



AGENDA

Nominations & Elections Committee

Thursday, October 10, 2024, 10am

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: Barbara Blake (Chair), Candy English, Brenda Stewart, Betsy Walton, Nanci Moyo (Administrative Supervisor/Liaison)

Agenda Topic

1. Call to Order / Roll Call - Establish Quorum

2. Approve Meeting Minutes: August 8, 2024

3. Chair Comments

4. Business

- a. Share the Future of GVR – Open House – November 6
 - 1) Flyer for Handing Out, Bulletin Boards, and Board Meetings
 - 2) Topics for Open House
 - a) Purpose of Open House
 - b) Roles of Board of Directors (Bylaw and CPM)
 - c) Knowledge Needed as a Director
 - d) Learning Curve, Challenges
 - e) Election Process
 - f) Roles of Committees – Committee vs. Board Work
 - g) Questions and Answers
 - 3) Survey

5. Member Comments

6. Adjournment

Next Meeting: Thursday, December 12, 2024, WC Room 2/Zoom, 10am-11:30am



MINUTES

Nominations & Elections Committee

Thursday, August 8, 2024, 10am
WC Room 2 / Zoom

Committee: Barbara Blake (Chair), Candy English, April Hasson Hillard, Betsy Walton, Nanci Moyo (Administrative Supervisor/Liaison)

Board Attendees: Kathi Bachelor and Carol Crothers

Visitors: 0

1. **Call to Order/ Roll Call – Quorum:** Chair Blake called the meeting to order at 10am MST. A quorum of committee members present.
2. **Approve Meeting Minutes:** March 14 and May 9, 2024
MOTION: Hasson Hillard moved / English seconded to approve the Minutes of March 14 and May 9, 2024, as presented.
Passed: unanimous
3. **Chair Comments:**
 - Asked the Committee members to talk to people about running for the Board of Directors and for Committee positions.
4. **Business**
 - a. Set the Record Date for the Board of Directors Meeting in October
MOTION: English moved / Hasson Hillard seconded to recommend to the Board of Directors the record date of January 27, 2025, and to be approved by the Board at the October 23, 2024, Regular Meeting.
Passed: unanimous
 - b. Candidate Informational Session and Survey
Highlights from the discussion on the Candidate Informational Session include:
 - Candidate Informational Session is November 6
 - Change the name of the Candidate Informational Session to Open House. Use "Shape the Future of GVR – Open House" – from the flyer Communication Team created.
 - There was discussion which emphasized the need for a leadership program to recruit and train committee members who may eventually run for the Board of Directors. The question was asked about who could put together this program. Could this possibly be added to the N&E? Staff will discuss with the CEO for direction.
 - Topics for the Open House: Begin with purpose of the Open House, Roles of committee members and Board Directors, learning curve, challenges,

committee vs. board work, knowledge needed for the task, election process. Ask Board Directors to address specific topics regarding serving on the Board, and then open up for questions from the possible candidates.

- The facilitator or MC will be Candy English.
 - Schedule October 10 for the next N&E Committee meeting to complete organization of the Open House.
 - Review the Recruitment Flyer. These will be placed on the bulletin boards of the center, given to committee members to share, put out during the Board meetings, GVRNow, eBlast, and put on the TV in the centers.
- c. Review Director Candidate Application
Consensus for two changes to the Director Candidate Application: 1) Remove "s" on communications to be stated "Board communication is handled through email and GVR website (Board Secured Site), and meetings can be via Zoom." This is the second box before question 1. 2) Change question 6 to read "What would you like to accomplish in the three years you are a Board Director?"
- d. Comms Plan, Recruitment Flyers and Other Documents
Reviewed the Communication Plan for Elections 2024, as an example. This helps the N&E understand what the GVR Communication Team does to promote the elections.

Include the Board of Directors job description at the Open House.

Staff will ask about the cost of radio spots for the recruiting candidates.

5. Member Comments: Comments made during the meeting.

6. Adjournment

MOTION: Hasson Hillard moved / English seconded to adjourn the meeting at 11:41am MST.

