

BOARD AFFAIRS & BYLAWS COMMITTEE MEETING

Wednesday, July 14, 2010

9:00 a.m.

MSC Annex

GVR's Mission Statement: "To provide recreational, social and leisure education opportunities that enhance the quality of our members' lives."

IN ATTENDANCE: Ann Gillingham (Chair) Mike Kearns (Vice-Chair), Jerry Belenker, Joan Browning, Jim Ludwick, Linda Sparks

ABSENT: Joyce Bulau, Marge Garneau

STAFF: Anndrea Blackshear (Executive Director), Ginny Bilbrey (Executive Assistant), Kim Steinhilb (IT Manager), Allison Brown (Recreation Manager), Shelly Jackson, Karen Rans

OTHER DIRECTORS: Bob Barry

VISITORS: 2

It should be noted that the Board of Directors have decided to follow Roberts Rules of Order Article X, 59 wherein it states that the record of proceedings should state what was done, not what was said. Therefore, all Board and committee meetings will only reflect the action items and the result of the action. Therefore, these minutes will not include comments made by individuals.

- **Call to Order** - Committee Chair, Ann Gillingham called the meeting to order at 9:00 a.m.
- **Approval of the June 9, 2010 Meeting Minutes** – The minutes from the June 9, 2010 Board Affairs & Bylaws Committee meeting were approved as distributed.
- **Club Application for Volleyball Club** – Recreation Manager, Allison Brown advised that this group consists of three separate activities: 1) Sand Volleyball; 2) Water Volleyball; and, 3) Wallyball. She reported that these groups have been actively participating in their activities for years and have now decided to consolidate into a club. Total membership for the group at this time is 45 valid members. She stated that the groups have agreed to allow a small number of individuals to join their activity without being a club member. After brief discussion, Jim Ludwick made the following motion: **"I make a motion that we accept the application of the Volleyball Club to become a club status member with the proviso that there is no dedicated space."** Mike Kearns seconded the motion and it was **approved unanimously 6 – 0**. Gillingham stated that this will be forwarded to the Board of Directors for consideration.
- **Additional Review of the Corporate Policy Manual (CPM)** – Gillingham reviewed the following sections, which will also be displayed on the screen.
 - 1) **The Cover Page** – In the second sentence, change the word 'supplements' to 'supports.'
 - 2) **Section I - General** (Section 1-1 and 1.1) – In section 'B', delete 'Must' in the list of governing values and change all sentences to begin with the next word and add an 's' where necessary.

After discussion was held, Joan Browning made the following motion: **“I make a motion to accept Section 1 - General as amended.”** Jerry Belenker seconded the motion and it was **approved unanimously 6 – 0.**

3) **Section VI - Board/Board Committees** (Section VI-6 through 6.3).

Page 6. - B. Removal of Directors – Add the Arizona Revised Statute (ARS) number to both number 1 and 2.

Page 6.1 – 3. – The Code of Conduct adopted by the Board of Directors is as follows: After lengthy discussion, the committee determined that the first two sentences in #5 should be deleted and the third sentence in #5 should be added to #4. Therefore, #4 will now read as follows: *“Directors shall provide their reasoned positions on matters before the Board. Following a decision by the Board which puts a policy in place, Directors shall support the Board policy. The President or designed representative shall represent the Board on all official matters to the membership and the public.”*

After lengthy discussion, it was determined that the new sentence added to #6 will become a new #7 which will read as follows: *“Directors shall read and agree to abide by the provisions of the Code of Conduct.”*

Page 6.1 – C. Code of Conduct Violations – In #2, minor wordsmithing was done and it was determined to delete a portion of the last sentence. Therefore, #2 will read as follows: *“Because allegations of Code violations are considered to be personnel issues, all Board proceedings to investigate the allegations shall be conducted in executive session. The executive session shall be called as soon as possible to ensure that the allegations are resolved prior to any meeting in which the Board will conduct other business.”*

It should be noted that after the meeting, staff made minor wordsmithing changes to #'s 1 and #3 under the Code of Conduct Violations in order to be consistent with syntax. They are not identified in the minutes but you will see them in the revised copy that the committee members will receive.

