

**Arizona Historical Society
State Board of Directors Meeting
Saturday, November 17, 2018
Tempe, Arizona**

Board Members Present

Voie Coy, President, Northern Chapter
Kelly Corsette, Vice-President, Central Chapter
Bruce Gwynn, Secretary, Rio Colorado Chapter
Douglas Barlow, Greenlee County
Janice Bryson, At-Large
Thomas Foster, Eastern Chapter
Douglas Hocking, Cochise County
Robin Bradford, Gila County
Joe Abodeely, Pinal County
Robert Ballard, Mohave County
Charles Oldham, LaPaz County

John Lacy, Pima County
Leonard Marcisz, At-Large
Meredith Peabody, Yavapai County
Thomas Rose, Coconino County
Gregory Scott, Santa Cruz County
James Snitzer, Navajo County
Michael Wade, Maricopa County
Linda Whitaker, At-Large
William Garbarino, At-Large
Marshall Trimble, At-Large

Board Members Absent

Dennielle "Dolly" Patterson, Treasurer, Apache County
Patrick Lukens, Graham County

Philip "Jeff" Horwitz, Southern Chapter
Lorna Brooks, Yuma County

Staff Members Present

James Burns, Executive Director
David Turpie, VP Research & Publications

Susan Irwin, VP Library & Archives
Todd Bailey, Special Projects Coordinator

Others Present

Brenda Jackson, AHS Member
Samantha ?, Guest of Charles Oldham

Gwen Groth, AHS Member

Actions taken at this meeting:

- Lacy moved, seconded by Oldham to approve the Minutes of the October 5, 2018, Board of Directors meeting. The motion passed unanimously.
- Gwynn moved, seconded by Peabody to approve the consent agenda. The motion passed unanimously.
- Proposed bylaws changes were approved in the Governance Committee report. No motion required. Unanimously approved.
- Abodeely moved, seconded by Trimble, to present the slate of candidates for offices as proposed by the nominating committee to the general AHS membership.

Call to Order

President Coy called the meeting to order at 11:29 am.

Roll Call

Roll call was taken; Coy declared a quorum.

Discussion and action, if any, to approve the Minutes of the October 5, 2018, Board of Directors meeting

John Lacy moved, seconded by Oldham to approve the minutes of the October 5, 2018, Board of Directors meeting. The motion passed unanimously.

Call to the Public

Gwen Groth and Brenda Jackson, AHS members, introduced themselves and indicated they were attending to see AHS governance in action.

President's Report

President Coy tasked the Governance Committee with updating the board policies manual from 2006 to make it current. Following that, committees can add new policies to the manual. He hopes to have the policies done and in a manual by the next membership meeting in April. Michael Wade found a document about the chapter boards and their responsibilities. Kelly Corsette and the chapter boards worked on that document. President Coy indicated that he is not asking any committees to write any policies at this point in time. Michael Wade and Voie Coy put some materials together over the past month and sent them to the Governance Committee for review. The policy manual will define the role of committees. Governance Committee is asked to bring a draft of the policy manual to the January board meeting. Whitaker asked that non-policy-related materials be added to a board orientation manual, such as historical documents, white papers, etc.

President Coy referenced a letter from the Attorney General's Office and asked the Governance Committee to write a policy on gifting. All three attorneys on the board, Abodeely, Lacy, and Garbarino, agreed that the Society is in compliance with the State Constitution Gifts Clause. The policy should be that those questions come back to the Governance Committee. Abodeely suggested that an arbitrary nominal number be set as to what AHS can gift. Garbarino agreed.

There will be another membership meeting in April. That meeting will be combined with the Arizona History Convention. This gives Convention goers the opportunity to meet State Board members and vice versa. This meeting will take place in Prescott during the convention between April 11 and 13.

The next State Board of Directors meeting will be January 25. There will be a March 22 meeting as well. In April the meetings will be set for the next year from July 2019 to June 2020.

Consent Agenda

- a. Executive Director's Report (October).
Burns said his report is attached to the Board packet and will answer any questions. Marcisz asked a couple of questions about facilities issues at the Arizona Heritage Center in Tempe, which Burns answered to his satisfaction.
- b. Financial Reports.
President Coy indicated that Mr. Ponder was not present due to a death in the family. Garbarino asked a question about the look of the financials. Burns indicated that the absence of one page of the report was an oversight that would be corrected next month.

Gwynn moved that the consent agenda be approved as presented; Peabody seconded. The motion passed unanimously.

Governance Committee Report

The Sunset Audit summary document included in the Governance Committee report was commented on by Len Marcisz. Item 1.4 fundraising action plan. Peabody has been tasked with creating such a document. Item 1.10 MOU's with affiliated organizations. There is one outstanding MOU. Lacy is responsible for negotiating an MOU with the AZ History Convention.

