

# **Minutes of Public Meeting of the Board of Directors of the Arizona Historical Society**

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

## **Minutes**

1. Call to Order – President Voie Coy

Meeting called to order at 12:13 p.m.

2. Roll Call – Recording Secretary. (5 min.) - Bruce Gwynn and Todd Bailey

Present: John Lacy, Leonard Marcisz, Lorna Brooks, Kelly Corsette, Doug Hocking, Bill Garbarino, Tom Rose, Janice Bryson, Linda Whitaker, Robert Ballard, Voie Coy, Meredith Peabody, Tom Foster, Jeff Horwitz Bruce Gwynn. By phone: Greg Scott, Dolly Patterson

Absent: Patrick Lukens, Michael Wade, Joe Abodeely, Doug Barlow, Marshall Trimble, Charles Oldham, Jim Snitzer, Robin Bradford

Staff present: James Burns, Susan Irwin, Yanna Kruse, Tawn Downs, David Turpie, Vanessa, Kim Bittrich, Todd Bailey, John DeGraff

3. Discussion and action, if any, to approve the Minutes of the May 31, 2019, Board of Directors meeting. (5 min.)

Gwynn moved to approve the minutes as presented; Rose seconded. All voted in favor of approval.

4. 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. (15 min.)

Members of the Public present: Pat Loven, Desiree Barquin, Gwen Groth, Charlotte Madden.

Statement read by Pat Loven, Northern Arizona Pioneer Historical Society / Riordan Action Network

Loven welcomed the group and expressed appreciation for the board visiting their museums. Loven presented a statement about an issue regarding a staff request to fund operating shortfall at Riordan Mansion in FY2018-19. She inquired as to what is required for requests. She also asked what is included in the budget of Riordan. Riordan Action Network was formed to keep Riordan Mansion from closing during the recession. A reference was made to the August 2019 Southern Chapter minutes asking about accounting for facility rental income. Kim Bittrich and Bill Ponder

clarified that these funds are not mixed, and that they are accounted for by location. All funds generated by Riordan Mansion stay with Riordan Mansion. The accounting is separate as per the operating agreement. Loven then announced that NAPHS received notification that they will receive \$9,000 from the Flagstaff Community Foundation for educational programming, 3x larger than has been given in the past. Dr. Coy indicated that the topics raised by Loven would be addressed in Executive Committee and with staff and that a report would be given at the next board meeting. Dr. Coy asked Dr. Burns to send out a written report to the entire board by the next board meeting. Dr. Burns responded that he would send a report with the August financials in September. Dr. Coy noted that the query was useful for uncovering a discrepancy in the Southern Chapter minutes, and that staff and the board Secretary would work with the Southern Chapter to correct the error. Discussion began, but the subject was tabled as it was raised by a member of the public and was not on the agenda. Report to be submitted prior to the next board meeting in October.

5. President's Report and Inquiries – President Coy. (15 min.)

Dr. Coy ceded his time to Desiree Barquin and Tom Rose to make a presentation about the membership plan that the Northern Chapter has been working on for the past couple of months. Tawn Downs thanked the Northern Chapter Board for all of their efforts to develop the membership plan. She suggested that they get to know Shelley, the new Outreach Coordinator.

Dr. Coy has attempted to contact the State Boards and Commissions about board appointments. Sixteen board members have terms that have expired; they are grandfathered in for a year. Appointments most likely will not happen until the legislature convenes again.

6. Consent Agenda: (5 min.)

- a. Executive Director's / Senior Leadership Report.
- b. FY2019 year end financials

Motion by Foster to approve the consent agenda as presented; Peabody seconded. No discussion. All voted in favor of approving.

7. Finance Committee report (including final budget), and board discussion and/or action, if any. **Note: Action Item - approval of 2019-2020 budget** (10 min.) - Meredith Peabody

Peabody asked Bittrich and Burns to present this year's budget, providing some additional context. Motion by Marcisz and second by Lacy to approve the FY2019-2020 budget. All voted in favor of approving.

