



## **AGENDA**

### **Board Affairs Committee**

Tuesday, June 9, 2026

1:30-3:00pm MST

West Center Room 2 / Zoom

GVR's Mission Statement: "To provide excellent facilities and services that create opportunities for recreation, social activities, and leisure education to enhance the quality of our members' lives."

**Committee:** Steve Reynolds (Chair), Beth Dingman, Orji Isiogu, Nellie Johnson, Chris McCrummen, Pat Reynolds, Jodie Walker, Betsy Walton, Candy English (ex-officio), Scott Somers (CEO), Nanci Moyo (Board and Records Administrator/Liaison)

### **Agenda Topic**

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Approve or Amend Agenda**
- 3. Approve Meeting Minutes:** March 10, 2026
- 4. Chair Comments**
- 5. Business**
  - A. Committee Introductions
  - B. Committee Action Plan for 2026/2027 - include N&E Responsibilities
  - C. Discuss Forum Date(s) and Time
  - D. Review Proposed Corporate Policy Changes
- 6. Member Comments**
- 7. Adjournment**

**Next Meeting:** Tuesday, September 8, 2026, West Center, Room 2/Zoom, 1:30-3:00pm



## MINUTES

### Board Affairs Committee

Tuesday, March 10, 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)

**Absent:** Candy English

**Visitors:** 1

- 1. Call to Order / Roll Call – Establish Quorum**  
Director Hillyer called the meeting to order at 1:30pm MST. Roll call established a quorum.
- 2. Approve or Amend Agenda**  
**MOTION: Johnson moved / Knop seconded to approve the Agenda.**  
**Passed: unanimous**
- 3. Approve Meeting Minutes: January 13, 2026**  
**MOTION: Reynolds moved / Dingman seconded to approve January 13, 2026, Meeting Minutes as presented.**  
**Passed: unanimous**
- 4. Business**  
A. Finalize Year-End Report  
**MOTION: Johnson moved / Knop seconded to adopt the year-end report.**  
**Passed: unanimous**
- 5. Adjournment**  
**MOTION: Johnson moved / Dingman seconded to adjourn the meeting at 1:38pm.**  
**Passed: unanimous**

**Next Meeting:** Tuesday, May 12, 2026, West Center, Room 2/Zoom, 1:30 – 3:00pm



Green Valley Recreation, Inc.  
**Board Affairs Committee**  
**Committee Action Plan**

**Prepared By:** Nanci Moyo, Board Admin.

**Meeting Date:** June 9, 2026

**Presented By:** Steve Reynolds, Chair

<p><b>Originating Committee / Department:</b> Board Affairs Committee (BAC)</p>
<p><b>Action Requested:</b> Develop and approve Committee Action Plan for the Board approval at the June 24 Regular Meeting of the Board.</p>
<p><b>Strategic Plan Goal:</b> GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p><b>Background Justification:</b> The proposed Committee Action Plan was prepared by staff, and to be reviewed by the BAC to add to, change, or take away. Once agreed upon by the Committee through a motion the final Committee Action Plan will be presented to the Board for approval.  The BAC Year-End Report will be attached as a reference from the BAC last year regarding tasks for next year.</p>
<p><b>Committee Options:</b></p> <ol style="list-style-type: none"> <li>1) Approve the Committee Action Plan as presented.</li> <li>2) Amend and Approve the Committee Action Plan.</li> </ol>
<p><b>Staff Recommendation:</b> Option #1</p>
<p><b>Recommended Motion:</b> Move to approve the Committee Action Plan and submit to the Board for its approval at the June 24 Regular Meeting of the Board.</p>
<p><b>Attachments:</b></p> <ol style="list-style-type: none"> <li>1) 2026-2027 Committee Action Plan</li> <li>2) N&amp;E Charge</li> <li>3) 2025-2026 Year-End Report</li> </ol>



## Draft Committee Action Plan

### 2026-2027 Board Affairs Committee

*Bylaws Article VIII, Section 1:  
"The Committees shall make policy recommendations to the  
Board of Directors for approval."*

**Chair:** Steve Reynolds

**Staff Liaison:** Nanci Moyo

**Committee Members:** Beth Dingman, Orji Isiogu, Nellie Johnson, Chris McCrummen, Pat Reynolds, Jodie Walker, Betsy Walton

#### **Committee Responsibilities:**

##### **3.2.2 Responsibilities**

- A. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
- B. Review and recommend revisions, when appropriate, to the governing documents of The Corporation.
- C. Forward all BAC proposed revisions of the Articles of Incorporation or Bylaws to staff for submission to legal counsel for appropriate action. Any BAC approved change to the CPM which staff determines needs legal review will also be submitted. Should legal counsel recommend a revision to a governing document, it will be returned to the Committee for final review before being presented to the Board for appropriate action.
- D. If a committee, member or staff would like to have the BAC review a change to the CPM or other governing documents before it is taken to the Board, the requested change and rationale should be sent to the chair and staff liaison of BAC at least a week prior to the next BAC meeting.

#### **Priorities and Timelines Established for 2026-2027:**

- Review and Update Corporate Policy Manual (CPM) to Accommodate Bylaw Changes from 2026 Elections

*GVR encourages members to voice concerns and comments in a professional, business-like, and respectful manner.*

- ✓ June 2026
- Adding Election Processes into the BAC Charge
  - ✓ June 2026
  - ✓ Forum Date(s)/Time(s)
- Review the CPM for any other necessary changes
  - ✓ September 2026
- Develop a process for recruiting Committee members
  - ✓ September 2026
- Election Materials and Forum
  - ✓ October 2026 through February 2027

**Resources Needed:**

- Attorney review of possible bylaws changes and policy proposals.

