the Board of Directors, “How does the \$50,000 Freeport-McMoRan Foundation grant to the contractor impact GVR’s financial liability for the Pickleball Center?”

B. Authorization for Officers to Sign Checks

MOTION: Vanderhoof / Seconded. GVR Board of Directors approve adding Board Officers as signatories to Chase Bank checking account. [see Exhibit]

Passed: unanimous

C. Support of Member Assistance Program

MOTION: Sieck / Seconded. GVR Board of Directors approve the donation of \$25,000 (from advertising income from MedAvail-SpotRx) to GVR Foundation, the first week of January 2020, to support the Member Assistance Program (MAP). [see Exhibit]
Passed: 10 yes / 1 no (Zelenak)

D. Request for Financial Data – President Sieck

MOTION: No Motion made. GVR Board of Directors approve the following financial-related requests by President Sieck:

- **Provide list of individuals having corporate credit cards with corresponding number for each card by Friday, December 13, 2019.**
- **Provide requested data for checks issued between April 1, 2018 and November 30, 2019 in an Excel spreadsheet ('raw data,' per President Sieck), containing one row per check, using a format documented in emails to the CEO by Friday, December 20, 2019.**
- **Provide a summary of total capital spent on the Facility Maintenance Building and the Administrative Offices by year, and the corresponding depreciation on each facility by year, by February 15, 2020. [see Exhibit]**

Passed: 6 yes / 5 no (Coon, Gallegos, Nichols, Weaver, Zelenak)

7. **GVR Foundation Report** - GVRF President Jim Counter announced GVRF has donated office space located in the Continental Plaza.

GVRF Appointed Director

MOTION: Crothers / Seconded. GVR Board of Directors approve Regina Ford as a GVR Appointed Director on the GVR Foundation Board of Directors, to fill a three-year term expiring January 2023.
Passed: unanimous

GVR Week Proposal

MOTION: Sieck / Seconded. GVR Board of Directors endorses the 1st annual "Green Valley Recreation Week" to be held January 26 - February 1, 2020, a GVR Foundation initiative. [see Exhibit]
Passed: unanimous

8. **BMD 3.1 – Governing Style** – Director Chalmers reported.
9. **Member Comments:** 4
10. **Adjournment** – Meeting adjourned at 5:22pm MST.

4.B. Policy Governance – Monitoring: Emergency CEO Succession

REVISED EXHIBIT

BOARD OF DIRECTORS MEETING

December 11, 2019

POLICY GOVERNANCE: MONITORING REPORT #1

EXECUTIVE LIMITATIONS POLICY

Emergency CEO Succession

Policy E.L. – 2.5 (Emergency CEO Succession): “In order to protect the board from sudden loss of Chief Executive Officer (CEO) services, the CEO will have no fewer than two other executives sufficiently familiar with board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.”

Interpretation

I interpret “executives” to mean senior staff at the department level and higher (according to GVR’s employee organizational chart) and I interpret “interim successor” to mean a person or persons who can fill-in as an acting CEO for up to six months until a new CEO is chosen by the board.

Compliance with this policy will be achieved when:

1. A team consisting of each department head (4/people) acknowledges receiving, reading and understanding staff’s basic operational handbook detailing administrative, financial, personnel, technological, board and marketing/communications procedures and issues.
2. One department head will serve as lead with the board-interim CEO relationship.
3. In compliance with Bylaws, at least two (2) board officers in addition to the interim CEO (department head lead) are registered as authorized check signers with GVR’s bank (TBD).
4. At least two (2) department heads who have worked with the organization for six months or longer have filled-in as Manager on Duty (MOD) while the CEO was away from the office for a period of at least one week at a time, and have subsequently indicated a willingness and ability to assist in filling-in on an interim basis (up to six months) if needed.
5. Each department head has been made aware of this policy and the CEO’s interpretations of same.

This interpretation is reasonable and based upon generally accepted practices as noted in the following published article and benchmark template:

- 1) Tim Wolfred, “Planning for Leadership Emergencies in Nonprofits”, *Nonprofit Quarterly*, 2/11/2014.
- 2) Monitoring Report VII: Emergency Executive Director/CEO Succession, adopted by *The Association for Institutional Research*, 10/29/2018.

