

**Notice of Public Meeting of the  
Executive Committee of the  
Board of Directors of the  
Arizona Historical Society**

*Mission: Connecting people through the power of Arizona's history.*

Pursuant to A.R.S. §38-431.02, notice is hereby given to the members of the Arizona Historical Society and to the general public that the Executive Committee of the Board of Directors of the Arizona Historical Society will hold a meeting, open to the public, on **Friday, September 7, 2018, at 10:00 a.m.**, at the **Arizona Historical Society, Arizona Heritage Center at 1300 N College Ave, Tempe, AZ 85281 in the Director's office.**

**MINUTES**

1. Call to Order – Chair, Voie Coy

Meeting was called to order at 10:03 a.m.

2. Roll call – Chair, Voie Coy

Bruce Gwynn and Voie Coy were present in person; Kelly Corsette and Dolly Patterson joined by phone. Jeff Horwitz was absent. Kelly Corsette left the call at 10:58 a.m.

3. Call to the Public – Consideration and discussion of comments from the public. Those wishing to address the Board need not request permission in advance. Presentations will be limited to five minutes. Action taken as a result of public comment will be limited to directing staff to study the rescheduling of the matter for further consideration and decision at a later date.

Chairman Coy called for questions from the public. There were none. Two AHS board members, Leonard Marcisz and Michael Wade, were present as guests. Mr. Wade was asked to make a presentation about evaluating the Executive Director. Bill Garbarino, Chair of the AHS Governance Committee, joined the meeting via phone at 10:28 a.m.

4. Discussion and recommendations, if any, regarding Executive Director's performance evaluation instrument.

Chairman Coy asked Mr. Wade to make a presentation, noting that Mr. Wade had been asked to prepare recommendations on a performance evaluation for the Executive Director. Mr. Wade thanked the Executive Director for all of the evaluation samples. He then stated that he was not requesting a detailed decision regarding the performance evaluation approach at the meeting. Mr. Wade presented a review process, beginning by giving a macro-view of a policy governance model that was developed at the request of Chairman Coy, which would also be going to the Board of Directors. That model can also reduce the number of board meetings, shorten the board meetings, and give the Executive Director greater room to manage the operations of the organization. The board could be refocused on its main job, which is to set policy. Mr. Wade noted that the current bylaws make a clear distinction at the beginning between the role of the board and that of the Executive Director, but then go on to blur that distinction by establishing various board committees that clearly operate within the Executive Director's territory. He cited the recent discussion on membership which took place at the August board meeting in Flagstaff as an example of a topic that should clearly be handled by the staff. With regard to how this model would affect the Executive Director's performance evaluation, Mr. Wade noted that the Board will set certain goals they want the Executive Director to achieve and will set some executive limitations to set parameters about things they want the Executive Director to avoid.

Clearly delineate the responsibilities of the Board and the Executive Director. This would streamline the way AHS does business. Clarify who does what and then periodically monitor that. Board should receive periodic updates on progress towards goals. Board needs to create a policy manual. The board represents the people of Arizona. If disagreements as to interpretation of board policies arise, a “reasonable person standard” should be used to address them. Board is the final arbiter if there are differing opinions about reasonable interpretation of a policy. Mr. Wade also recommended that the evaluation make a distinction between lag measures and lead measures. Goals are lag measures. They are helpful, but by the time you get them, they are obsolete and can’t be remedied. Lead measures are the actions that are designed to achieve the goals. Progress reports – include both the progress made toward the goals and the actions taken to achieve goals. Lead measures are the purview of the Executive Director. Although the board will receive information on the lead measures, unless an executive limitation is crossed, the board should not comment on those measures simply because a board member feels a better approach could be taken. Sometimes the Executive Director may try things that don’t work out and that is fine, provided those things are within the boundaries of the executive limitations. A benefit of the lead measures is that they will produce the development of a “knowledge bank” regarding how things are accomplished at AHS. Executive Director represents and speaks for the staff. The board president is the “first among equals” on the board. Chairman Coy is adding Mike Mignella, an attorney in Phoenix, to the governance committee. As per the bylaws, the Chairman must make the appointment to the committee because this individual is not a current board member. Mr. Wade’s proposal will be presented at the next Board meeting and the feedback of the Board will be considered by the Executive Committee. Mr. Wade noted that the Governance and Policy Committee, Chaired by Judge Garbarino, will be doing most of the heavy lifting on policy development, but that the full board should not conclude that it will have little to do under the policy governance model. He stated that the full board will have many policies to adopt and modify. Judge Garbarino noted that several bylaws changes would be required.

5. Discussion and recommendations, if any, regarding Attorney General’s Office informal opinion regarding August 3, 2018 Board meeting policy decision.

Chairman Coy read a portion of a letter from the attorney general’s office (an informal opinion) regarding the policy passed at the August 3, 2018 board meeting regarding free admission passes. Must decide how to proceed based on the letter. Need to be universal in decision making. It was noted that the letter’s analysis made a distinction between items that are simply given and those that are given in recognition of or in exchange for significant contributions. Examples were cited of numerous volunteer hours and sizable amounts of money that had been given to AHS by support groups. Discussion ensued about how to document the gifts from AHS’s affiliate organizations. Chairman Coy instructed the Executive Director to implement the free admissions passes policy as passed on August 3, 2018 by the Board.

6. Discussion and recommendations, if any, about AHS Board members.

Discussion ensued about the idea of extending the number of terms officers could be elected to from two to three. Chairman Coy suggested going to the Governor’s Office to ask the Governor to make a change by Executive Order to stagger the terms of AHS board members so that 16 board members’ terms do not expire in one year. Chairman Coy asked for suggestions about how to approach the Governor about this. A suggestion was made to rotate 7 board members one year, 6 the next, 6 the next, 6 the next, and so on and so forth. Chairman Coy will make an appointment to talk with the Governor’s Office.

7. Discussion and recommendations, if any, about changing the date of the AHS annual board meeting.

Chairman Coy asked Judge Garbarino to write a policy proposal to move the annual meeting of AHS to April, exact day and time to be established each year by the board. The reason for this is to allow time for the legislative approval process of board members. This will be taken to the full board at the October meeting.

8. Discussion of statutes and bylaws regarding AHS governance and management.

Item 8 moved to the top of the agenda. Chairman Coy explained that Michael Wade was asked to set up an evaluation instrument for the Executive Director. That request prompted the need to clarify a couple of things. 1) The AHS is a State agency. Discussion has occurred in the past about AHS being a hybrid organization. Chairman Coy discussed the matter with Governance & Policy Committee members, Richard Shaw and John Lacy. AHS's not-for-profit status has to do with property. Regarding governance and management, AHS is a State agency. The Bylaws state that we are a State agency. Dr. Coy asked if there was anyone on the Executive Committee with a differing opinion. There were none. He stated that henceforth AHS would be known as a State agency. The board has the responsibility to hire, evaluate and terminate the Executive Director. The Executive Committee sets policy and the Executive Director implements the policies and that is how the Executive Director will be evaluated.

9. Adjournment.

Meeting officially adjourned at 11:15 a.m.

Dated this 7<sup>th</sup> day of September 2018.

Arizona Historical Society

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Voie Coy, Ph.D.

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