# NOMINATIONS & ELECTIONS COMMITTEE

## RESPONSIBILITIES

### Nominations

- Submit a slate of qualified candidates to the Board at least ninety (90) days prior to the Annual Meeting.
- Submit a slate of qualified petition candidates to the Board at least sixty (60) days prior to the Annual Meeting.

### Election Process

- Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If the Board fails to set a record date, the record date shall be the date of ballot delivery.
- The counting of ballots, at the discretion of the Board may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the Nominations and Elections (N&E) Chairperson or their representative. (Bylaws Article V Section 3)
- In the election of Directors, if there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in the election, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.

### Election Forums for Members

- Arrange two (2) election forums for members to attend to hear the candidates answer questions arranged by the N&E Committee and questions from the members.

### Election Results

- The Chairperson shall notify the Board Secretary of the results of the election.
- The Committee Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.





**Year-End Report**  
**2025-2026**  
**Board Affairs Committee**

**Chair:** Candy English

**Staff Liaison:** Nanci Moyo

**Committee Members:** Beth Dingman, Bart Hillyer, Ed Knop, Nellie Johnson, Pat Reynolds

**Committee Responsibilities:**

**3.2.2 Responsibilities**

- A. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
- B. Review and recommend revisions, when appropriate, to the governing documents of The Corporation.
- C. Forward all BAC proposed revisions of the Articles of Incorporation or Bylaws to staff for submission to legal counsel for appropriate action. Any BAC approved change to the CPM which staff determines needs legal review will also be submitted. Should legal counsel recommend a revision to a governing document, it will be returned to the Committee for final review before being presented to the Board for appropriate action.
- D. If a committee, member or staff would like to have the BAC review a change to the CPM or other governing documents before it is taken to the Board, the requested change and rationale should be sent to the chair and staff liaison of BAC at least a week prior to the next BAC meeting.

**Priorities Established and Completed for 2025-2026:**

- Member Conduct Changes to the CPM Final and Approved by the Board August 2025
- Guest Pass Policy Final and Approved by the Board November 2025
- Bylaw Changes for 2026 Ballot Completed, Attorney Reviewed Bylaw Amendment Changes, and Approved by the Board January 2026

**Task for Next Year:**

- Review and amend the CPM pertaining to Committees
- Develop a process for recruiting Committee members
- Plan for absorbing the N&E function into the BAC Committee structure



Green Valley Recreation, Inc.  
**Board Affairs Committee**  
**Forum Discussion**

**Prepared By:** Nanci Moyo, Board Admin.      **Meeting Date:** June 9, 2026

**Presented By:** Steve Reynolds, Chair

<p><b>Originating Committee / Department:</b>                  Board Affairs Committee (BAC)</p>
<p><b>Action Requested:</b>                  Discuss upcoming Forums for the 2027 Elections: how many, date(s), time(s)</p>
<p><b>Strategic Plan Goal:</b>                  GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p><b>Background Justification:</b>                  On the N&amp;E Charge it states to have two Forums for the upcoming election. These Forum(s) will be available on the web for viewing after the event. The question to the BAC is how many Forums are needed for the election. The history of attendance for the Forums varies depending on what time they are held and the issues on the ballot. The Forums do cost to put on with staff time and the food and beverages provided. Volunteers have helped with the actual event.</p> <p>Staff would like to have the input from the BAC on how Forums for the 2027 Election; time, and date (before election, at the beginning of election, or later in the election). Possible dates are March 3, (Paper Ballots received), March 10 (Voting begins), March 4, 8, 9; morning or evenings.</p> <p>This is being discussed early so the rooms can be reserved without conflict.</p>



Green Valley Recreation, Inc.  
**Board Affairs Committee**

**Review Corporate Policy Manual (CPM)**

**Prepared By:** Nanci Moyo, Board Admin.

**Meeting Date:** June 9, 2026

**Presented By:** Scott Somers, CEO

<p><b>Originating Committee / Department:</b> Administration</p>
<p><b>Action Requested:</b> Discuss and review needed changes to the Corporate Policy Manual (CPM) due to the recent Bylaw Amendments regarding committees.</p>
<p><b>Strategic Plan:</b> GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p><b>Background Justification:</b> The Bylaw Amendments were passed in the 2026 Election which changed the Committee structure and how the Committee members are appointed. Three Committees were kept as Standing Committees: Board Affairs, Fiscal Affairs, and Investments. The Audit Committee is a Special Committee. The Nominations &amp; Elections and Planning &amp; Evaluation Committees were absorbed by Board Affairs and Fiscal Affairs Committees, respectively. Due to this change in the Bylaws, the CPM needs to be updated to reflect these changes.</p>
<p><b>Committee Options:</b></p> <ol style="list-style-type: none"> <li>1) Approve the changes made to the CPM per staff request and move to the Board for approval.</li> <li>2) Amend and Approve the CPM per discussion from the BAC and move to the Board for approval.</li> <li>3) Continue editing the CPM and move to the next BAC meeting.</li> </ol>
<p><b>Staff Recommendation:</b> Option 1</p>
<p><b>Recommended Motion:</b> Move to approve the changes made to the CPM, per staff request, and forward to the Board for approval.</p>
<p><b>Attachments:</b></p> <ol style="list-style-type: none"> <li>1) Redline CPM – only where there are changes</li> <li>2) Clean CPM – only where there are changes</li> </ol>

a.