8. Community Outreach Committee report and board discussion and/or action, if any, regarding the report. **Note: Action Item - small grants FY2020** (5 min.) - Janice Bryson and Tawn Downs

Bryson presented the committee recommendations for this year's small grants. There were three denials this year. Bryson spoke about the (re)certification

requests and the annual schedule for reviewing those. Peabody made a motion to approve the committee's recommendations as presented and Rose seconded. All voted in favor of approving. Irwin noted that \$4,000 of the funds for the small grants program came from the Arizona History Convention and a matching donor.

Bryson asked Downs to present a summary of the focus group findings and the committee recommendations for the certified museums program. The certified museums like their affiliation with AHS; use AHS as a resource; find staff to be very helpful. Generally positive feedback. There are opportunities to make the program more robust. AHS could take a larger role in being a resource for the certified museums. Promote them more actively and vice versa. Certified museums are interested in our History Labs. We have compiled a library of those and will be making them available to certified museums. Certified museums want to get together on an annual basis for some professional development. There are opportunities to work more closely with MAA and CAMA. Still need to discuss affiliate status and tiers for certified museums. We are encouraging certified museums to be stronger advocates on behalf of AHS as we will be for the certified museums.

Gwynn moved and Whitaker seconded to approve the community outreach committee's recommendations. All voted in favor of approving.

9. Sunset review report and board discussion and/or action, if any, regarding AHS Arizona Auditor General's Report #1313. (15 minutes) - Leonard Marcisz and Linda Whitaker

Items 9 and 10 were combined and an overview was presented by Marcisz. He referenced three documents in the board packet. Whitaker expressed concerns about AHS' collections management practices and the storage conditions. Collections is a big focus. Asking for support of this board to make accreditation as important as sunset review. Whitaker explained that sites and museums in all of our locations could be put up for accreditation together. She suggested that the memos in the board packet be circulated to Chapter boards and 501(c)3 boards and volunteers. Gwynn expressed that we need to seek (re)accreditation and that we need to stand up and ask for more money from the State for collections management and other needs. Horwitz expressed the need for plenty of communication, particularly with Southern Arizona. Convey that the process is meant to be inclusive, not exclusive.

Whitaker asked whether she and Marcisz could expand their work group under the governance committee or if they should be their own committee. She also asked if there could be non-board members on the committee (there can be). The board indicated support for getting more rather than less sites (re)accredited. Coy asked that Marcisz and Whitaker make a recommendation to the Governance

Committee about whether sunset review and (re)accreditation should remain a small work group or become its own ad hoc committee.

10. American Alliance of Museums reaccreditation report and board discussion and/or action if any. (15 minutes) - Leonard Marcisz and Linda Whitaker

See #9.

11. Governance Committee report on policies, and board discussion and/or action, if any, regarding the report and the process for updating the policy manual. (15 min.) - William Garbarino

Garbarino expressed that any board member could present a proposed policy for consideration and the Governance Committee would move that proposal forward to the entire board.

12. Policy amendment regarding the process for policy proposals. Board discussion and / or action, if any. - Kelly Corsette

Coy thanked the Governance Committee for their work in creating a policy manual; he also thanked Corsette, who volunteered to develop a process to quickly address issues and implement changes. Coy then provided context about how policies should be proposed and move through the process in a reasonable period of time. He also spoke about the policy governance model and the four different kinds of policies. Corsette presented a draft of an amended policy (#4 Policy Development process for board approval. Article 4.2, 4.2.1 - 4.2.3 for discussion but not a vote. Lacy expressed that Corsette's policy is moving in the right direction. There needs to be a methodology for bringing new policies up for consideration. Lacy suggested that any committee or member of a committee should be able to propose a policy or a change to a policy. It would be the President's responsibility to refer that proposal to the appropriate committee and have that committee coordinate with the policy and governance committee to bring the proposed policy or amended policy to the full board as expeditiously as possible. Lacy suggested a few revisions to the proposed policy amendment. Coy asked that the policy revision be sent out as soon as possible to the Governance Committee and that this go through the Governance Committee as expeditiously as possible. He directed Burns to circulate the recommended policy amendment to the full board as soon as possible after their meeting so board members may begin to proceed to follow the amended policy if they wish to do so prior to the discussion at the next board meeting. The amended policy will be voted on at the Wickenburg board meeting on October 25.