Evidence:

Observable Condition	Data
1. Four (4) department heads have operational handbook.	CFO; Director of Administrative Services; Facilities Director; Recreation Director have operational handbook.
2. One (1) department head will serve as lead for board-interim CEO relationship.	Director of Administrative Services will serve as lead.
3. At least two (2) board officers have bank authorized check signing authority in addition the interim CEO (department head lead).	TBD – board president to identify officers for bank signing authority in addition to CEO.
4. Two staff members have filled-in as a Manager on Duty.	CFO Cheryl Moose (hired in 2014) has served as Manager on Duty on at least five (5) different occasions for at least two weeks total; Director of Administrative Services Jen Morningstar (hired in 2013) has served as Manager on Duty on at least (2) different occasions for at least one week.
5. Each department head is aware of this policy and interpretations.	Each department head has acknowledged receiving a copy of all board policies and all CEO interpretations (including this one) and acknowledges their willingness to serve in this capacity.

Compliance: I report compliance with this policy except #3.

Compliance with #3 will be achieved when:

- 1) Board adopts a Resolution authorizing two officers and the department head lead for board-interim CEO relationship as check signers; followed by,
- 2) Board-authorized check signers are registered with GVR’s bank as approved check signers.

Kent J. Blumenthal, Ph.D., CAE
Chief Executive Officer

Date: _____

4.C.1. Policy Governance – Policy Decisions – Proposed Bylaw Changes: Signing of Checks

Signing of Checks

The current GVR Bylaws state:

ARTICLE VII — OFFICERS AND CHIEF EXECUTIVE OFFICER

Section 4: Responsibilities of Officers

E. Signing of Checks. All checks are to be signed by any two officers of The Corporation or by one Officer and the Chief Executive Officer.

GVR processes approximately 350 checks per month. This puts significant burden on the officers of The Corporation. The process until recently used a stamp to put the signatures on checks. This does not follow the intent of the Bylaws that requires two fiduciaries of The Corporation review each check before it is signed.

Of these 350 checks per month, 50% of them are less than \$285. These small checks only amount to 2.2% of the total check payments each month but are half the checks that need to be signed. The large volume of checks needed to be signed limits the amount of time that the documentation for each check can be reviewed. Checks are typically issued once per week.

Proposal:

Replace ARTICLE VII, Section 4, Subsection E with:

E. Signing of Checks. All checks over \$XXX are to be signed by any two officers of The Corporation or by one Officer and the Chief Executive Officer. Check less than \$XXX can be approved by the CEO with the stipulation that a log is kept for which 2 managers reviewed the checks before the CEO's signature is put on the check.

Value of \$XXX	Checks Signed per Month	Percent of Spending Approved by Officer
\$0	350	100%
\$285	175	97.8%
\$500	140	96.2%
\$1,000	102	93.0%
\$2,500	52	83.1%
\$5,000	28	74.8%
\$10,000	15	64.4%

Note: These are tentative values based on 2 months of data.

The final values will be determined once the requested data is provided.

5.B.1. Committee Reports – Investment Committee: CPM Changes

EXHIBIT I INVESTMENT COMMITTEE

Section VI, Subsection 4, paragraph C of the Green Valley Recreation, Inc. Corporate Policy Manual shall be amended to add the following sub-paragraph 6:

6. Investment Committee Membership and Board, Staff, and Committee Responsibilities

a. **Membership.** The Investment Committee ("IC") shall consist of at least two Green Valley Recreation Inc. ("GVR") members in addition to the IC Chairperson. The IC Chairperson is appointed by the President of the Board of Directors ("BoD"). The IC chairperson and IC members should be knowledgeable in the investment of financial assets and, to the extent practical, experienced in investment management and/or investment oversight.

b. **Responsibilities.** The responsibilities of GVR's Chief Executive Officer and Chief Financial Officer (collectively, the "CEO/CFO"), IC, and BoD with respect to the GVR's Investment Accounts ("IAs") are delineated as follows:

i. Preamble

1. The purpose of this document is to identify the specific ownerships, responsibilities, and duties of the CEO/CFO, IC, and BoD with respect to the administration and management of GVR's IAs.