Passed: unanimous

Next Meeting: Thursday, October 10, 2024, WC Room 2 / Zoom, 10am-11:30am



TIMELINE: ELECTION, BALLOT, ANNUAL MEETING 2025

Candidate Applications available online year-round.

October 18, 2024, Friday	Eblast announcing Candidate Informational Session
October 23, 2024, Wednesday	Board of Directors Meeting: Set the Record date for January 27, 2025
November 6, 2024, Wednesday	10am Candidate Informational Session WC Room 2 (to provide potential candidates a chance to ask questions and receive information)
November 22 and 29, Friday	Send Eblast announcement the Board Applications are due December 19 at 4pm, Thursday
December 2, 2024, Monday	Candidate Applications Available
December 12, 2024, Thursday,	10am N&E Committee: Share draft and get approval of the Annual Meeting announcement and Ballot by N&E
December 19, 2024, Thursday	4pm Candidate application deadline <ul style="list-style-type: none">• Candidate eligibility verified
December 27, 2024, Friday	90 days to Annual Meeting - Submit the Candidate slate to the Board of Directors in Email/Membership in Eblast
January 2, 2025, Thursday	Petitioner Candidate Applications available
January 7, 2025, Tuesday	Draft Ballot to Attorney for review
January 14, 2025, Tuesday	Attorney reviewed draft ballot returned to staff
January 16, 2025, Thursday	4pm Petitioner Candidates Applications due and vetted by January 20, 2025. <ul style="list-style-type: none">• Petition deadline for Bylaws changes or Petition Board of Directors Candidates• Email notification sent to N&E Committee and Board of Directors• Not less than 60 days prior to annual meeting (Bylaws)• At least 60 days prior to annual meeting (CPM)
January 21, 2025, Tuesday	10am Board Candidate Orientation WC Room 2
January 22, 2025, Wednesday	2pm Board of Directors Meeting: Slate of Candidates announced

January 23, 2025, Thursday	Last day to withdraw candidacy and have name removed from ballot
January 24, 2025, Friday	60 days to Annual Meeting: Slate of candidates presented to GVR Members – eblast and media
January 27 – February 3, 2025	Candidate Interviews for Website
January 27, 2025, Monday	Record Date <ul style="list-style-type: none"> • Dues paid in full/Member Assistant Program (MAP)/Monthly plan set up to be able to vote • No more than 30 days prior to election (CPM)
January 27, 2025, Monday	All documents for candidates and bylaws turned in
January 30, 2025, Thursday	Vote-Now Documents Sent: Annual Meeting information insert and mailing list
February, 10, 2025, Monday	Notice of Annual Meeting/electronic voting instructions mailed via USPS to members
February 19, 2025, Wednesday	Notice of Annual Meeting / electronic voting instructions received by members via USPS <ul style="list-style-type: none"> • At least 30 days prior to annual meeting (Bylaws)
February 19, 2025, Wednesday	Membership voting begins
February 20, 2025, Thursday	4pm Candidate Forum – West Center
February 25, 2025, Tuesday	5pm Candidate Forum – West Center
February 26, 2025, Wednesday	Board of Directors Meeting
February 26, 2025, Wednesday	Candidate Meet & Greet after Board of Directors Meeting
March 13, 2025, Thursday	Voting deadline paper and electronic ballots 4pm <ul style="list-style-type: none"> • At least five days prior to annual meeting (CPM)
March 13, 2025, Thursday	Election results reported to GVR Corporate Secretary <ul style="list-style-type: none"> • At least two business days prior to Annual Meeting (CPM) • Corporate Secretary reports election results to Board President and CEO, notifies candidates and results are published in eBlast
March 19, 2025, Wednesday	Board of Directors Meeting <ul style="list-style-type: none"> • Directors provide staff with Committee Chair Requests • Orientation of New Directors
March 26, 2025, Wednesday	Annual Meeting of the Corporation <ul style="list-style-type: none"> • Within 90 days of year end (Bylaws) • Special Meeting after Annual Meeting to Elect Board Officers/Committee Chairs • Committee Applications Due



Shape the Future of GVR

**Come to the
Open House with Refreshments**

**GVR West Center Room 2
Wednesday, November 6
10am**

Meet current Board Directors and Committee members to learn about these important roles and discover how you can contribute to the community.