## **PART 1: MEMBERSHIP AND FACILITIES**

### **1.2.2 Guest Policy**

- A. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, CRCF Resident, or Life Care Member of GVR and who live outside a twenty (20) mile distance from established GVR boundaries.
- B. GVR Members, Assigned Members, Life Care Members and CRCF Residents may purchase one (1) annual guest card (as defined and limited per the Board approved Fee Schedule) which allows for four (4) adult per visit. Annual guest cards are valid for one (1) year from the date of purchase. No more than one (1) annual guest card may be purchased by a GVR Member regardless of the number of properties owned and may not be purchased for tenant-occupied properties.
- C. GVR Members, Assigned Members, Life Care Members, CRCF Residents, and Tenants may purchase daily, or weekly guest cards which allow for one (1) adult on a specific day or days.
- D. Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities.
- E. Guests under the age of 18 do not require guest cards and must be accompanied by an adult with privileges to use GVR facilities.
- F. Replacement of a lost or damaged guest card must be obtained at a customer service office for a fee established by the Board. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a customer service office before a replacement card will be issued.
- G. Guest cards are required for all general facility use and club activities. The Del Sol Clubhouse allows guest(s) at no charge when accompanied by a member. However, guest cards are not required for ticketed GVR events.
- H. At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID card.

### **1.2.8 Special Uses**

- A. Use of Hobby Shops and Studios
  - 1. Clubs have the right to restrict use of club facilities to club members only.
- B. Use of Kitchens
  - 1. Kitchens are available for use by reservation only. Kitchens and grills are subject to non-refundable cleaning fees as outlined in the reservation agreement.
  - 2. GVR kitchens are not classified as catering-commercial kitchens. Food preparation and cooking is not allowed. Kitchen facilities may be used for warming pre-cooked food or for chilling cold entrées.

# PART 2: BOARD OF DIRECTORS

## SECTION 1 – GOVERNANCE

### 2.1.1 Powers and Responsibilities

- A. The Board shall be the governing Board of GVR, establishing policies and monitoring compliance with those policies. The governing Board year begins at the close of after the Annual Meeting and continues until the close of ends following the next subsequent Annual Meeting.

### 2.2.3 The Electing Ballot

- A. A nominee is considered “elected” if he/she the nominee receives a majority of the votes cast.
- B. Balloting should be repeated as many times as necessary to obtain a majority vote for one candidate. The nominee receiving the lowest number of votes is never removed from the next ballot.
- C. If a stalemate persists, the rules may be suspended in order to consider alternatives such as eliminating the candidate with the lowest number of votes. The motion to suspend the rules is not debatable and requires a 2/3 vote to pass. Do we want to add a coin toss as an option?

### 2.2.4 Director Vacancies

- A. Any vacancy on the Board, shall, if possible, be filled by an unsuccessful candidate from the most recent election. Priority will be given to the candidate who received the higher number of votes.
- B. The Board President will contact unsuccessful candidates in an order based on the number of votes each received, to determine willingness to fill the Director vacancy.
- C. If there is no unsuccessful candidate from the most recent election who is willing and able to serve as a Successor Director, the Nominations & Elections Board Affairs Committee shall advertise and recruit individuals from among regular members in good standing to serve as a Successor Director, and will present a slate of candidates to the Board.
- D. Candidates for the Successor Director position shall:
  - 1. Complete an application and answers to a list of questions prepared by the Nominations & Elections Committee for Board consideration, and
  - 2. Address the Board prior to the election of the Successor Director at a meeting of the Board where the election of Successor Director shall occur.
- E. The Board will vote by secret ballot to elect a Successor Director from among the slate of candidates presented by the Nominations & Elections Board Affairs Committee.

### 2.3.2 Conduct for Board Meeting

- A. The Board will use the following protocol during Board meetings:
1. Directors should be recognized by the President to speak or make motions.
  2. Regular Meetings are for decision making, action, and votes. A Director introducing a ~~motion~~ topic may speak for no more than ten (10) minutes regarding the topic ~~to introduce a topic~~. Comments from Directors should be for no more than three (3) minutes. The Presiding Officer shall actively facilitate and guide discussions to remain on topic. The Board shall avoid creating side topics and/or asking unexpected questions of staff and each other at meetings.
  3. To vote on a subject, a formal motion must be made and seconded. All motions and amendments should be in writing, when possible.
  4. Votes will be taken by a show of hands or a roll-call vote. When a question is put forth by the Presiding Officer, every Director present shall vote for or against the question before the Board unless the Director provides an explanation for abstaining. Upon request of a Director a roll call vote will be taken.

### 2.4.2 Code Enforcement Procedures

- A. In order to ensure compliance with the GVR Board Code of Conduct (Code), the Code will be enforced as follows:
1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
  2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in Executive Session. The Executive Session shall be called as soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.
  3. Any Director against whom an allegation is made has the right to attend the Executive Session and present a his/her defense. The accused Director He/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused Director refuses to attend the Executive Session called to discuss the alleged violation, the accused Director will be deemed to have waived his/her the right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the Directors at the Executive Session.