2. The IAs (as of November 2019) consist of the:

- a. Operating Cash Investments Account.
- b. Initiatives Reserve Fund.
- c. Maintenance Repair/Replace Reserve Fund.
- d. Emergency Reserve Fund.

ii. Generalized Approach to the Assignment of Duties

1. In a general sense and at the highest level, the:

a. CEO/CFO are responsible for delivering proactive leadership and forward looking effective management of the IAs. Such leadership and management are expected to be in full alignment with the decisions made and communicated by the BoD and IC to the CEO/CFO.

b. IC is responsible for:

- i. Making recommendations to the BoD concerning how the IAs should be structured and managed.
- ii. Deciding what information and analysis the IC requires in order to fulfill their duties.

c. BoD is responsible for making decisions concerning the structure and management of the IAs. The BoD will make their decisions in alignment with the full range of overarching GVR needs, objectives, and resource limitations.

iii. Investment Committee

1. The IC has the following specific ownerships, responsibilities, and duties with respect to the IAs:
 - a. Make timely recommendations to the BoD concerning:
 - i. 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 IAs.
 - ii. The terms and wording for any contract between GVR and an IM/IA.
 - iii. The specific wording and specifications for the Investment Policy Statement ("IPS") that governs each of the accounts that comprise the IAs.
 - iv. Changes to the wording and specification of any already existing IPS.
 - b. Perform the following ongoing functions:
 - i. Complete due diligence and evaluation of each IM/IA once each year, and more frequently if required.
 - ii. Monitor the IM/IAs to confirm compliance with the applicable IPS.
 - iii. When non-compliance with the IPS is identified, issue appropriate remedial instructions to the CEO/CFO designed to eliminate said non-compliance within a time period not to exceed 60 calendar days.
 - iv. Measure and evaluate the IM/IA's actions and results, in the context of the applicable IPS, in order to determine if modifications to the relationship are warranted.
 - c. Report to the BoD if:
 - i. An IPS is in serious and meaningful violation.
 - ii. The IC is considering the possible replacement of an already existing IM/IA.
 - iii. The BoD requests an update from the IC.
 - d. Communicate to the CEO/CFO concerning:
 - i. What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties. This communication may specify format (paper or electronic and associated layout), frequency, timeliness, and delivery mechanism (in person, telephone, or live-video).

- ii. The specific actions the CEO/CFO are required to take in order to bring an IM/IA back into compliance with its applicable IPS.
2. When executing its duties and responsibilities, the IC will consider the full range of fiduciary investment criteria. However, the IC will place special emphasis on the following six criteria (for each of the accounts that comprise the IAs):
 - a. **Cost.**
 - b. **Investment Time Horizon.**
 - c. Probability or likelihood of loss when measured over the applicable rolling **Investment Time Horizons.**
 - d. **Measures and metrics** tracked by the IC to alert the IC that modifications to an IM/IA relationship or to its associated IPS might be warranted.
 - e. **Sustainability and anti-fragility** of a particular investment approach.
 - f. **Continuity in investment approach over the span of years.**

iv. Chief Executive Officer and Chief Financial Officer

1. The CEO/CFO have the following specific ownerships, responsibilities, and duties with respect to the IAs:
 - a. Deliver proactive leadership and forward-looking effective management of the IAs.
 - b. Demonstrate initiative in their ongoing daily management of the IAs.
 - c. Faithfully execute and implement the instructions received from the IC and BoD within a timely and prudent time period.
 - d. Serve as the primary (and at times exclusive) point of contact and coordination with all IM/IAs.

v. Board of Directors

1. The BoD has the following specific ownerships, responsibilities, and duties with respect to the IAs:
 - a. Based, in part, upon the recommends that the BoD receives from the IC, make decisions concerning:
 - i. Who the IM/IA will be for each of the accounts that comprise the IAs.
 - ii. The terms and wording of any investment management contract between an IM/IA and GVR.
 - iii. The terms and wording of the IPS that govern each of the accounts that comprise the IAs.
 - iv. Replacement of any existing IM/IA with a new IM/IA.

