



AGENDA

BOARD OF DIRECTORS SPECIAL MEETING

Wednesday, March 26, 2025 – 10:30am

West Center Auditorium / Zoom

*Code of Conduct

Directors: Kathi Bachelor, Dave Barker, Barbara Blake, Candy English, Marge Garneau, April Hasson Hillard, Bart Hillyer, Nellie Johnson, Bev Lawless, Steve Reynolds, Lanny Smith, Scott Somers (non-voting)

AGENDA TOPIC

- 1. Call to Order / Roll Call – Establish Quorum – (President)**
- 2. Amend/Adopt Agenda**
- 3. Action Items**
 - A. Nominations and Elections of Board Officers (President)
 - B. Discuss Annual Calendar (Newly Elected President)
 - C. Discuss Structure and Selection of Committee Chairs and Committee Members (Somers)
- 4. Member Comments** - Regarding Consent Agenda and/or Non-Agenda Items. Speakers are asked to provide their name and GVR member number. Please limit comments to two (2) minutes.
- 5. Adjournment**



Green Valley Recreation, Inc.
Board of Directors Special Meeting
Election of Board Officers

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: March 26, 2025

<p>Originating Department: Administration</p>
<p>Action Requested: The Corporate Policy Manual (CPM) includes Part 2: Board of Directors, Section 2 – Officers Election. The procedure in this section of the CPM will be followed at the March 26, 2025, Special Meeting for electing the Board Officers for 2025-2026. The six offices include: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer. The election will take place in the order of office listed.</p> <p>Bylaws Article VII, Section 3 – Election of Officers gives a description of the four officers positions: President, Vice President, Secretary and Treasurer.</p>
<p>Strategic Plan Goal: Goal 5: Provide sound, effective governance and leadership for the corporation.</p>
<p>Attachment:</p> <ol style="list-style-type: none">1) CPM Part 2: Board of Directors, Section 2 – Officers Election2) Bylaws Article VII, Section 3 - Election of Officers

SECTION 2 - OFFICER ELECTIONS

2.2.1 General

- A. Election of Board Officers will be done by secret ballot. This is applicable to both the nominating ballots and the electing ballots.
- B. Nominations from the floor will not be accepted.
- C. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.
- D. The current President, or in his/her stead, the CEO shall administer the election until the new President has been elected.

2.2.2 The Nominating Ballot

- A. The President will ask that nominating ballots be distributed to each Director.
- B. Each Director receiving a vote is nominated for that office.
- C. A nominating ballot cannot take the place of an electing ballot.
- D. Directors may nominate themselves for any Board office.
- E. Nominees must verbally indicate their willingness to serve before the electing ballot is distributed.
- F. The Chair will announce the names of the nominees and the number of nominations each received prior to the distribution of electing ballots.

2.2.3 The Electing Ballot

- A. A nominee is considered "elected" if he/she 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.

Bylaws

ARTICLE VII — OFFICERS AND CHIEF EXECUTIVE OFFICER

Section 3: Election of Officers

Officers shall be elected by a majority vote of the Board within thirty days after the Annual Meeting.

Section 4: Responsibilities of Officers

A. **President.** The President shall preside at all meetings of the Board of Directors and at meetings of the membership and shall carry out all orders and resolutions of the Board of Directors and shall sign all formal written instruments such as notes, leases, mortgages, deeds, and contracts other than recurring operational contracts which the Board by appropriate resolution has exempted from this requirement. Contracts signed by the President must receive prior legal review and Board approval. The President shall nominate chairpersons of the Board Committees, submit these nominees for Board approval, and in cooperation with the Chief Executive Officer, ensure effective work of these committees. In the absence of the President, the Vice President shall perform all the duties of the President. Should the Vice President also be absent, the duties of the President shall be performed by the Senior Officer present.

B. **Vice President.** The Vice President shall carry out duties as assigned by the President. In the absence of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of the President.

C. **Secretary.** The Secretary shall ensure that minutes are kept of meetings of the Membership and the Board of Directors. The Secretary shall cause to be given all notices in accordance with provisions of these Bylaws or as required by law. The Secretary shall see that all records of The Corporation are properly kept and preserved and that the names and addresses of all members of The Corporation are on file in the office of The Corporation. In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary.

D. **Treasurer.** The Treasurer shall exercise an oversight role of the financial affairs of The Corporation to ensure that financial records are kept in accordance with generally accepted accounting standards. The Treasurer shall ensure that timely, accurate financial statements are presented to the Directors and that the financial records of The Corporation are audited in accordance with the provisions of these Bylaws. In the absence of the Treasurer, the Assistant Treasurer shall perform all the duties of the Treasurer.



Green Valley Recreation, Inc.
Board of Directors Special Meeting
Discussion on Board Annual Calendar

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: March 26, 2025

Presented By: Scott Somers, CEO

Consent Agenda: No

<p>Originating Committee / Department: Administration</p>
<p>Action Requested: Hold a discussion on the proposed Annual Calendar for the Board of Directors meetings for March 2025 through March 2026.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: The annual calendar for the Board of Directors is approved at the first Regular Board Meeting following the Annual Meeting per Corporate Policy Manual (CPM) Part 2 Section 2.3.1.D.5. The approval of the Board Calendar is scheduled for April 23, 2025, Regular Board Meeting. Having a discussion at this Special Meeting will be beneficial to provide a Board calendar which reflects the Board’s goals and timeline for the coming year.</p>
<p>Board Options:</p> <ol style="list-style-type: none"> 1) Hold a discussion on the Board Calendar to have ready for the April Regular Board Meeting. 2) Postpone the discussion until the Regular Board Meeting in April.
<p>Staff Recommendation: Option #1</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) Annual Board Calendar with Board meetings.



