



## MINUTES

### Board Affairs Committee

Tuesday, May 14, 2024 - 1:30pm  
WC Room 2 / Zoom

**Committee:** Bart Hillyer, Chair, Carol Crothers, Beth Dingman, Ed Knop, Joe Magliola, Pat Reynolds, Lanny Smith, Gail Vanderhoof (arrived at 2:12pm), Jodie Walker, Marge Garneau (ex-officio), Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison)

**Absent:** Pat Reynolds

**1. Call to Order / Roll Call – Establish Quorum**

Chair Hillyer called the meeting to order at 1:30pm MST. Roll call and quorum established.

**2. Approve Meeting Minutes: March 12, 2024**

**MOTION: Knop moved / Smith seconded to approve March 12, 2024, Meeting Minutes as presented.**

**Passed: unanimous**

**3. Chair Comments:**

- Thanked everyone for volunteering to be on the committee.

**4. Business**

A. Tentative BAC Meeting Schedule: May, September 10, January 14, and March 11 – Possible November 12 if necessary

- The consensus of the BAC is to replace the September meeting with a meeting on August 13 due to many members being away in September.

B. Develop and Approve Committee Action Plan Based on Work Plan

**MOTION: Magliola moved / Crothers seconded to accept the wording on the Committee Action Plan and forward to the Board for approval at May meeting.**

**Passed: unanimous**

C. Discussion on Possible Bylaw Changes and CPM Changes to Consider

1) Review Bylaw Changes for the Ballot in 2025 or 2026

a) Article VIII Committees – Section 1 Standing Committees.

Possibly list the Standing Committees in the Corporate Policy Manual (CPM) only to allow the Board to have more flexibility with committees.

Broad options for committees are leaving it in the bylaws as it is; or leave the Board to establish committees removing the standing committees from the bylaws; or list a smaller number of committees in the bylaws and leave to the Board for Ad-Hoc or subcommittee.

The Committees are operational and advisory to the Board.

b) Article II Membership Property and Member: Membership Definition. The changes are needed for clarity and to eliminate ambiguity.

2) Review Proposed CPM Changes:

a) Part 2, Section 1 Governance: 2.1.1.C.1 Change Work Session to Orientation

**MOTION: Magliola moved / Dingman seconded to approve the word change from Work Session to Orientation in CPM Part 2 Section 1 Governance: 2.1.1.C.1 and move to the Board for approval.**

**Passed: unanimous**

b) Part 3, Section 6 Nominations and Elections Committee: Add 3.6.2.B.2 Regarding Tied Vote

**MOTION: Knop moved / Crothers seconded to approve the addition to the 3.6.2.B.3 which reads "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." Move to the Board for approval at the June meeting.**

**Passed: unanimous**

c) Removing Operations/Administration from CPM  
Staff will work on redlining the CPM for the August meeting regarding policy vs. operations.

A suggestion was made for BAC to look at the Major Capital Improvement Pilot Policy or look at another policy for Capital approval, along with Fiscal Affairs Committee (FAC) and the Planning and Evaluation Committee (P&E) due to the assumption the pilot policy as not been followed. It possibly could be a subcommittee from the Board and tapping members from the three committees mentioned to serve.

The discussion in regards to this policy included these highlights: This Board approved Pilot project has been approved to review for a year and it is too early in the year to make changes. Allow the process to work before making changes. Staff recognizes the financial situation due to the lower homes sales and is being fiscally prudent with the operations budget.

**5. Member Comments:** 0 comments

**6. Adjournment**

**MOTION: Walker moved / Magliola seconded to adjourn the meeting at 2:20pm.**

**Passed: unanimous**

**Next Meeting:** Tuesday, August 13, 2024, West Center, Room 2/Zoom, 1:30 – 3:30pm