- b. Oversee the CEO/CFO to confirm that their execution and implementation of IC and BoD decisions concerning the IAs are consistent with the full range of overarching GVR's overarching needs and objectives.
- c. Communicate to the IC the BoD's requirements and expectations concerning periodic reporting by the IC to the BoD.

c. Associated Documents {held separately from the Corporate Policy Manual}

- i. In the process of completing its duties, the IC will generate the following documents:
 - 1. An IPS for each of the accounts that comprise the IAs.
 - 2. An investment management contract for each IM/IA hired by GVR.
 - 3. Minutes of each meeting of the IC.
- ii. These associated documents will be archived by both the IC and the CEO/CFO and will not be a part of (or otherwise be included within) GVR's Corporate Policy Manual.

d. Definitions and Clarifications

- i. The following terms are used above. The following provides additional definition and/or clarifications regarding the intended meaning of these terms:
 - 1. **Cost** is defined as the direct and indirect costs (both hidden and revealed) resulting from the use of a specific investment. For example, for a daily access mutual fund these would include the internal expense ratio, trading fees, custody charges, and advisory fees.
 - 2. **Investment Time Horizon** is defined as the specific number of years or months that a portfolio will be invested before withdrawals are made from it. For example, a particular account might have a very short Investment Time Horizon such as one month. In such a circumstance, one would want to avoid investing in higher risk securities because with just a one-month investment time period, there is no opportunity to recover from market declines. In contrast, if a different account had a very long Investment Time Horizon such as twenty years, then one could consider holding riskier investments. In such a circumstance, with this long twenty-year time horizon, one could recover from significant market declines. The specific Investment Time Horizon for each of the accounts that comprise the IAs will be identified in the applicable Investment Policy Statement.
 - 3. **Sustainability and anti-fragility of a particular investment approach.** Not all investment approaches or investment instruments will survive or thrive over time. Some investments are as yet unproven or overly susceptible to failure during severe market declines. For example, a new embryonic mutual fund with just \$25 million of assets is highly susceptible to closure during a significant market decline. Similarly, new burgeoning securities such as cryptocurrencies and cannabis are as yet unproven and untested. It remains unclear as to the viability much less the durability of such niche areas of the marketplace. The IC is expected to consider issues of sustainability and anti-fragility as it decides what Investment Managers to hire and how to construct the associated Investment Policy Statements.

4. Continuity in investment approach over the span of years. Every investment management approach takes time to prove itself. Moreover, the longer the associated Investment Time Horizon, the longer the time period required for the investment approach to prove itself out. Successful investing requires that approaches to investing be given the time they require to grow, mature, and bear fruit. Moreover, by its inherent structure, the IC experiences a continuous turnover of membership. This high pace of turnover presents a potential challenge. It may make it difficult for the IC to have the required patience required to give each investment approach the time it requires to mature and bear fruit. For this reason, the IC is expected to apply particular attention to issues of continuity in investment approach across an ever-changing composition of the IC membership.

EXHIBIT 2
INVESTMENT COMMITTEE

SECTION VI - BOARD/BOARD COMMITTEES

Section VI was approved by the GVR Board of Directors January 28, 2014; except as amended.

SUBSECTION 1. POWERS, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

SUBSECTION 2. BOARD OFFICERS: NOMINATIONS AND ELECTIONS

SUBSECTION 3. BOARD MEETINGS updated 5/24/2016

SUBSECTION 4. BOARD COMMITTEES' DUTIES AND RESPONSIBILITIES

C. Duties and Responsibilities of Board Committees

2. Fiscal Affairs Committee

b. Responsibilities:

1. Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve, the disposition of the Revenue/Expense Adjustment, and the amount of the Capital Fund Cash Account.
2. Monitor progress toward achievement of annual fiscal objectives.
3. Review financial statements (operations, capital analysis and balance sheet), and report to the Board, as appropriate.
4. Coordinate with the GVR Audit Committee
5. Review and recommend policy to assure financial control.
- ~~6. Review and recommend guidelines for corporate investment policy.~~
- 6. Recommend the establishment and the amount of tenant fees, membership dues, initial fees, transfer fees, and assessments.
- ⊗ 7. Recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee for Board approval.
- ⊗ 8. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.