# PART 3: COMMITTEES

## SECTION 1 – GENERAL

### 3.1.1 Committees of The Board of Directors

- A. Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board. Each Committee will have a staff liaison selected by the CEO.
- B. Each Director shall have the opportunity to, and be encouraged to, serve on at least one Committee, and not more than two (2). The Board President is ex officio to all Committees, except for Audit Committee ~~and Nominations & Elections Committee~~. ~~As soon as possible, Following the Annual Meeting,~~ Directors shall inform the President of their committee preference(s) and/or willingness to be a committee chair.
- C. Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.
- D. Members are encouraged to apply for committee positions and if possible, serve for multiple years. It is recommended that chairs seek to have at least 1/3 new members each year and limit committee participation to no more than six (6) consecutive years.
- E. The Board will establish the responsibilities of the Committees as an advisory role to the Board for policy recommendations. Committees do not have authority to create policy, contract for services, expend or commit funds, or contact Board-appointed contractors such as, but not limited to, attorneys.
- F. Standing committees are suggested to be a minimum of five (5) members including the Chairperson and one other Director, and a suggested maximum of nine (9) members.
- G. Committee members shall be GVR members in good standing and must submit an application for a Committee appointment. The President, Chairperson, and CEO will review applications and present the slate to the Board for approval at the Regular Meeting in April. ~~After review of the applications the Chairperson will select Committee members and inform the Board of the appointments at the April meeting.~~ Staff, as liaisons to the Committees, will be selected by the CEO. Vacancies on the Committee during the year may be filled by the Chairperson after consulting with the President. Not sure what is needed here.
- H. Neither a Committee Chairperson, nor a committee may direct staff. Responsibilities of Committee Chairpersons, along with Committee members and staff liaison, are to identify goals in conjunction with the Strategic Plan; provide Committee action plans to the Board for approval; provide, at least, quarterly updates to the Board; and at year-end identify accomplishments of the Committee and continuing tasks for the next year.

- I. The President may establish Special or Ad Hoc Committees comprised of members/assigned members in good standing, Directors and administrative staff as assigned by the CEO.
- J. Committees are not required to follow Robert's Rules of Order.
- K. Meetings ~~shall be~~ are on a set schedule by staff by the Chairperson and shall be conducted as needed, but not less than quarterly.
- L. Directors may attend any Committee meeting, whether open or closed.
- M. All materials for the Committee meeting will be available online three (3) business days before the meeting except for closed meeting materials. If the deadline for item consideration is not met, the item will be placed on the next scheduled Committee meeting agenda.
- N. Committee meetings will be open to all members, but may be held in closed session, at the discretion of the Committee or Subcommittee.

## **SECTION 2 - BOARD AFFAIRS COMMITTEE**

### **3.2.1 Membership**

To the extent possible, the Board Affairs Committee shall consist of GVR members who should have knowledge of Corporate Bylaws and Policies.

### **3.2.2 Responsibilities**

- A. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
- B. Review and recommend revisions, when appropriate, to the governing documents of The Corporation.
- C. Forward all BAC proposed revisions of the Articles of Incorporation or Bylaws to staff for submission to legal counsel for appropriate action. Any BAC approved change to the CPM which staff determines needs legal review will also be submitted. Should legal counsel recommend a revision to a governing document, it will be returned to the Committee for final review before being presented to the Board for appropriate action.
- D. If a committee, member or staff would like to have the BAC review a change to the CPM or other governing documents before it is taken to the Board, the requested change and rationale should be sent to the chair and staff liaison of BAC at least a week prior to the next BAC meeting.
- E. Election Process
  - 1. Any member of the Committee who becomes a candidate for election to the Board shall resign from the Committee immediately.

2. Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If the Board fails to set a record date, the record date shall be the date of ballot delivery.
  3. The counting of ballots, at the discretion of the Board may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the Nominations and Elections (N&E) BAC Chairperson or their representative. (Bylaws Article V Section 3)
  4. In the election of Directors, if two or more GVR Board candidates receive an equal number of votes from the GVR membership in the GVR annual election, after recount by the entity responsible for counting the said votes, the current Board president shall determine by single coin flip (if just two candidates are tied) or multiple coin flips (if three or more candidates are tied), in the presence of the tied candidates, the final order of finish for said candidates. If there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in the election, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.
- F. Election Forums for Members  
Arrange two (2) election forums for members to attend to hear the candidates answer questions arranged by the N&E Committee and questions from the members.
- G. Election Results
1. The Chairperson shall notify the Board Secretary of the results of the election.
  - ~~D.~~ The Committee Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.

## **SECTION 3 – FISCAL AFFAIRS COMMITTEE**

### **3.3.1 Membership**

To the extent possible, the Committee will include members knowledgeable of financial management.

### **3.3.2 Responsibilities**

- A. Review and recommend the annual budgets, including any fees or dues changes to the Board. Such review will consist of recommending, funding, financing, and usage of Reserve.

- B. Monitor progress toward achievement of annual fiscal objectives.
- C. Review financial statements, such as Operational Statement of Financial Position and Statement of Activities and capital purchases, and report to the Board, as appropriate.
- D. Review and recommend to the Board policy changes, if necessary, to assure financial control.
- E. Recommend the disposition of Operational Surplus or Deficit.
- F. Review and recommend the capital projects for the Capital Improvement Plan to the Board, per the CPM. FIND CPM ADDRESS.
- E.G. To be knowledgeable of the Strategic Plan and Five-Year Capital Plan to ensure that all planned capital projects comply with these plans.

## ~~SECTION 4 — PLANNING & EVALUATION COMMITTEE~~

### ~~3.4.1 Membership~~

~~To the extent possible, the Committee will include members knowledgeable about capital project planning and evaluation processes.~~

### ~~3.4.2 Responsibilities~~

- A. ~~Meet quarterly, or as necessary, to review and recommend the capital projects for the Capital Improvement Plan to the Board, per the CPM.~~
- B.H. ~~To be knowledgeable of the Strategic Plan and Five-Year Capital Plan to ensure that all planned capital projects comply with these plans.~~

## SECTION 5 - AUDIT COMMITTEE

### 3.5.1 Membership

To the extent possible, the Audit Committee shall have at least two GVR members who should have knowledge of financial reporting and internal control procedures. The committee shall have no fewer than three and no more than five members.

