



## MINUTES

### BOARD OF DIRECTORS MEETING

Wednesday, September 24, 2025 - 2pm

West Center Auditorium / Zoom

**Directors:** Kathi Bachelor (President), Candy English (Vice President), Beth Dingman (Secretary), Nellie Johnson (Treasurer), Bart Hillyer (Assistant Secretary), Steve Reynolds (Assistant Treasurer), Dave Barker, Marge Garneau (arrived 2:20pm), Bev Lawless (left the meeting at 3:22pm), Lanny Smith, Jodie Walker, Scott Somers (non-voting)

**Director Absent:** Dave Barker

**Staff Present:** Nanci Moyo (Administrative Supervisor), David Webster (CFO), Natalie Whitman (COO)

**Visitors:** 12 Including support staff

### AGENDA TOPIC

#### 1. Call to Order / Roll Call – Establish Quorum

The President being in the chair and the Secretary being present.

President Bachelor called the meeting to order at 2:02pm MST. Secretary Dingman called the roll; quorum established.

#### 2. Amend/Adopt Agenda

**MOTION:** Director Johnson moved, Director Walker seconded to adopt the Agenda.

**Passed:** unanimous

#### 3. President Report

- Thanked people in the audience for attending the meeting.
- Artisan Shop Grand Opening on October 1 at 10am with a Ribbon Cutting

#### 4. CEO Report

- Desert Hills Center had a big transformation with the Locker Rooms being remodeled and opened up two weeks ago; the pool was closed for a period of time to replace some infrastructure for \$250,000 coming out of the MRR-A fund; both pool and spa are open; there were plumbing issues and leakage of rain, due to the palm trees that were removed; a water hose broke in the ice machine causing a flood; a sewer line back up due to flushable wipes causing a plugged pipe (Flushable wipes are not flushable since they stick to the pipes); and the exterior of the building was painted.
- Del Sol Clubhouse exterior was painted.
- Abrego South Pool had core samples taken and it shows compaction issues due to improper construction in the 1970s when the pool and locker room were built. There has been a series of leaks for a number of years, from possibly the spa, contributing to water issues under the deck. The consultant recommendation is to replace the soil around the pool and the locker room, which means the pool and locker room need to be removed. The big question is does it make sense and is it cost effective to replace

the pool and locker room, considering it is the lowest used pool and would cost an estimate of \$2 million or more to replace the pool. No decision has been made yet.

- The draft budget has come before the Fiscal Affairs Committee (FAC) and the FAC will bring a recommendation to discuss to the Board at the Work Session in October and then approval for later in the month at the Regular Board meeting.
- Board Affairs Committee (BAC) is bringing forth potential Bylaw changes for the 2026 ballot at this meeting.

**5. Committee Reports – Reports have been submitted and placed on files.**

- A. Audit
- B. Board Affairs
- C. Fiscal Affairs
- D. Investments
- E. Nominations & Elections
- F. Planning & Evaluation

**6. Consent Agenda**

**MOTION: Director Dingman moved, Director Walker seconded to approve Consent Agenda.**

**Passed: unanimous**

**A. Minutes:**

- BOD Regular Meeting Minutes: August 27, 2025
- BOD Work Session Minutes: September 10, 2025

**B. Financial Statements:**

- May, July, August Financials

**7. Action Items**

**A. Approve Board Affairs Committee (BAC) Recommended Bylaw Changes for the 2026 Ballot**

First recommendation from the BAC is on Term Limits with three options offered for the Board to review and choose one to move forward to the 2026 ballot: 1) Changing only the time served between terms from one to three years; or 2) The original recommendation of removing the word “consecutive” and removing the last sentence “A former Director may be re-elected after one (1) or more years absent from the Board.”; or 3) Removing the language as time served as an appointed Director for the partial terms served for a resigning Director.

**MOTION: Director Bachelor moved, Director Lawless seconded to adopt Option 2 by removing “consecutive” and removing the last sentence “A former Director may be re-elected after one (1) or more years’ absence from the Board”. Both Mover and Seconder agreed to make a Friendly Amendment by adding to “not including time served as an appointed Director, if less than one (1) year.”**

**MOTION: President Bachelor called the question, Director seconded**

**Passed: 7 yes / 3 no (English, Garneau, Walker)**

**VOTE ON MOTION**

**Failed: 4 yes (Bachelor, Dingman, Lawless, Reynolds) / 6 no**

**MOTION: Director Garneau moved, Director Johnson seconded to accept Option 1 which states changing only the time served between terms from one year to three years. Section 1 last two sentences would read: “No Director may serve more than two (2)**

consecutive terms including time served as an appointed Director. A former Director may be re-elected after three (3) or more years' absence from the Board."

Passed: 6 yes / 4 no (Dingman, English, Hillyer, Reynolds)

CEO Somers continued reviewing the proposed Bylaw changes by reviewing Article VIII Section 1 Standing Committees. The BAC recommendation is to eliminate and transfer the duties of the Nominations and Elections Committee into the BAC, and eliminate and transfer the Planning and Evaluation Committee to the Fiscal Affairs Committee (FAC).

**MOTION: Director Johnson moved, Director Walker seconded to implement the changes to the Committee structures with Article VIII Section 1 to read: "The Board of Directors shall establish the following Standing Committees: Board Affairs, Fiscal Affairs, and Investments, and may establish additional committees which shall be identified in the Corporate Policy Manual."**

Passed: 7 yes / 2 no (English, Walker)

CEO Somers continued reviewing the proposed Bylaw changes including Article VIII Section 3 Composition of Committees; Section 4 Subcommittees, and Section 5 Open Meetings.

**MOTION: Director Garneau moved, Director Walker seconded to accept the proposed changes in Article VIII Section 3, 4, and 5 to read: Article VIII Section 3 Section 3: Composition of Committees "The Chairperson of the Audit Committee shall be nominated by the President of the Board and the Finance Director of the Corporation with Board approval. The Chairperson of each Standing and other Special Committee(s) of the Board shall be a member of the Board nominated by the President with Board approval. ~~The committee member appointment process shall be determined by Board policy within the Corporate Policy Manual and may be amended from time to time~~ Committee members shall be appointed by the Board of Directors as determined by the process outlined in the CPM. Committee members shall be members of The Corporation and/or members of the operations staff. ~~Committee members shall be selected by the Chairperson of the committee.~~ The President shall be an ex-officio member of all committees excluding Nominations & Elections, and the Audit Committee."**

**Section 4: Subcommittees**

~~Except for the Nominations & Elections and the Audit Committees, each committee shall have the power to appoint subcommittees from among GVR members and may delegate to such subcommittee any of its duties and powers.~~

**Section 5: Open Meetings**

**With the exception of the Audit Committee, all other Committee meetings, subcommittee meetings and working session meetings are closed or open meetings at the discretion of each such Committee to members of the Corporation.**

Passed: unanimous

8. Member Comments - 0

9. Adjournment

**MOTION: Director Walker moved, Director Garneau seconded to adjourn the meeting at 3:39pm.**

Passed: unanimous