EXHIBIT 3

Investment Committee

Corporate Policy Manual
Appendix 1, Subsection 3

8. Review and Monitoring

a. GVR's Board of Directors is responsible for GVR's Investment policies, activities, and performance.

b. The Chief Executive officer (CEO) shall have oversight of and the Chief Financial officer (CFO) is responsible for: a) Monitoring the activities of GVR's financial advisor(s) b) Day to day coordination with Advisor regarding investment activity and decisions.

c. The Investments Committee's responsibilities are listed below.

1. Select, hire and terminate professional outside investment advisor(s) with notice to the CEO

2. Revise GVR's Investment Policy Statement subject to Board approval

3. Monitor, measure, and report on investment advisor's or advisors' performance(s)

a) For Equities the following benchmarks shall be considered:

i. Russell 1000 (large cap equities)

ii. Russell 2000 (small cap equities)

iii. MSCI EAFE (international equities)

b) For Fixed Income the following benchmark shall be considered:

i. Bloomberg Barclays US Intermediate Govt/Credit Index

4. Ensure CVR management implements and complies with GVR's Investment Policy Statement

5. Meet at least once each calendar quarter to perform its assigned duties and report to the Board

EXHIBIT A INVESTMENT COMMITTEE

Recommendation:

Add a new paragraph 5 - Investment Parameters as shown below to CPM Section V - Fiscal/Account, Subsection 2 - Reserve Policy, paragraph F- Initiatives Reserve Fund.

F. Initiatives Reserve Fund (previously Initiatives & Innovations Reserve Fund)

1. Purpose:

The fund shall be used to support new initiatives and innovation opportunities that add value to member services and facilities and/or significantly improve GVR's position in the marketplace.

2. Target Balance:

This fund reserve shall be of sufficient size as determined by the Board of Directors to make opportunistic investments in real property, facilities and infrastructure.

3. Funding Source:

Within 30 days after the end of each fiscal quarter GVR shall transfer the following to the Initiatives Reserve Fund based on the applicable fee (the "Initiatives Reserve Funding Formula"):

- a Twenty percent (20%) of the Property Acquisition Capital Fee (NMCF) assessed on each GVR member property sold rounded up to the next \$5.00 and
- b Twenty-five percent (25%) of the Initial Fee assessed on each GVR member property sold rounded up to the next \$5.00.

At its discretion, the Board of Directors may make an additional Initiatives Reserve contribution from the annual net surplus.

4. Authorization:

The Board of Directors shall authorize any monies spent from this fund.

5. Investment Parameters: Monies contributed to this fund shall be invested in accordance with GVR's Investment Policy Statement.

6.B. New Business: Authorization for Officers to sign checks

Authorization to Sign Checks

Currently the GVR CEO, Dr. Kent Blumenthal, and the CFO, Cheryl Moose, are authorized with the Chase Bank to sign checks. Cheryl Moose is on the account of administrative purposes and does not sign checks. CEO, Dr. Blumenthal, is the only person who is authorized to sign a check based on the Bylaws and Chase Bank authorization.

If situations arises that Dr. Blumenthal is not available, GVR cannot issue checks.

The Chase Bank can add directors to the account with a motion of the Board. The bank also requires that the directors also be registered with the Arizona Corporation Commission. Changes have been submitted to the Arizona Corporation Commission to add all Board officers to the GVR's registration with the Arizona Corporation Commission.

I move that President Sieck, Vice President Chalmers, Secretary Thornton, and Treasurer Crothers be added for approval to sign checks at Chase Bank.