### 3.5.2 Responsibilities

- A. The Audit Committee functions in the capacity of an independent overseer of GVR's financial reporting process and internal controls. This oversight is conducted by review of the reporting and communication with a qualified independent auditing firm prior to presentation to the board of directors. The committee is an independent conduit between GVR and the auditing firm. The Committee is not involved in the Corporation's daily accounting functions.
- B. The principal functions of the Audit Committee are:
  1. To recommend a CPA firm to the GVR Board to act as the

- Corporation's independent auditor.
2. To review the independent auditor's terms of engagement.
  3. To review the results of each audit including opinion, qualifications, or expectations with the auditor and GVR Management.
  4. To review the auditor's management letter sent to GVR Management and to the committee, and to review GVR Management's response with GVR Management as is deemed necessary.
  5. To review issues and disputes that may arise between GVR Management and the independent auditor during an audit.
  6. To review the IRS Form 990 with the CPA and GVR Management as is deemed necessary.
  7. To review the adequacy of internal financial controls with GVR Management and the board.

## ~~SECTION 6 – NOMINATIONS & ELECTIONS COMMITTEE~~

### ~~3.6.1 Membership~~

~~To the extent possible, the Nominations and Elections Committee (N&E) shall consist of the Chairperson, who shall be a Director, at least one (1) other Director on the Committee, and a minimum of two (2) members who shall represent various geographic areas to the extent possible.~~

~~Any member of the Committee who becomes a candidate for election to the Board shall resign from the Committee immediately.~~

### ~~3.6.2 Responsibilities~~

#### ~~A. Nominations~~

- ~~1. Submit a slate of qualified candidates to the Board at least ninety (90) days prior to the Annual Meeting.~~
- ~~2. Submit a slate of qualified petition candidates to the Board at least sixty (60) days prior to the Annual Meeting.~~

#### ~~B. Election Process~~

- ~~1. Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If the Board fails to set a record date, the record date shall be the date of ballot delivery.~~
- ~~2. The counting of ballots, at the discretion of the Board may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the~~

~~Nominations and Elections (N&E) Chairperson or their representative. (Bylaws Article V Section 3)~~

- ~~3. In the election of Directors, if two or more GVR Board candidates receive an equal number of votes from the GVR membership in the GVR annual election, after recount by the entity responsible for counting the said votes, the current Board president shall determine by single coin flip (if just two candidates are tied) or multiple coin flips (if three or more candidates are tied), in the presence of the tied candidates, the final order of finish for said candidates. If there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in the election, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.~~

~~C. Election Forums for Members~~

~~Arrange two (2) election forums for members to attend to hear the candidates answer questions arranged by the N&E Committee and questions from the members.~~

~~D. Election Results~~

~~1. The Chairperson shall notify the Board Secretary of the results of the election.~~

~~2.8. The Committee Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.~~

## **SECTION 7 - INVESTMENTS COMMITTEE**

### **3.7.1 Membership**

To the extent possible, the Investments Committee (IC) shall consist of at least two GVR Members who should be knowledgeable in the investment of financial assets and, to the extent practical, experienced in investment management and/or investment oversight.

### **3.7.2 Responsibilities**

- A. The IC has the following specific responsibilities and duties with respect to the GVR Reserve and Operational Investment Accounts:
1. Make timely recommendations to the Board concerning:
    - a. 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 Reserve and Operational Investment Accounts.
    - b. The terms and wording for any contract between GVR and an IM/IA.
    - c. The specific wording and specifications for the Investment Policy Statement (IPS) set forth in Appendix 1, Section 3 that governs each of the accounts that comprise the Reserve and Operational Investment Accounts.
  2. Perform the following ongoing functions:
    - a. Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently, if desired/needed.
    - b. Monitor the IM/IAs to confirm compliance with the applicable IPS.
  3. Make timely reports, in accordance with the IPS, to the CFO, CEO, and the Board of the following:
    - a. A serious and meaningful violation of the IPS.
    - b. A potential replacement of an existing IM/IA.
    - c. Any update requested by the Board.
  4. Collaborate with the CEO/CFO concerning the following:
    - a. The invested Operational Funds regarding compliance with the applicable IPS and performance.
    - b. What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties.
    - c. The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.
  5. In the process of completing its duties, the IC will generate the following documents:
    - a. An IPS for each of the accounts that comprise the Reserve and Operational Investment Accounts.
    - b. An Investment Management Contract for each IM/IA hired by GVR as signed and implemented by the GVR Board President.
    - c. Minutes of each meeting of the IC.

# PART 5: FISCAL/ACCOUNTING

## 5.5.2 Policy

### **Type II: FUTURE AND LONG-TERM CAPITAL**

**IMPROVEMENT PROJECTS** - Each year, GVR staff will develop a recommended Five-Year Capital Improvement Plan (CIP) and Capital Budget accordingly for such capital improvement projects from capital reserve funds and capital non-reserve funds. Funding and inception of these projects begin in subsequent years. These projects tend to be larger in scope and require significant planning.

