



A regular meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS was held Wednesday, July 28, 2021 in the West Center Auditorium. The President being in the chair and the Secretary being present.

Directors Present: Mike Zelenak (President), Nina Campfield (Vice President), Ted Boyett (Secretary), Donna Coon (Treasurer), Mark McIntosh (Assistant Secretary), Kathi Bachelor, Carol Crothers, Christine Gallegos, Bart Hillyer, Bev Lawless, Don Weaver, Scott Somers (CEO, non-voting)

Directors Absent: Randy Howard (Assistant Treasurer)

Staff Present: Cheryl Moose (CFO), Kris Zubicki (Recreation Services Director), David Webster (Director of Accounting), David Jund (Facilities Director), Natalie Whitman (Communications Manager), Karen Miars (Administrative Assistant), Marie Seixas (Meeting Scribe)

Guest Presenter: Terrie Glass, Zelos, LLC

Visitors: 39 (includes additional staff)

1. Call to Order/Roll Call – Establish Quorum

President Zelenak called the meeting to order at 2:01pm MST. Secretary Boyett called roll; quorum established.

2. Adopt Agenda

MOTION: Boyett/Seconded. Approve the agenda as presented.

Passed: unanimously

3. CEO Report

CEO Somers reported on the use of the surplus calculation method for the 2019 and current financial years. This year it is estimated there will be approximately \$3.4 million operating cash available on November 30 (103 days). Transferring cash down to 90 days is being considered; discussions going forward to determine this. Director Coon spoke to this, as Chair of Fiscal Affairs Committee, stating discussions were to begin next week.

4. Consent Agenda

MOTION: Campfield/Seconded. Approve the Consent Agenda as presented:

- **Minutes: June 23, 2021**
- **Financial Statements: June 2021**

Passed: unanimously

5. New Business

A. Approve 5-year Strategic Plan, including Mission/Vision Statements & Goals

Terrie Glass of Zelos, LLC presented the newly developed GVR 5-year Strategic Plan. She briefly reviewed the revised Mission and Vision Statements and the goals. She thanked the Board of Directors and the GVR staff for their vision and hard work in contributing to the development of this plan.

**MOTION: Boyett/Seconded. Approve and adopt the five-year Strategic Plan as prepared by Zelos, LLC.
Passed: unanimously**

CEO Somers thanked the Board for their approval of the new plan and extended special thanks to Terrie Glass for her guidance throughout this process.

B. Tentative Approval: Purchase or Lease of Canoa Hills Parking Lot

CEO Somers presented background and chronology on the process of this topic. He recommended several alternative approaches, including perhaps pausing in proceeding with construction to give the Board and staff time to review this situation. He also put forth that today could be a discussion period, moving forward with a final decision at a later date.

MOTION: Campfield/Seconded. Approve a purchase agreement between GVR and GVR Foundation conveying ownership of the Canoa Hills Clubhouse parking lot to GVR, paying \$11,000 annual for ten years for a total payment of \$110,000 AND approve a lease agreement between GVR and the GVR Foundation that provides approximately 169 sq ft of office space in the Canoa Ranch Center to the GVR Foundation as drafted.

Lengthy discussion followed.

Passed: 8 yes / 3 no (Crothers, Gallegos, Hillyer)

C. Amend Corporate Policy Manual (CPM): Update GVR Reserve Policy

Director Coon presented on updates that the Fiscal Affairs and the Board Affairs Committees recommend to be made to the CPM relative to reserve funding and the surplus/deficit calculation.

MOTION: Coon/Seconded. Approve the recommendation of the Fiscal Affairs Committee and the Board Affairs Committee for changes to be made to the Corporate Policy Manual relative to the Reserve Funding and the Annual Operating Surplus/Deficit Calculation. Discussion followed.

Passed: unanimously

D. Amend Corporate Policy Manual (CPM): Director Protocols

Vice President Campfield presented requesting the Board to approve a change to the CPM to provide a protocol for Director requests for information, records and data.

MOTION: Campfield/Seconded. Amend the Corporate Policy Manual Section VI, Subsection 1 by adding Paragraph J:

J. Director Requests for Records/Data/Information

- 1. Requests by directors for GVR records/data/information must be made in writing, detailing the reason for needing to review the records/data/information, and shall be directed to the CEO.**
- 2. The CEO shall reply to a director's request as follows:**
 - a. If the CEO determines that the time requirement to satisfy the request is nominal and that the information stated in the request relates to a matter under consideration by the Board or a committee, the CEO shall provide the information as soon as practical to all directors.**

- b. Should the CEO determine that the request requires more than a nominal amount of time and/or pertains to a matter not under consideration by the Board or a committee, the CEO will forward the request to the GVR Board for the appropriate committee to be placed on the agenda of the next meeting. If the request is approved by the Board or committee, the CEO shall provide the requested information as soon as practical to all directors.**

Discussion followed.

Passed: 8 yes / 3 no (Bachelor, Gallegos, Hillyer)

- E. Waive Attorney-Client Privilege: Interpretation of GVR Bylaws Article VI, Section 2** - Vice President Campfield presented.

MOTION: Campfield/Seconded. Move to waive attorney-client privilege as to Wendy Ehrlich's opinion dated 1/11/19 regarding the interpretation of Bylaws Article VI, Section 2.

Passed: unanimously

6. Committee Reports

- A. Audit Committee** – Committee Chair Don Weaver reported the committee will have its first meeting in September.
- B. Board Affairs** – Committee Chair Nina Campfield stated their work was presented during this meeting.
- C. Fiscal Affairs** – Committee Chair Donna Coon stated the financials for June 2021 were reviewed at their July meeting. She noted the Browning Reserve Study will be expanded to include the Major Asset Reserve Study for pools and spas replacement.
- D. Investments** – Committee Chair Bev Lawless reported they held their quarterly meeting on July 21 with report reviews by John Roberts of SBH and Kevin Palevsky of JP Morgan. Financials are posted on the website for review.
- E. Nominations & Elections** – Committee Chair Mark McIntosh reported the committee is currently working on changing some procedures.
- F. Planning & Evaluation** – Committee Chair Ted Boyett reported the committee is in discussions on the current Projects List, and there are several subcommittees active on various topics.

7. Member Comments – 11 (addressed during meeting)

8. Adjournment

MOTION: Boyett/Seconded. Adjourn meeting at 4:40pm MST.

Passed: unanimously