The GVR Nominations and Elections Committee is looking for enthusiastic members to volunteer to run for the Board of Directors or Board committees. Share your skills, knowledge, and ideas to help shape the future of GVR.

Questions?

Contact Nanci Moyo at NanciM@GVRec.org or call 520-838-0144.



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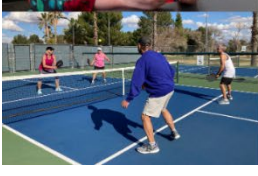
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Meet current Board Directors and Committee members to learn about these important roles and discover how you can contribute to the community.

Personal Information

Name: _____ Phone or email: _____

Volunteer Opportunities

Find the applications at GVRec.org, go to the Governance tab, and choose Election Information

Yes, I'll run for the GVR Board of Directors

Yes, I'm interested in being a GVR committee member

Please return this form to Nanci Moyo at NanciM@GVRec.org or call 520-838-0144.



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Information to Review for the Open House

GVR Bylaw

ARTICLE V — ELECTION OF DIRECTORS

Section 1: Term of Office

- A. The term of office of a Director elected by the membership shall be for three (3) years. Each year the term of office of three (3) Directors shall expire and three (3) Directors shall be elected for a term of three (3) years to succeed those Directors whose terms expire. No Director may serve more than two (2) consecutive terms including time served as an appointed Director. A former Director may be re-elected after one (1) or more years' absence from the Board.

ARTICLE VI — POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1: Powers and Duties

The Board of Directors shall have power:

- A. To call special meetings of The Corporation whenever it deems necessary or upon written request of one-tenth of the voting membership as provided in Article IX, Section 2.
- B. To take the following actions with the approval of a majority of directors in office:
 1. Appoint and remove, at its pleasure, all officers, agents and the Chief Executive Officer and prescribe their duties, fix their compensation and require of them such security of fidelity bond as may be deemed expedient;
 2. Establish initial fees, dues, and assessments and collect same; and
 3. Adopt annual operating and capital budgets which shall include a contribution to financial reserves consistent with Board policy.
- C. To adopt and publish rules and regulations governing the use of the properties and facilities owned by The Corporation and the personal conduct of all persons thereon.
- D. To exercise for The Corporation all powers, duties and authority vested in, or delegated to, The Corporation except those reserved to the members.
- E. In the event that any member of the Board of Directors of The Corporation shall be absent from three (3) regularly scheduled meetings of the Board of Directors in any one-year period, the Board may, by action taken at the meeting during which a third absence occurs, declare the office of said absent Director to be vacant.
- F. Any vacancy in the office of a Director shall, if possible, be filled by the unsuccessful candidate of the most recent Directors' election, who, of those willing to fill the vacancy, received the greatest number of votes. If none of said unsuccessful candidates is willing and able to serve, the remaining Directors by affirmative vote of a majority of the Board, shall elect a successor, who shall serve for the unexpired term of the vacant office.