Staff provides an initial review by following the listed process:

- a. Does the proposed project meet the definition of a capital improvement project? See Part 5, Section 1, Subsection 5.1.1. If yes, then proceed to #2.
- b. Is the proposed projects:  
unplanned and unbudgeted?  
anticipated to begin in a future year?  
not a club responsibility per the CPM and Club Agreement?

If all questions can be answered in the affirmative, the proposal may qualify as a Type II capital improvement project. Proceed to Assessment Phase.

### 2. Assessment Phase

Staff completes the Capital Improvement Project Assessment for all completed and timely applications.

### **The following apply only to Type I Capital Improvement Projects:**

- a. Staff evaluates proposals and notifies the Board of Directors of the approved project proposals. Project(s) moves forward with no further review or approval required.
- b. If funding is left over after round one, members will be invited to apply again for round two (opening June 1 each year) and all steps will be repeated.

### **The following apply only to Type II Capital Improvement Projects:**

- a. Upon annual staff assessment and recommendation of projects and plans, Staff presents the recommended Five-Year Capital Improvement Plan (CIP) to the ~~Planning and Evaluation Committee (P&E)~~Fiscal Affairs Committee (FAC). The ~~FACP&E Committee~~ develops a recommendation of the Five-Year Capital Improvement

Plan (CIP) to the Board of Directors for consideration during the annual budget approval process.

- b. ~~Staff presents the recommended Five-Year Capital Improvement Plan (CIP) and the Capital Budget to the Fiscal Affairs Committee (FAC).~~ The FAC develops funding recommendations of the Five-Year Capital Improvement Plan (CIP) and the Capital Budget to the Board of Directors during the annual budget approval process.
- c. Staff presents the ~~P & E and~~ FAC recommendations to the Board of Directors, ~~and notes any discrepancies between the two committees and/or~~ with staff recommendations, of the Five-Year Capital Improvement Plan (CIP) and the Capital Budget. The Board of Directors considers approval of the Five-Year Capital Improvement Plan (CIP) and Capital Budget as part of the annual budget approval process.

## **PART 6: GVR PROGRAMS AND CLUBS**

### **SECTION 2 - GVR CLUBS**

#### **6.2.1 Organization**

- J. The Club Liaison will retain a club file in ~~his/her~~ the Administrative Office.

#### **6.2.2 Membership/Guests/Monitoring**

- H. GVR Clubs that present performances to the membership and general public will be permitted to use non-GVR individuals in performing or production roles under the following circumstances:
  1. Club members with the necessary qualifications are not available.
  2. Approval must be obtained from the GVR Club Liaison on a case-by-case basis.
  3. Each non-GVR individual must sign an agreement acknowledging that ~~he/she~~ the individual will not be covered by GVR Corporate Worker's Compensation nor listed as an additional insured in any GVR commercial insurance policy.
  4. The agreement will note the terms and conditions of their involvement in the production and will not last beyond the specified performance(s).
  5. Should the individual be a minor, then the parent/guardian must sign the agreement on ~~his/her~~ the individuals behalf.

a.

# **PART 1: MEMBERSHIP AND FACILITIES**

## **1.2.2 Guest Policy**

- A. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, CRCF Resident, or Life Care Member of GVR and who live outside a twenty (20) mile distance from established GVR boundaries.
- B. GVR Members, Assigned Members, Life Care Members and CRCF Residents may purchase one (1) annual guest card (as defined and limited per the Board approved Fee Schedule) which allows for four (4) adult per visit. Annual guest cards are valid for one (1) year from the date of purchase. No more than one (1) annual guest card may be purchased by a GVR Member regardless of the number of properties owned and may not be purchased for tenant-occupied properties.
- C. GVR Members, Assigned Members, Life Care Members, CRCF Residents, and Tenants may purchase daily, or weekly guest cards which allow for one (1) adult on a specific day or days.
- D. Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities.
- E. Guests under the age of 18 do not require guest cards and must be accompanied by an adult with privileges to use GVR facilities.
- F. Replacement of a lost or damaged guest card must be obtained at a customer service office for a fee established by the Board. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a customer service office before a replacement card will be issued.
- G. Guest cards are required for all general facility use and club activities. The Del Sol Clubhouse allows guest(s) at no charge when accompanied by a member. However, guest cards are not required for ticketed GVR events.
- H. At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID card.

## **1.2.8 Special Uses**

- A. Use of Hobby Shops and Studios
  - 1. Clubs have the right to restrict use of club facilities to club members only.
- B. Use of Kitchens
  - 1. Kitchens are available for use by reservation only. Kitchens and grills are subject to non-refundable cleaning fees as outlined in the reservation agreement.
  - 2. GVR kitchens are not commercial kitchens. Food preparation and cooking is not allowed. Kitchen facilities may be used for warming pre-cooked food or for chilling cold entrées.

# **PART 2: BOARD OF DIRECTORS**

## **SECTION 1 – GOVERNANCE**

### **2.1.1 Powers and Responsibilities**

- A. The Board shall be the governing Board of GVR, establishing policies and monitoring compliance with those policies. The governing Board year begins at the close of the Annual Meeting and continues until the close of the subsequent Annual Meeting.

### **2.2.3 The Electing Ballot**

- A. A nominee is considered “elected” if the nominee receives a majority of the votes cast.
- B. Balloting should be repeated as many times as necessary to obtain a majority vote for one candidate. The nominee receiving the lowest number of votes is never removed from the next ballot.
- C. If a stalemate persists, the rules may be suspended in order to consider alternatives such as eliminating the candidate with the lowest number of votes. The motion to suspend the rules is not debatable and requires a 2/3 vote to pass. Do we want to add a coin toss as an option?