Approved:

Date:

6.C. New Business: Support of Member Assistance Program

Financial Support for the GVR Member Assistance Program

Part of the strategy in approving the SpotRX agreement was that part of the revenue would be donated to the GVR Foundation for the Member Assistance Program. Concerns relative to legal constraints prevented the Board from approving the transfer of funds at that time.

The Board of Directors has received a very clear legal opinion that GVR can donate to the GVR Foundation for the Member Assistance Program.

The 2020 budget approved at the November 20th, 2019 Board meeting included \$25,000 for support of the Member Assistance Program through the GVR Foundation.

I move that \$25,000 be donated to the GVR Foundation during the first week of January 2020, for the purposes of supporting the Member Assistance Program.

6.D. New Business: Request for Financial Data

Whereas the CEO provided the Board with a 2,755 page PDF file of checks issued between April 1st, 2018 and November 30th, 2019 that contained \$588,784 in credit card expenses on 27 separate credit cards; and

Whereas the CEO has refused to provide a list of who the 27 separate credit cards have been issued to.

I move that the CEO be instructed to provide a list of the 27 individuals who have been issued a corporate credit card and the correspond number for each card before Friday, December 12th.

Whereas the CEO provided the Board with a 2,755 page PDF file of checks issued between April 1st, 2018 and November 30th; and

Whereas the PDF file only lends itself to manual review of the data contained in it.

I move that the CEO provide the requested data for checks issued between April 1st, 2018 and November 30th, in an Excel spreadsheet containing one row per check using a format documented in emails to the CEO, before December 18th.

Whereas the value of fixed assets has decreased from \$17,628,077 to \$16,798,931 from January 1st, 2014 to October 31st, 2019; and

Whereas GVR spent a total of \$7,123,952 in capital purchases for that same period time; and

Whereas GVR fixed assets depreciated by a total of \$7,953,099 for that same period of time; and

Whereas there have been significant capital purchases on a new maintenance facility and the administrative offices, both of which only benefit members indirectly.

I move that the CEO provide a summary of total capital spent on each facility by year and the corresponding depreciation on each facility by year, before December 24th.

7. GVR Foundation Report: GVR Week Proposal

GREEN VALLEY RECREATION WEEK PROCLAMATION

WHEREAS, Green Valley Recreation, Inc. (GVR) membership constitutes 80% of all residents of Green Valley, Arizona and contributes to the quality of life of the Green Valley community, Pima County and Southern Arizona beyond GVR's membership through diverse recreational, sports, cultural and entertainment programs; and

WHEREAS, GVR supports the Southern Arizona Senior Games which attracts approximately 1,000 participants annually by providing extensive recreation and sports facilities along with volunteers and staff; and

WHEREAS GVR supports the annual Southern Arizona CultureFest celebration, co-hosted by the GVR Foundation and Greater Green Valley Community Foundation by providing performing arts facilities, volunteers and staff; and

WHEREAS GVR offers more than 1,000 leisure education classes annually for community residents and members that engage individuals in stimulating life-long learning; and

WHEREAS GVR provides thousands of community members and guests opportunities to participate in concerts and lecture series; and

WHEREAS GVR in conjunction with the GVR Foundation, provides 1-19 highway cleanup initiatives through ADOT's Adopt-a-Highway program; and

WHEREAS GVR offers first-aid and CPR training monthly at no-cost to community residents and members; and,

WHEREAS GVR supports an annual health fair for community residents and members that promotes ideal living through healthy practices by providing facilities along with volunteers and staff; and

WHEREAS Green Valley Recreation, Inc. is a major economic development and tourism contributor to Green Valley and Pima County, Arizona, being recognized as one of the top places to retire in the U.S. by many reputable sources.

WHEREAS the competent, dedicated GVR staff and volunteers consistently strives to meet member needs through exceptional customer service and programs.

BE IT HEREBY RESOLVED that the week of January 26-February 1, 2020 shall be recognized in Pima County and Southern Arizona as the first annual celebration of "Green Valley Recreation Week."

Adopted by the GVR Foundation Board of Directors
Thursday, November 14, 2019


GVR Foundation Board President