Corporate Policy Manual

Part 2 Board of Directors

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 after the Annual Meeting and ends following the next Annual Meeting.
- B. The Board shall participate in developing, tracking, and maintaining a strategic plan to assist GVR in shaping its future. The Strategic Plan and accompanying annual Work Plan shall help drive a 5-Year Capital Plan for GVR. Towards that end, the following policies are an integral part of the plan:
 - 1. Annual Strategic Plan Review – Each year the Board shall review and approve an annual Work Plan consistent with the Strategic Plan.
 - 2. Integration with Programs and Services – The Strategic Plan, the annual Work Plan, and the 5-Year Capital Plan shall be provided to Board Committees, and GVR staff to facilitate and assist with, and support action items which pursue the fulfillment of plan objectives.
 - 3. Integration with the Budget Process – The objectives contained in the Strategic Plan and the 5-Year Capital Plan shall provide the primary basis upon which annual budget recommendations are made.
 - 4. Progress Updates to the Board – The 5-Year Capital Plan shall be a standing element report of Board and Board Committee meetings. Written status papers will be provided to the Board prior to the Board Orientation.
- C. The Board is responsible for governing in a manner that emphasizes strategic leadership rather than administrative detail. It is to be proactive in its decision making and maintain a clear delineation between staff and Board roles. In this spirit, the Board will:
 - 1. Review the responsibilities, powers, and duties of the Board annually at the Orientation after the Annual Meeting.
 - 2. Review and approve an annual budget and ensure proper financial controls are in place.
 - 3. Attend orientations, retreats, trainings, and conferences, etc. for continuing education for the role and responsibility of the position.
 - 4. Appoint a CEO and evaluate the CEO's performance on at least an annual basis. The CEO is the Board's only employee and the CEO is responsible for the staff.
 - 5. Seek CEO recommendations, suggestions, and proposals on matters that come before the Board.
 - 6. Focus on the intended long-term goals of the organization, not on the administrative or programmatic means of attaining these goals. The Board's connection to the operation of the organization is through the CEO, and all operational and departmental questions and issues shall be directed to the CEO.

7. Establish policies which address:
 - a. The products/services (needs vs costs vs member benefits)
 - b. Ethical and other boundaries for which the CEO shall be held accountable
 - c. Board roles and responsibilities
 - d. Board/CEO relationship
8. Value and honor differences and encourage diversity in viewpoints.
9. Adhere to practices of good governance; discipline itself as to attendance and meeting preparation; and support all policies approved by the Board. Individual Directors shall not undermine Board decisions.
10. Provide open and effective governance, represent the best interests of The Corporation and membership, and be accountable to the membership by competently, conscientiously and effectively executing its governing obligations.

SECTION 3 - MEETINGS

2.3.1 Board Meetings

- D. Board meetings, excluding Executive Sessions, are open to the general membership and shall be announced in all available GVR electronic and print media.
- E. A Board meeting occurs when a quorum, majority of Directors, convenes to consider or transact business.
- F. The Presiding Officer (President) shall preside at meetings of the Board. The Vice President shall preside at meetings in the absence of the President. In the absence of both the Secretary shall preside.
- G. Types of Board Meetings:
 11. Regular Meetings are the voting sessions when the Board takes official action. There must be a quorum of Directors at the meeting for action to take place. If loss of quorum occurs the meeting will recess until a quorum is established or postponed to another date. The Regular Meeting shall be held at least quarterly and generally on the fourth Wednesday of the month unless agreed upon otherwise.
 12. Work Sessions are not for taking action, but are for the Board to hear presentations, discuss matters, and listen to pertinent topics. Work Sessions do not require a quorum since official action is not taken. If a Director leaves during the meeting the Work Session may continue. The Work Session shall be held generally on the third Wednesday of the month unless agreed upon otherwise.
 13. Special Meetings may be called by the President, Vice President, or at the request of any two (2) Directors, due to special circumstances. Directors will be given two (2)

- days written (email) notification of any Special Meeting, followed by an agenda with the topic(s) once the meeting is set.
14. Executive Sessions will be closed to handle legal or personnel issues. Directors shall not disclose the information discussed in an Executive Session, but the Board as a whole may vote to make certain items public.
 15. A tentative annual meeting schedule shall be approved by the Board at its first Regular Meeting following the Annual Meeting.
- H. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.
- I. Directors vote to approve the agenda at the Board meeting. The agenda may be amended by a majority vote of Directors present. If during the approval section of the agenda a majority of Directors support removal of any item(s) it will be removed.
- J. A Regular Meeting agenda will include:
16. Consent Agenda - items of routine business that generally require no discussion by the Board or independent action. This is presented as one agenda item. Any Director may remove an item from the Consent Agenda and place it under Action Items during the Amend/Approve Agenda item on the agenda.
 17. Action Items – legal decisions, official positions of GVR, approve policy, and give direction.
 18. Committee Reports – presented by each Committee Chair.
- K. Board meetings shall not be adjourned until all agenda items have been considered, except by a majority affirmative vote of the Directors in attendance.

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 may speak for no more than ten (10) minutes 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.