Rose recommended that the policy documents and the bylaws be aligned. Discussion ensued between Lacy, Corsette, Garbarino, Coy, and Rose. Rose asked for definitions on monies collected. Garbarino offered that the Governance

Committee will review the process for amending the bylaws at their next meeting. Garbarino asked Rose to forward comments.

13. 1107 Funds - Board discussion and/or action, if any regarding clarification on the quantity and documentation for distribution of chapter membership funds. (5 min.) - Tom Rose

Rose made a presentation. These funds were originally conceived of for specific chapter improvements; the funds are under the control of the Chapter Presidents. 21159 is the new actual number for the Chapter Funds. In the Bylaws they are described as 1107 Funds. Should amend the Bylaws and insert a definition of what these funds are for. Funds should be used for exhibitions, facilities improvements, or other things that only benefit the local sites. Those funds are now requested by a Vice President (that change needs to be made in the Bylaws – currently says Division Director). The local Chapter is involved in authorizing or declining to approve those expenditures. Have to follow State law on expenditures. Rose asked how much go into each of the sites' funds. Funds in excess of basic membership level (basic meaning individual or family) go to Chapters for their personal use at the sites as they wish.

Bittrich clarified the changes in Chapter funds over the years. Basic membership is \$50 for an individual; for families it is \$65. Peabody asked if we could look at a 5-year rolling average to be distributed annually rather than using the existing complex formula. Garbarino suggested that the issue be analyzed. Corsette, Peabody, Marcisz, Rose were appointed to a task force to work with staff to look at Chapter funds / membership and to make a presentation at the October board meeting. Coy directed Burns to appoint staff members to the task force as appropriate and to coordinate the meeting and report.

14. Bylaws Review - Discussion and / or action, if any regarding proposed bylaws changes. (5 min.) - Tom Rose

See #12.

15. Property and Building Committee report and board discussion and/or action, if any, regarding the report. (5 min.) - Tom Rose

Rose reported that the CIP meeting went well. Eric Gonzales did a great presentation, showing ADOA the poor condition of our buildings. Discussion ensued. No recommendations at this time.

16. Employee satisfaction survey board discussion and/or action, if any, regarding relevance and trends over time. (5 min.) - Tom Rose

Rose asked if the board had read the 11 years' worth of surveys that Coy requested Bittrich circulate. Discussion ensued regarding trends in employee satisfaction from 2007 to the present (with a couple of gaps noted). The statewide results were also included for comparison purposes. Results in 2019 showed decrease in satisfaction from the previous year, a trend that has continued over the past few years with the exception of the time period when the agency had an interim director. Rose asked what we need to focus on, financial problems or people problems? Whitaker spoke about a top-heavy age group and the lack of succession planning. At the time of the survey the staff turnover was hitting its peak. The number of people taking the survey generally increased over time but was 33 in 2019 – out of 48 positions. Horwitz suggested that we look at the survey next year and see what happens. There have been a lot of transitions in the past year. Garbarino suggested that the Executive Committee discuss this and come back to the board with an analysis. Corsette noted that Burns was hired to make changes and reshape the agency and hopefully make the organization more successful. The survey is a tool/guide to look at for improvement in the future. Dr. Coy indicated that it takes 18 months for behavior to change within an organization. Coy is going to call the Executive Committee to meet between now and the next board meeting to discuss a review of the executive director. Will do another evaluation in another 9 to 12 months. No further action at this time.

17. Announcements and other matters for consideration in future board or committee meetings. (5 min.)

Coy asked Burns to discuss the new required board and volunteer training, which covers ethics, harassment training, etc. All board members must take the training. Board should expect to receive an email from Melba Davis with instructions on how to access.

AHS License Plate Design – The “monsoon” design was the clear winner – with over 80% of the votes. More than 20,000 hits. Shared hundreds of times. 1,369 votes.

AZ History Convention will be at Casino del Sol, April 16 – 18, 2020.

Coy announced that Bill Porter passed away.

Doug Hocking is a finalist in the Will Rogers award. Also has a new book out.

Adjournment

Meeting adjourned at 3:10 p.m.

Dated this 26<sup>th</sup> day of August 2019.

Arizona Historical Society

W. James Burns

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W. James Burns, Ph.D.

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