### **2.2.4 Director Vacancies**

- A. Any vacancy on the Board, shall, if possible, be filled by an unsuccessful candidate from the most recent election. Priority will be given to the candidate who received the higher number of votes.
- B. The Board President will contact unsuccessful candidates in an order based on the number of votes each received, to determine willingness to fill the Director vacancy.
- C. If there is no unsuccessful candidate from the most recent election who is willing and able to serve as a Successor Director, the Board Affairs Committee shall advertise and recruit individuals from among regular members in good standing to serve as a Successor Director, and will present a slate of candidates to the Board.
- D. Candidates for the Successor Director position shall:
  - 1. Complete an application for Board consideration, and
  - 2. Address the Board prior to the election of the Successor Director at a meeting of the Board where the election of Successor Director shall occur.
- E. The Board will vote by secret ballot to elect a Successor Director from among the slate of candidates presented by the Board Affairs Committee.

### **2.3.2 Conduct for Board Meeting**

- A. The Board will use the following protocol during Board meetings:
  - 1. Directors should be recognized by the President to speak or make motions.
  - 2. Regular Meetings are for decision making, action, and votes. A Director introducing a topic may speak for no more than ten (10) minutes regarding the topic. Comments from Directors should be for no more than three (3) minutes. The Presiding Officer shall actively facilitate and guide discussions to remain on topic. The Board shall avoid creating side topics and/or asking unexpected questions of staff and each other at meetings.
  - 3. To vote on a subject, a formal motion must be made and seconded. All motions and amendments should be in writing, when possible.
  - 4. Votes will be taken by a show of hands or a roll-call vote. When a question is put forth by the Presiding Officer, every Director present shall vote for or against the question before the Board unless the Director provides an explanation for abstaining. Upon request of a Director a roll call vote will be taken.

#### **2.4.2 Code Enforcement Procedures**

- A. In order to ensure compliance with the GVR Board Code of Conduct (Code), the Code will be enforced as follows:
  - 1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
  - 2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in Executive Session. The Executive Session shall be called as soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.
  - 3. Any Director against whom an allegation is made has the right to attend the Executive Session and present a defense. The accused Director may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused Director refuses to attend the Executive Session called to discuss the alleged violation, the accused Director will be deemed to have waived the right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the Directors at the Executive Session.

## **PART 3: COMMITTEES**

## SECTION 1 – GENERAL

### 3.1.1 Committees of The Board of Directors

- A. Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board. Each Committee will have a staff liaison selected by the CEO.
- B. Each Director shall have the opportunity to, and be encouraged to, serve on at least one Committee, and not more than two (2). The Board President is ex officio to all Committees, except for Audit Committee. Following the Annual Meeting, Directors shall inform the President of their committee preference(s) and/or willingness to be a committee chair.
- C. Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.
- D. Members are encouraged to apply for committee positions and if possible, serve for multiple years. It is recommended that chairs seek to have at least 1/3 new members each year and limit committee participation to no more than six (6) consecutive years.
- E. The Board will establish the responsibilities of the Committees as an advisory role to the Board for policy recommendations. Committees do not have authority to create policy, contract for services, expend or commit funds, or contact Board-appointed contractors such as, but not limited to, attorneys.
- F. Standing committees are suggested to be a minimum of five (5) members including the Chairperson and one other Director, and a suggested maximum of nine (9) members.
- G. Committee members shall be GVR members in good standing and must submit an application for a Committee appointment. The President, Chairperson, and CEO will review applications and present the slate to the Board for approval at the Regular Meeting in April. Staff, as liaisons to the Committees, will be selected by the CEO. Vacancies on the Committee during the year may be filled by the Chairperson after consulting with the President. Not sure what is needed here.
- H. Neither a Committee Chairperson, nor a committee may direct staff. Responsibilities of Committee Chairpersons, along with Committee members and staff liaison, are to identify goals in conjunction with the Strategic Plan; provide Committee action plans to the Board for approval; provide, at least, quarterly updates to the Board; and at year-end identify accomplishments of the Committee and continuing tasks for the next year.
- I. The President may establish Special or Ad Hoc Committees comprised of members/assigned members in good standing, Directors and administrative staff as assigned by the CEO.
- J. Committees are not required to follow Robert's Rules of Order.
- K. Meetings are on a set schedule by staff and shall be conducted as needed, but not less than quarterly.

- L. Directors may attend any Committee meeting, whether open or closed.
- M. All materials for the Committee meeting will be available online three (3) business days before the meeting except for closed meeting materials. If the deadline for item consideration is not met, the item will be placed on the next scheduled Committee meeting agenda.
- N. Committee meetings will be open to all members, but may be held in closed session, at the discretion of the Committee or Subcommittee.

## **SECTION 2 - BOARD AFFAIRS COMMITTEE**

### **3.2.1 Membership**

To the extent possible, the Board Affairs Committee shall consist of GVR members who should have knowledge of Corporate Bylaws and Policies.

