# MINUTES

**Board Affairs Committee**
Tuesday, June 9, 2026, 1:30pm
WC Room 2 / Zoom

**Committee:** Steve Reynolds, Chair, Beth Dingman, Bill Gross, 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)

**Absent:** Beth Dingman, Pat Reynolds

**Board Attendees:** Candy English

1. **Call to Order / Roll Call – Establish Quorum**
   Chair Reynolds called the meeting to order at 1:32pm MST. Roll call by Nanci Moyo. Quorum established.

2. **Approve or Amend Agenda**
   **MOTION: Johnson moved / Walton seconded to approve the Agenda.**
   **Passed: unanimous**

3. **Approve Meeting Minutes:** March 10, 2026
   **MOTION: Johnson moved / Walton seconded to approve March 10, 2026, Meeting Minutes as presented.**
   **Passed: unanimous**

4. **Chair Comments:**
   - Shared history of serving on different Committees and on the Board of Directors.
   - Welcomed new and returning Committee members and thanked them for their service to GVR by serving on a Committee.

5. **Business**
   A. Committee Introductions
   B. Committee Action Plan for 2026/2027 – include N&E Responsibilities
   **MOTION: Johnson moved / Walton seconded to approve the BAC Committee Action Plan with the changes to the last bullet to read "Review Election Materials and Forum Format."**
   **Passed: unanimous**

   C. Discuss Forum Date(s) and Time
   General consensus of the Committee is to hold two forums for 2027

Elections; look into the Forums being live on Face Book/social media; change the wording in the CPM 3.2.2.F to one or more Forums instead of two Forums; and hold the Forums for 2027 on March 3 and March 10 at 4pm in the West Center Auditorium.

D. Review Proposed Corporate Policy Manual (CPM) Changes
MOTION: Walton moved / Johnson seconded to approve these changes to the CPM and forward to the Board for approval:
- Part 2 Board of Directors 2.2.4.C "If there is no successful Director, the ~~Nominations & Elections~~ Board Affairs Committee shall advertise…"
- Part 2 Board of Directors 2.2.4.D.1 "Complete an application ~~and answers to a list of questions prepared by the Nominations & Elections Committee~~ for Board consideration."
- Part 2 Board of Directors 2.2.4.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.
- Part 3 Committees 3.1.1.B "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.
- Part 3 Committees 3.1.1.G "The President, Chairperson, and CEO will review the applications and present the slate to the Board for approval at a Special Meeting or no later than the Regular Board Meeting in April." "…Vacancies on the Committee during the year may be filled by the Chairperson after consulting with the President and CEO, and approved by the Board."
- Part 3 Committees 3.1.1.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.
- Part 3 Committees - Section 2 – Board Affairs Committee 3.2.2.E Add:

  E. 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.

  F. 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~~

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~~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 if multiple ties (if three or more candidates are tied), all names go into the hat and the first 2 names pulled out will participate in the first coin toss, and continue coin tosses, in the presence of the tied candidates, for the final order of finish for said candidates. If there are fewer than 0.5 percent of valid votes separating the last successful candidate and the first unsuccessful candidate in the election, or less than 0.5 percent of vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.

F. Election Forums for Members

Arrange one or more election forums for members to attend to hear the candidates answer questions arranged by the ~~N&E~~ BAC Committee and questions from the members.

G. Election Results

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

2. 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.

- Part 3 Committees - Section 3 Fiscal Affairs Committee 3.3.2.G Add "To be knowledgeable of the adopted Strategic Plan and Five-Year Capital Plan to ensure that all planned capital projects comply with these plans."
- Remove Section 4 Planning & Evaluation Committee (3.4.2.B was added into Fiscal Affairs 3.3.2.F)
- Remove Section 6 Nominations & Elections Committee (3.6.2.A-C were added into Board Affairs 3.2.2.E)
- Part 5 Fiscal/Accounting 5.5.2 Policy "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 ~~P&E~~ FAC develops a recommendation of the Five-Year CIP, ~~to the Board of Directors for consideration during the annual budget approval process.~~

  ~~b. Staff presents the recommended Five-Year CIP and the Capital Budget to the FAC. The FAC develops~~ funding recommendations of the Five-Year CIP, and the Capital Budget to the Board of Directors during the annual budget approval process.

  b. 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 CIP and the Capital Budget."

Passed: unanimous

3. **Adjournment**

**MOTION: Walton moved / Johnson Seconded to adjourn the meeting at 3:05pm.**

**Passed: unanimous**

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

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