- B. The President may debate, make motions and vote. All officers are Directors and therefore are subject to the same voting requirements described in A.4.
- C. GVR Members shall be permitted to address the Presiding Officer to provide input, subject to the following protocols:
 - 1. Member comments shall be addressed to the Presiding Officer and shall not address the actions of one or more individual Directors.
 - 2. No member may speak until recognized by the Presiding Officer. No member may interrupt another member while he/she is speaking.
 - 3. Members shall act in a courteous and civil manner. Any person making disruptive or threatening remarks or actions during a meeting may be barred by the Presiding Officer from further attendance at that meeting unless permission is granted by a majority vote of the Directors present.
 - 4. A member must identify himself/herself by name and provide his/her GVR number or GVR property address prior to addressing the Presiding Officer.
 - 5. Members are encouraged to provide written comments in addition to verbal remarks.
 - 6. Members may speak to action items being considered at each Regular or Special Meeting after all Directors have had an opportunity to speak to the issue and for no more than two (2) minutes, unless additional time is allotted by the Presiding Officer.
 - 7. Members may speak for no more than two (2) minutes on any GVR-related issue prior to the Consent Agenda and prior to adjournment of each Regular or Special Meeting, unless additional time is allotted by the Presiding Officer. This is an opportunity for members to provide comments but not an opportunity for members to engage in questions and answers with Directors or staff. If members have questions for the Board, they are encouraged to submit their questions in writing, preferably through the Board email at Board@gvrec.org.
 - 8. The Presiding Officer shall determine in his/her sole discretion that a member's conduct violates any rules of proper protocol for receiving member comments at Board meetings, the Presiding Officer may require the member to leave the meeting or move to recess or adjourn the meeting.

SECTION 4 - CODE OF CONDUCT

2.4.1 Board Code of Conduct

- D. The GVR Board commits itself and its members to ethical, effective and businesslike conduct, and to that end, Directors must abide by the following:
9. The Presiding Officer shall preserve decorum, and will determine points of order, subject to the right of any Director to appeal to the Board, and call to order any person who disrupts the orderly conduct of business at meetings including speaking without being recognized, exceeding designated time limits, failure to be germane to the issue being presented or use of vulgarities. The Presiding Officer will enforce order, prevent attacks on personalities or the impugning of Directors' or staffs' motives, and keep those in debate to the question under discussion.
 10. Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
 11. Directors must conduct themselves in a courteous, professional and businesslike manner at meetings and in their personal interactions with each other, GVR Members and staff.
 12. Directors may not accept any gifts or personal benefits, present or future, which could compromise, or give the appearance of compromising their independence of judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest, including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.
 13. Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
 14. Except as expressly authorized by the Board, Directors shall not attempt to exercise individual authority over GVR matters by doing any of the following:
 - a. Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
 - b. Communicating with the press concerning a GVR matter for or on behalf of GVR, without explicit consent from the Board.
 - c. Directors must not disclose confidential information addressed in an Executive Session or in a communication with legal counsel without the express authorization of the Board.

- d. Directors must be respectful of differing opinions of fellow Directors. Directors are expected to uphold duly-adopted Board decisions despite any personal disagreement therewith.
- 15. Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as Directors for purposes of indemnification:
 - a. Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR Director, employee, contractor or member; or
 - b. Harassing, threatening or attempting to intimidate a GVR Director, employee, contractor or member.

PART 3: COMMITTEES

SECTION 1 – GENERAL

3.1.1 Committees of The Board of Directors

- E. 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.
- F. 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.
- G. Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.
- H. 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.
- I. 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.
- J. 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.
- K. 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.

- L. 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.
- M. 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.
- N. Committees are not required to follow Robert's Rules of Order.
- O. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
- P. Directors may attend any Committee meeting, whether open or closed.
- Q. 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.
- R. Committee meetings will be open to all members, but may be held in closed session, at the discretion of the Committee or Subcommittee.

COMMITTEES

Audit Committee

Board Affairs Committee (BAC)

Fiscal Affairs Committee (FAC)

Investment Committee

Nominations and Elections Committee (N&E)

Planning and Evaluation Committee (P&E)