### **3.2.2 Responsibilities**

- A. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
- B. Review and recommend revisions, when appropriate, to the governing documents of The Corporation.
- C. Forward all BAC proposed revisions of the Articles of Incorporation or Bylaws to staff for submission to legal counsel for appropriate action. Any BAC approved change to the CPM which staff determines needs legal review will also be submitted. Should legal counsel recommend a revision to a governing document, it will be returned to the Committee for final review before being presented to the Board for appropriate action.
- D. If a committee, member or staff would like to have the BAC review a change to the CPM or other governing documents before it is taken to the Board, the requested change and rationale should be sent to the chair and staff liaison of BAC at least a week prior to the next BAC meeting.
- E. Election Process
  1. Any member of the Committee who becomes a candidate for election to the Board shall resign from the Committee immediately.
  2. Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If the Board fails to set a record date, the record date shall be the date of ballot delivery.
  3. The counting of ballots, at the discretion of the Board may be conducted by an independent organization (e.g.,

Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the ~~Nominations and Elections (N&E)~~ BAC Chairperson or their representative. (Bylaws Article V Section 3)

4. In the election of Directors, if two or more GVR Board candidates receive an equal number of votes from the GVR membership in the GVR annual election, after recount by the entity responsible for counting the said votes, the current Board president shall determine by single coin flip (if just two candidates are tied) or multiple coin flips (if three or more candidates are tied), in the presence of the tied candidates, the final order of finish for said candidates. If there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in the election, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.
- F. Election Forums for Members  
Arrange two (2) election forums for members to attend to hear the candidates answer questions arranged by the N&E Committee and questions from the members.
- G. Election Results
  1. The Chairperson shall notify the Board Secretary of the results of the election.

The Committee Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.

## **SECTION 3 – FISCAL AFFAIRS COMMITTEE**

### **3.3.1 Membership**

To the extent possible, the Committee will include members knowledgeable of financial management.

### **3.3.2 Responsibilities**

- A. Review and recommend the annual budgets, including any fees or dues changes to the Board. Such review will consist of recommending, funding, financing, and usage of Reserve.
- B. Monitor progress toward achievement of annual fiscal objectives.
- C. Review financial statements, such as Operational Statement of Financial Position and Statement of Activities and capital purchases, and report to the Board, as appropriate.
- D. Review and recommend to the Board policy changes, if necessary, to assure financial control.
- E. Recommend the disposition of Operational Surplus or Deficit.
- F. Review and recommend the capital projects for the Capital Improvement Plan to the Board, per the CPM. **FIND CPM ADDRESS.**

- G. To be knowledgeable of the Strategic Plan and Five-Year Capital Plan to ensure that all planned capital projects comply with these plans.
- H.

## **SECTION 5 - AUDIT COMMITTEE**

### **3.5.1 Membership**

To the extent possible, the Audit Committee shall have at least two GVR members who should have knowledge of financial reporting and internal control procedures. The committee shall have no fewer than three and no more than five members.

### **3.5.2 Responsibilities**

- A. The Audit Committee functions in the capacity of an independent overseer of GVR's financial reporting process and internal controls. This oversight is conducted by review of the reporting and communication with a qualified independent auditing firm prior to presentation to the board of directors. The committee is an independent conduit between GVR and the auditing firm. The Committee is not involved in the Corporation's daily accounting functions.
- B. The principal functions of the Audit Committee are:
  - 1. To recommend a CPA firm to the GVR Board to act as the Corporation's independent auditor.
  - 2. To review the independent auditor's terms of engagement.
  - 3. To review the results of each audit including opinion, qualifications, or expectations with the auditor and GVR Management.
  - 4. To review the auditor's management letter sent to GVR Management and to the committee, and to review GVR Management's response with GVR Management as is deemed necessary.
  - 5. To review issues and disputes that may arise between GVR Management and the independent auditor during an audit.
  - 6. To review the IRS Form 990 with the CPA and GVR Management as is deemed necessary.
  - 7. To review the adequacy of internal financial controls with GVR Management and the board.

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## **SECTION 7 - INVESTMENTS COMMITTEE**

### **3.7.1 Membership**

To the extent possible, the Investments Committee (IC) shall consist of at least two GVR Members who should be knowledgeable in the

investment of financial assets and, to the extent practical, experienced in investment management and/or investment oversight.

### **3.7.2 Responsibilities**

- A. The IC has the following specific responsibilities and duties with respect to the GVR Reserve and Operational Investment Accounts:
1. Make timely recommendations to the Board concerning:
    - a. 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 Reserve and Operational Investment Accounts.
    - b. The terms and wording for any contract between GVR and an IM/IA.
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# PART 5: FISCAL/ACCOUNTING

## 5.5.2 Policy

### **Type II: FUTURE AND LONG-TERM CAPITAL**

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- a. Does the proposed project meet the definition of a capital improvement project? See Part 5, Section 1, Subsection 5.1.1. If yes, then proceed to #2.
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unplanned and unbudgeted?  
anticipated to begin in a future year?  
not a club responsibility per the CPM and Club Agreement?

If all questions can be answered in the affirmative, the proposal may qualify as a Type II capital improvement project. Proceed to Assessment Phase.

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### **The following apply only to Type II Capital Improvement Projects:**

- a. Upon annual staff assessment and recommendation of projects and plans, Staff presents the recommended Five-Year Capital Improvement Plan (CIP) to the Fiscal Affairs Committee (FAC). The FAC develops a recommendation of the Five-Year Capital Improvement Plan (CIP) to the Board of Directors for consideration during the annual budget approval process.

- b. The FAC develops funding recommendations of the Five-Year Capital Improvement Plan (CIP) and the Capital Budget to the Board of Directors during the annual budget approval process.
- c. Staff presents the FAC recommendations to the Board of Directors, with staff recommendations, of the Five-Year Capital Improvement Plan (CIP) and the Capital Budget. The Board of Directors considers approval of the Five-Year Capital Improvement Plan (CIP) and Capital Budget as part of the annual budget approval process.

## **PART 6: GVR PROGRAMS AND CLUBS**

### **SECTION 2 - GVR CLUBS**

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