Page 6.2 – D. Vacancies – After some discussion and suggested minor wordsmithing, it was determined that this section could not be changed since it is written exactly as the Corporate Bylaws are written and they cannot be changed.

Page 6.2 – E – Indemnification – This section was moved from the Risk Management Section VIII but belongs in this area.

After lengthy discussion, Linda Sparks made the following motion: **“I move that the Board Affairs & Bylaws Committee forward to the Board of Directors Section VI-Board/Board Committees as amended.”** Jerry Belenker seconded the motion and it was **approved unanimously 6 – 0.**

- **Non-GVR Members and Instructional Classes** – Brown advised that staff has been charged by the Planning & Fiscal Affairs Committee to find alternative ways to generate income for GVR. Committee members previously received a memorandum and recommendations from staff on this issue. Brown stated that some courses do not meet the required minimum and are forced to be cancelled and GVR also continues to receive requests from non-members with interest in taking classes. She assured the committee that GVR members would have the first opportunity to register for the classes and non-members would not have access to facilities other than the specific class they had registered for. After discussion and comments by the committee, they agreed to approve implementation of this on a trial basis in the fall of 2010. At this time, Linda Sparks made the following motion: **“I move to accept the**

proposal and send it to the Planning & Fiscal Affairs Committee on a trial basis beginning in the fall/winter of 2010.” Mike Kearns seconded the motions and it was **approved unanimously 6 – 0.**

- ***General Public Ticket Sales and Special Events*** – Brown advised that this is another area that staff is recommending enforcing as a way to generate additional income. She reported that after reviewing the history of General Public (GP) sales at concerts, staff is recommending that Special Events should also be open to non-GVR members. GP sales usually equal 7% – 10% of the total sales of a concert. The price for GP tickets are usually \$4.00 higher than a guest price of \$2.00 a ticket. She noted that it is not uncommon that \$300 - \$450 is generated in additional revenue from GP ticket sales per concert. Brown explained the details of the sales, which was outlined in a memorandum previously provided to the committee members. After lengthy discussion on this issue, the pros and cons for seating priorities, and the reaction that may occur from GVR members, Mike Kearns made the following motion: **“I move to approve the proposal as outlined in the memorandum dated July 7, 2010 on a trial basis through April 2011.”** Jim Ludwick seconded the motion and it was **approved unanimously 6 – 0.**

- ***Facility Rentals for Outside Organizations*** – Brown stated that GVR previously allowed commercial entities to rent GVR facilities, but it was discontinued due to complaints from various GVR clubs that rooms were not available for their use. She advised that staff benchmarked 12 organizations to find out how they handle this issue. If this issue was to be approved, she cited the following guidelines and procedures:
 - The priority listing would not be affected and reservations would continue to be made as outlined in the Corporate Policy Manual.
 - An additional group would be added, titled “Commercial Reservations,” which would be accepted approximately six months prior to the requested date (or after reservations have been made for the higher priority listings).
 - Only major centers, with the exception of Canoa Ranch, would be available for commercial rentals.
 - We would establish a commercial rental rate that is at least 100% higher than the non-profit.
 - Staff recommends also modifying rates for members, so that they pay a lower fee than non-profit groups (20% less for example). This would mean three tiers (Tucson Parks and Recreation is structured this way).
 - Commercial groups would sign an indemnity agreement as non-profits currently do; however insurance will be required.
 - Fees and paperwork will be due 10 business days prior to the reservation or it will be cancelled.

After discussion, it was determined that since this would require a rewrite of the Facility Reservation section in the Corporate Policy Manual, the committee would approve it as a means for potential additional revenue, but would prefer to see the established guidelines before the implementation of the change. Therefore, Joan Browning made the following motion: **“I move to accept the proposal as presented for further study.”** Mike Kearns seconded the motion and it was approved **unanimously 6 – 0.**

- ***Member’s Comments*** – None.

- ***Next meeting date*** – The next committee meeting is scheduled for **August 11th at 9:00 a.m.** in the **MSC Annex.**

- The meeting adjourned at 11:25 a.m.

Approved by:

Ann Gillingham, Chair

Date