Responsibility for compliance with the Open Meeting Law is assigned to the Secretary, Bruce Gwynn.

Lacy, Shaw, and Garbarino are responsible for Bylaws. Bylaws amendments, reflected in the redline changes, are ready for approval. No motion required. Proposed Bylaws with redline changes are in the report. All approved.

Amendments to the Bylaws of the Arizona Historical Society as presented to the Board of Directors of the Society at the regularly scheduled meeting of the Board on October 5, 2018:

Article VII OFFICERS

SECTION 6 Officer Term Limits

All officers shall serve for one-year terms, provided that all officers can be re-elected for two additional one-year terms ~~a second one-year term~~ to the same office. An individual who has served three (3) ~~two (2)~~ consecutive one-year terms immediately preceding the annual election as President, Vice-President, Secretary or Treasurer shall not be eligible to serve further in that position until two years have elapsed from the expiration of the third ~~second~~ term as President, Vice President, Secretary, or Treasurer.

Article X

MEETINGS

SECTION 1 Membership Annual Meeting

A. The Annual Meeting of the membership of the Society shall be held in Arizona in ~~November~~ April of each year or at such other date as may be fixed by the Board and notice provided to the membership.

SECTION 5 Quorums

C. ~~No quorum is required to conduct the business of other Board committees~~ A majority of serving members of the Board of Directors, or of individuals serving on any committee shall constitute a quorum.

Governance Policies – The committee reviewed looked over a policies draft that Wade and Coy drafted. Lacy then found existing policies from 20026. The new plan is to update the existing policies.

Strategic Planning Committee Report

Peabody reported that sub-committees have been appointed to create strategies, objectives, and tactics for the draft goals presented in the report for October 2018. The next step will be assigning responsibility, identifying the necessary resources, and developing a timeline. The committee hopes to have a draft plan for the January board meeting.

Community Outreach Committee Report

Bryson thanked Hocking for a great meeting in Tombstone. Gwynn noted how much the people in Tombstone were grateful that we visited. Bryson asked that Burns work with she and Corsette to develop a plan to present checks locally, including board members and legislators if possible.

Finance Committee Report

No report.

Membership Committee Report

No report.

Property and Building Committee Report

Rose said he is working on policy. He asked for policy format from Lacy. Wade asked about the Oroville property. Lacy said it was resolved, involving a trade with the Mormon church.

Items Scheduled for Board Discussion and/or Action

- a. Election of officers for 2019. Snitzer, nominating committee chair, will be contacting all board members whose terms are expiring to see if they are interested in renewing next year. Slate of officers for next year was presented – Voie Coy, President, Kelly Corsette, Vice President, Bruce Gwynn, Secretary, Meredith Peabody, Treasurer. Abodeely moved to present the slate as proposed to the membership. Marshall seconded. Motion passed unanimously.
- b. Board discussion and/or action, if any, regarding AHS Arizona Auditor General’s Report #1313. Presented during the Governance Committee report.
- c. Board discussion and/or action, if any, regarding the 2018 AHS Board of Directors Work Priorities. President Coy asked Corsette to monitor and propose the Board of Directors work priorities and the Executive Director’s work priorities. Abodeely asked how to present work priorities. Coy said to send the ideas to Corsette so it could be put on the agenda.
- d. Board discussion and/or action, if any, regarding the 2018 AHS Executive Director Work Priorities. Burns said everything is on track to be completed by the January board meeting.

Announcements and other matters for consideration at future board or committee meetings.

Garbarino handed out financials for the NAPHS. He expressed appreciation for the work that they do and the money that they raise. We should do everything possible to support them.

Abodeely expressed concerns about how we present Arizona history. He mentioned ASLAPR’s letter about “Arizona at War,” celebrating the 100th anniversary of World War I. This is the 50th anniversary of the Tet Offensive. The largest group of living veterans in Arizona are Vietnam Veterans. We should be talking about military history instead of the 5 C’s. AHS should be at the forefront of presenting Vietnam history.

Hocking made an announcement about the Fry Pioneer Cemetery in Sierra Vista.

Recess

President Coy called a recess at 1:09 p.m. and announced the need for an executive session of the full board to discuss personnel matters. He asked all non-board members to leave and reminded the Board that anything said in Executive session is not to be discussed outside the room.

Reconvene

Coy reconvened the meeting at 1:17 p.m. in Executive Session to discuss personnel matters. At 1:41 p.m. the Executive session was closed with a motion by Gwynn and second by Peabody.

Adjourn

At 1:42 p.m. the regular Board meeting was closed with a motion by Gwynn and second by Barlow.