



MINUTES

Board Affairs Committee

Tuesday, January 13, 2026, 1:30pm
WC Room 2 / Zoom

Committee: Candy English, Chair, Beth Dingman, Bart Hillyer, Ed Knop, Nellie Johnson, Pat Reynolds, Kathi Bachelor (ex-officio), Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison), Kris Zubicki (Member Services Director)

Board Attendees: Jodie Walker

1. Call to Order / Roll Call – Establish Quorum

Chair English called the meeting to order at 1:30pm MST. Quorum established.

2. Approve or Amend Agenda

MOTION: Dingman moved / Knop seconded to approve the Agenda as presented.

Passed: unanimous

3. Approve Meeting Minutes: October 14, 2025

MOTION: Reynolds moved / Johnson seconded to approve October 14, 2025, Meeting Minutes as presented.

Passed: unanimous

4. Chair Comments:

- Thanked Bart Hillyer for chairing the last meeting for BAC.
- Expressed appreciation for all the work the BAC has done on the Guest Pass policy.

5. Business

A. Review Bylaw Rationales

Consensus of the BAC for the formatting of the Bylaw amendments on the ballot is to be simple and clean. Separate each change by putting a large, bold border around each bylaw change. Add "Revision" to each For and Against to read FOR REVISION and AGAINST REVISION.

MOTION: Reynolds moved, Dingman seconded to approve Question 1 Rationale with removing "ongoing attention to Board composition, helps maintain". The amended Rationale reads: Regular turnover among Directors encourages fresh perspectives and effective governance, and creates opportunities to broaden the Board's expertise and network of contacts.

Passed: 5 yes / 1 no (Hillyer)

MOTION: Dingman moved, Reynolds seconded to approve Question 2 Rationale with replacing "an" with "the". The amended Rationale reads: This change updates the language to reflect the current practice of eligible members submitting their names to run for Director positions through **the** election process, rather than being nominated by the Nominations & Elections Committee.
Passed: unanimous

MOTION: Johnson moved, English seconded to approve Question 3 Rationale with adding "the" before amount and adding "of" after amount, removing "up to", and adding "or more" after the \$10,000. The amended Rationale reads: This change aligns check-signing authority with generally accepted financial best practices and established internal controls, allowing for efficient operations while maintaining appropriate fiscal oversight by requiring the signatures of one officer and the CEO for **the** amounts **of** \$10,000.00 **or more**.
Passed: unanimous

MOTION: English moved, Johnson seconded to approve Question 4 Rationale with removing "while maintaining effective oversight and operations." The amended Rationale reads: Reducing the number of standing committees simplifies the committee structure, increases flexibility, and promotes efficiency. Consolidating committees allows the organization to rely on task forces and ad hoc committees as needed.
Passed: unanimous

MOTION: Johnson moved, Dingman seconded to approve Question 5 by adding "a more" after promotes. The amended Rationale reads: Committees provide policy advice directly to the Board; therefore, appointing committee members at the Board level strengthens accountability and alignment with Board oversight. This approach promotes **a more** balanced committee composition and supports consistent, organization-wide governance practices.
Passed: 5 yes / 1 no (Hillyer)

MOTION: Hillyer moved, Dingman seconded to approve Question 6 with removing "as a technical update" after intended. The amended Rationale reads: This change clarifies and simplifies the bylaw language by removing the Nominations & Elections Committee from the exception, while preserving the Audit Committee exception. The revision is intended to reflect current committee structure and does not limit the ability to form subcommittees, ad hoc committees, or task committees as needed.
Passed: unanimous

MOTION: English moved, Dingman seconded to approve Question 7 by changing "provision" to "change" before promotes. The amended Rationale reads: This **change** promotes increased transparency and open access for members by ensuring committee, subcommittee, and working session meetings are open to the membership.

Passed: unanimous

MOTION: Johnson moved, Knop seconded to approve changes to the Please Note paragraph on the first page of the ballot to state: Only the top three candidates (vote receivers) will be seated per the 2024 bylaw amendment passed that reduces Board Directors from twelve to nine over the three years of 2025-2027.

Passed: unanimous

MOTION TO RESCIND THE MOTION: Hillyer moved, English seconded to rescind the motion made regarding the Please Note change on the first page of the ballot.

Passed: unanimous

MOTION: Hillyer moved, English seconded to change the Please Note paragraph to "In the 2024 Bylaw Amendments the membership voted to reduce the Board from 12 to 9 Board Directors over a three-year period.

Passed: unanimous

MOTION: Johnson moved, Reynolds seconded to remove on the draft ballots the "currently reads and clean sections" and only have the proposed bylaw amendment on the ballot.

Passed: 4 yes / 2 no (Dingman, Knop)

MOTION: Reynolds moved, Dingman seconded to put "Revision" on the For and Against. This will read: For Revision and Against Revision.

Passed: unanimous

Send the BAC a clean copy of the ballot to review.

MOTION: Reynolds moved, Johnson seconded to move the voting boxes after the rationale.

Passed: unanimous

MOTION: Dingman moved to change the order of the Bylaw Amendments to Term of office first, Question of governance second, election process third, composition of committee fourth, question of subcommittee fifth, question about the meetings sixth, and signing authority seventh. Motion failed for lack of a second.

- B. Complimentary Guest Policy – Added at the Meeting
CEO Scott Somers reviewed the Complimentary Guest Pass to clear up the misunderstanding. The complimentary guest cards were to be treated like the annual guest card and have 30-day use due to the misuse found from unlimited use. The goal of the complimentary guest pass was to treat single homeowners the same as a two-person household, which receives two passes. Putting the limitation of the 30-day use on the Complimentary Guest Pass was not treating the single owner the same.

In the Corporate Policy Manual (CPM) 1.2.1 Identification Card states the

Complimentary Cardholder ID is different from Complimentary Guest ID, which is a single only annual guest card issued to sole-owner GVR Members and no other person residing with a GVR member in the home.

MOTION: Johnson moved, Dingman seconded to approve the Complimentary Guest ID, for one guest, receives 30 days within the year and allow an extension for 30 more days. This would be a total of 60 days for this card.

Passed: unanimous

CEO Scott Somers stated this is a policy change for the Board to consider. The verbiage for the CPM change in 1.2.1.A.5.b which will go before the Board is - Complimentary Guest ID: A single only annual guest card shall be issued to sole-owner GVR members, for one guest for thirty (30) days within the year, and allow an extension for thirty (30) more days, for a total of sixty (60) day, for no fee, where there is no other person residing with the GVR member.

6. Adjournment

MOTION: Dingman moved / Knop seconded to adjourn the meeting at 3:38pm.

Passed: unanimous

Next Meeting: Tuesday, February 10, 2026, West Center, Room 2/Zoom, 1:30 – 3:00pm