



A special meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS was held Wednesday, March 31, 2021 by teleconference. The President being in the chair and the Secretary being present.

Directors Present by Remote: Don Weaver (President), Mike Zelenak (Vice President), Mark Kelley (Secretary), Donna Coon (Treasurer), Charlie Sieck (Assistant Secretary), Randy Howard (Assistant Treasurer), Kathi Bachelor, Christine Gallegos, Bev Lawless, Mark McIntosh, Sandra Thornton, Scott Somers (CEO)

Directors Absent: Gail Vanderhoof

Staff Present by Remote: Randy Cheatham (IT Director), David Jund (Facilities Director), Cheryl Moose (CFO), Jen Morningstar (Director of Administrative Services), Dee Schisel (Payroll/HR Specialist), David Webster (Director of Accounting), Natalie Whitman (Communications Manager), Kris Zubicki (Recreation Services Director), Marie Wilbur (Meeting Scribe)

Guests Present by Remote: Members of Nominations & Election Committee – Arthur Mournian, Bruce Palese, Kathy Palese

Visitors: 32

1. Call to Order/Roll Call – Establish Quorum

President Weaver called the meeting to order at 8:02am MST. Roll was called by Secretary Kelley and a quorum established.

2. Adopt Agenda

MOTION: M. Kelley/2nd. Adopt Agenda as presented.

Passed: unanimously

3. New Business

A. Election Audit – M. Kelley

Director Kelley read the following into the minutes:

During the two most recent voting cycles, there have been some vendor issues, anomalies and exception processing in order to provide voter access. In addition, there have been questions raised regarding the Corporate Policy Manual and its application to the Nomination & Election Committee and its activities.

Whereas,

- Some ballot notification not being received timely in either an email or regular mail.*
- Primary reliance upon electronic balloting rather than paper balloting.*
- Faulty vendor processing and procedures regarding deadline for requesting paper ballots has occurred in the last two years.*
- Potential issues regarding the voting and linkage of members with multiple properties has occurred and required exception processing.*

- *Validation & oversight of physical counting of paper ballots has not occurred as required in CPM.*
- *Procedural issues relating to "petitioned" candidates did not follow the CPM.*
- *Perceived issues regarding the propriety of candidate validation and eligibility who are to related Board members.*
- *Campaigning rules and perceived endorsement and/or favoritism toward candidates.*
- *Extreme reliance upon staff by the Board and N&E Committee which could lead lack of adequate oversight and controls.*
- *Communication of results to the Board, candidates and members has been guarded and yet potential breach of confidentiality or timing of the release of information has occurred.*

MOTION #1: Kelley/2nd. Move that the Board instruct the CEO to conduct a thorough audit of election procedures, processes and vendors by adding this task to his 2021 Work Plan.

MOTION #2: Kelley/2nd. Move that the Board Affairs Committee thoroughly review the corporate bylaws and CPM to reasonably ensure procedures that are in conformance with the language in those documents prior to the next election cycle.

Discussion followed.

**MOTION: Kelley/2nd. Withdraw Motion #2.
Passed: unanimously**

Further discussion followed.

**VOTE on MOTION #1:
Passed: unanimously**

4. Member Comments – addressed during meeting

5. Adjournment

**MOTION: D. Weaver/2nd. Adjourn the meeting at 8:36am MST.
Passed: unanimously.**