

**Arizona Historical Society, Governance Committee**

**Committee Meeting minutes, July 19, 2018**

**The Arizona Heritage Center at Papago Park**

The meeting was called to order at 11:00 by Chairman William Garbarino. Present at the meeting was Richard Shaw, Linda Whitaker, and Leonard Marcisz. Present by phone was Bruce Gwynn and Executive Director James Burns.

A call was made to any members of the public attending the meeting. None was heard.

The committee, being newly formed, did not have the minutes of the prior committee's meeting to approve.

Leonard Marcisz and Linda Whitaker, the workgroup assigned to monitor audit compliance, reported that his work group did not know how to proceed with their analysis of several aspects of the audit review because of the unknowns about the exact governmental status of the Arizona Historical Society (AHS) for audit purposes. Len posed the question of where AHS stands along the continuum of "pure" state agency vs. hybrid of public-private.

After a discussion of the history of AHS, it was determined that the work group assigned to undertake the collection and memorization of AHS bylaws, amendments, and policy considerations, should undertake a review of AHS's legal governmental status for audit purposes. The Executive Director reported he has reviewed all available AHS materials and found that updating is needed. Richard Shaw offered to share his policy documents with the Executive Director. The Executive Director in response to a query about the need for a review of the current AHS policy manual agreed to provide it to the Governance Committee and the Board of Directors by the first meeting in January, 2019.

Linda and Len agreed to provide the Board of Directors, through the report of the Governance Committee, a copy of the status and compliance assessment with the 2013 (13-13) audit report.

A request was made to the bylaw amendment work group for a bylaw amendment to render the current 'committee quorum (0)' bylaw more workable for AHS committees. The difficulty encountered by all AHS committees and all chapter committees trying to meet the Open Meeting Law was discussed.

A discussion revolving around the Memorandums of Understanding (MOU) executed during the Audit (13-13) and AHS support of the groups was discussed. Copies of the existing MOUs were distributed to the committee. A recent request by the Northern Arizona

Pioneers Historical Society (Ann Pollock, membership committee chairperson) to be granted passes for their new membership drive for new, and renewed members based on the level of membership was discussed. It was noted that the NAPHS membership application also referred to AHS membership. Linda and the Executive Director expressed concern about the economic aspect of issuing passes. Gwynn and Garbarino reminded the committee that their county support groups, YCHS and NAPHS, had raised \$200,000+ and \$150,000+ over the past several years and that the MOU's appeared to promise support from AHS in return for fund raising assistance from the support organizations. It was unknown what the other support groups had contributed to AHS, but it was assumed it was a sizeable amount and that any policy adopted by the Board encompass all support groups.

The Executive Director expressed concern that granting the passes may violate the Gift Laws of the State of Arizona. This concern was discussed, the consensus being that, for a number of reasons, there was no violation of the law and that if there was still a concern the deputy Attorney General charged with representing AHS should be consulted. Because of the rapidly approaching NAPHS membership drive, it was suggested that the matter be put before the Board of Directors at the August 3, 2018 meeting in Flagstaff for resolution. Linda Whittaker suggested that the passes be granted for a one year and that the matter be reviewed to see what its impact was on AHS.

A report from the Governance Committee will be prepared by combining the reports for each work group. Please forward your report to the chair before July 24, 2018 so that we can put the report together.

There being no further business, a motion to adjourn was made and the meeting concluded at 12:15.

William F. Garbarino ,