



MINUTES

BOARD OF DIRECTORS WORK SESSION

Wednesday, August 16, 2023, 2pm
West Center Auditorium / Zoom

Directors Present: Marge Garneau (President), Carol Crothers (Vice President), Bart Hillyer (Secretary), Jim Carden (Treasurer), Barbara Blake (Assistant Secretary), Nancy Austin, Kathi Bachelor, *Beth Dingman (*left at 3:23pm*), Steve Gilbert, Bev Lawless, Joe Magliola, Richard Sutherland, Scott Somers (non-voting)

Staff Present: David Jund (Facilities Director), David Webster (CFO), Natalie Whitman (COO), Kris Zubicki (Member Services Director), Karen Miars (Administrative Assistant)

Visitors: 17 (includes staff)

AGENDA TOPIC

1. Call to Order / Roll Call

Work Session Called to Order at 1:59pm by President Garneau. Secretary Hillyer called the role.

2. Amend / Approve Agenda

MOTION: Director Hillyer moved, Director Bachelor seconded to approve the Agenda.

Passed: unanimous

3. Update Committee Responsibilities

CEO Somers recapped the process to date in bringing before the Board the proposed changes to CPM Part 3: Committees, Section 1-7 for review. These proposed changes will be brought before the Board for approval at their August 23, 2023, Board Regular Meeting.

When reviewing Committee descriptions some factors considered were:

- Purpose of Committees
- Committees are advisory to the Board, do not take the place of the Board, and do not take the place of staff
- Many Committee responsibilities in the CPM have decreased due to staff responsibilities
- During the May Retreat the facilitator led a discussion focusing on whether all the Committees are needed and serve the needs of the Board

The following are Board consensus changes to the redlines in Part 3: Sec. 1-7 to go to the Board for approval on August 23, 2023:

SECTION 1 - GENERAL

- **3.1.1.M:** Add “except for closed meeting materials” at the end of the first sentence, to read “All materials for the Committee meeting will be available online three (3) business days before the meeting except for closed meeting materials.”

SECTION 2 – BOARD AFFAIRS COMMITTEE

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

3.1.1 Change to 3.2.1: Add “To the extent possible” and delete “the Chairperson, who shall be a Director, and.” Revised sentence reads “To the extent possible, the Board Affairs Committee shall consist of GVR members who should have knowledge of Corporate Bylaws and Policies.”

SECTION 2 – GVR CLUBS

- No changes made to Section 6.2.1 and 6.2.2.

SECTION 3 – FISCAL AFFAIRS COMMITTEE

- No changes made.

SECTION 4 – PLANNING & EVALUATION COMMITTEE

- **3.4.2.A:** Remove “evaluate,” add “the” in front of “capital projects,” add “for the capital improvement plan” after “capital projects.” Revised sentence reads “Meet quarterly, or as necessary, to review and recommend the capital projects for the Capital Improvement Plan to the Board, per the CPM.”

SECTION 5 - AUDIT COMMITTEE

- **3.5.1:** Add “To the extent possible” at the beginning of the sentence. Revised sentence reads “To the extent possible, the Audit Committee shall consist of two or more GVR members who should have knowledge of financial reporting and internal control procedures.”

SECTION 6 – NOMINATIONS & ELECTIONS COMMITTEE

- **3.6.1:** Add “To the extent possible” at the beginning of the first sentence in paragraph 1. Revised sentence reads “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.”

SECTION 7 - INVESTMENTS COMMITTEE

- **3.7.1:** Add “To the extent possible” at the beginning of the sentence. Revised sentence reads “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.A.5.b:** At the end of the sentence, change “CEO” to “Board President.” Revised sentence reads, “An Investment Management Contract for each IM/IA hired by GVR as signed and implemented by the GVR Board President.”

4. Security Cameras

President Garneau opened the discussion on Security Cameras.

Highlights from the discussion include:

- Fewer cameras focused near women’s locker rooms at a less expensive cost.
- Approve of the cameras in the buildings; biggest concern is cameras in parking lots; would like to see placement of cameras to see if they will cover all entry and exit doors.
- Reminder: Staff and experts will analyze the placement, visual range and coverage, not the Board.
- GVR is at risk of a lawsuit and really doesn’t have a choice as to whether to have cameras.
- Reminded Board if GVR goes with fewer cameras it is not a cost savings as would still need computer support for fewer cameras.
- Cameras are a one-time cost, majority of members voting on the survey want cameras, and liability issues need to be considered.

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5. Membership Change Fee

Director Bachelor introduced this topic, referring to the CPM, the Articles of Incorporation, and her letter included in the Meeting Book.

Member Comments:

- Board reminded if they own multiple properties and would gain by any action by the Board, they need to recuse themselves from the discussion.
- Would like to see the Board vote in favor if you move from one primary house to another, no matter how many houses you own, you get the Membership Change Fee refunded.

6. Adjournment

MOTION: Director Carden moved, Director Hillyer seconded to adjourn the meeting at 4:25pm.

Passed: unanimous

DRAFT