BOARD OF DIRECTORS

Friday, March 21, 2025

2025-2026 MEETING SCHEDULE

(Tentative)

BOD Work Sessions / BOD Meetings

Date	Time	Loc	Agenda Items	Presenter
Wednesday, March 26, 2025	10:30am	WC/Zoom	Board of Directors Special Meeting	
Wednesday, April 9, 2025	9am-Noon	WC Room 2/Zoom	Board of Directors Orientation and LUNCH	
Wednesday, April 9, 2025	Noon	WC Room 2/Zoom	Board of Directors Special Meeting Approve Committee Chairs	
Wednesday, April 16, 2025	2pm	WC/Zoom	Board of Directors Work Session - Tentative	
Wednesday, April 23, 2025	2pm	WC/Auditorium	Board of Directors Regular Meeting	
Wednesday, May 14, 2025	2pm	WC Room 2/Zoom	Board of Directors Work Session - Tentative	
Friday, May 28, 2025	2pm	WC/Auditorium	Board of Directors Regular Meeting	
Wednesday, June 11, 2025	2pm	Room 2/Zoom	Board of Directors Work Session - Tentative	
Wednesday, June 25, 2025	2pm	WC/Auditorium	Board of Directors Regular Meeting	
Wednesday, July 9, 2025	2pm	Room 2/Zoom	Board of Directors Work Session - Tentative	
Wednesday, July 23, 2025	2pm	WC/Auditorium	Board of Directors Regular Meeting	
Wednesday, August 13, 2025	2pm	Room 2/Zoom	Board of Directors Work Session - Tentative	
Wednesday, August 27, 2025	2pm	WC/Auditorium	Board of Directors Regular Meeting Presentation - Quarterly Financial Report	Webster
Wednesday, September 10, 2025	2pm	Room 2/Zoom	Board of Directors Work Session - Tentative	
Wednesday, September 24, 2025	2pm	WC/Auditorium	Board of Directors Regular Meeting	
Wednesday, October 8, 2025	2pm	Room 2/Zoom	Board of Directors Work Session	

BOD Work Sessions / BOD Meetings

Date	Time	Loc	Agenda Items	Presenter
Wednesday, October 22, 2025	2pm	WC/Auditorium	Board of Directors Regular Meeting	
Wednesday, November 19, 2025	2pm	WC/Auditorium	Board of Directors Regular Meeting	
Wednesday, December 17, 2025	2pm	WC/Auditorium	Board of Directors Regular Meeting	
Wednesday, January 7, 2026	2pm	WC Room 2	Board of Directors Executive Session (Closed) CEO Evaluation	President
Wednesday, January 14, 2026	2pm	WC/Room 2	Board of Directors Work Session - Tentative	
Wednesday, January 28, 2026	2pm	WC/Auditorium	Board of Directors Regular Meeting	
Wednesday, February 11, 2026	2pm	WC/Auditorium	Board of Directors Work Session	
Wednesday, February 25, 2026	2pm	WC/Auditorium	Board of Directors Regular Meeting	
Wednesday, March 18, 2026	2pm	WC/Auditorium	Board of Directors Regular Meeting	
Wednesday, March 25, 2026	9am	WC/Auditorium	Annual Meeting	



Green Valley Recreation, Inc.

Board of Directors Special Meeting

Discuss Structure and Selection of Committee Chairs and Committee Members

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: March 26, 2025

Presented By: Scott Somers, CEO

Consent Agenda: No

<p>Originating Committee / Department: Administration</p>
<p>Action Requested: Discuss Committee structure and the selection of Committee Chairs and Members to the Committees.</p>
<p>Strategic Plan: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: Board Directors are eligible to serve as Chair of a Committee and serve as a member on a Committee or two. The Bylaws and Corporate Policy Manual provide the guidelines for this process.</p> <p>Board Directors interested in a Chair position will speak with the President. At the Special Meeting on April 9 the Board will approve the Chair positions provided by the President. After the approval of Committee chairs, the CEO, Chair and President will meet to discuss the applications from the members.</p> <p>Committee applications for the general membership are due by April 4.</p>
<p>Board Options:</p> <ol style="list-style-type: none"> 1) Review and discuss the structure and selection of Committee Chairs and Members. 2) Postpone discussion until April 9, 2025, Special Meeting.
<p>Staff Recommendation: Option #1</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) Bylaw Article VIII 2) Corporate Policy Manual Part 3 Section 1

ARTICLE VIII – COMMITTEES OF THE BOARD OF DIRECTORS

Section 1: Standing Committees

The Board of Directors shall establish the following Standing Committees: Board Affairs, Fiscal Affairs, Nominations & Elections, Planning and Evaluation, and Investments. The duties of the Committees shall be as defined within the Corporate Policy Manual. The Committees shall make policy recommendations to the Board of Directors for approval.

Section 2: Special Committees

A. Special or Ad Hoc committees may be established by the President from time to time to assume specific, short-term responsibilities. When established, the duties and responsibilities of the committee along with a deadline for its completion of assigned tasks are to be approved by the Board.

B. Audit Committee. The Audit Committee shall occupy an oversight role of the financial structure, internal controls, etc. of The Corporation with access to the books and records and the activities of Management and Staff personnel. The Chairman, a member in good standing, shall be neither an officer of The Corporation nor a member of the Fiscal Affairs Committee. The detailed duties and responsibilities are to be included within The Corporate Policy Manual. The financial records of The Corporation shall be audited following the close of each fiscal year by an independent auditing firm.

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. 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 Audit Committees.

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

All Committee meetings, subcommittee meetings and working session meetings are closed or open meetings at the discretion of each such Committee.

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, Directors shall inform the President of their committee preferences 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. 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.
- 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 set 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.