

**Minutes 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.*

**Monday, October 19, 2020, virtual meeting.**

1. **Call to Order** – President Linda Whitaker

Meeting called to order at 12:01 p.m.

2. **Roll Call** – Bruce Gwynn

**Committee members present virtually** – Linda Whitaker, Bruce Gwynn, Robert Ballard, Kelly Corsette, Colleen Byron, Jim Snitzer

**Committee members absent** – Voie Coy, Tom Foster

**Staff present virtually** – James Burns, Bill Ponder, Kim Bittrich, Mel Davis

3. **Minutes** - Discussion and action, if any, to approve the draft Minutes of the September 21, 2020, Executive Committee meeting.

Gwynn moved that the minutes be approved as submitted; Snitzer seconded. All voted in favor of approving with the exception of Byron, who abstained not having had an opportunity to review the minutes. Snitzer complimented on doing such a good job on the minutes.

4. **Call to the Public** – Consideration and discussion of comments from the public. Members of the public wishing to address the Committee should identify their interest at this time via the chat box. Those wishing to address an item on the agenda will be called upon when that item is being discussed and given up to five minutes. Those wishing to address an item not on the agenda will be allowed up to three minutes. Such items may not be discussed by the Committee but may be directed to Staff for study and consideration at a later date.

Eileen Gannon present; declined to speak – present to listen.

5. **Executive Director Update**

a. AAM Reaccreditation– progress toward self-study

Answers to narrative questions are being completed this week and next. All required documents are in order. Two are in the final stages of formatting. Kim has started to input all of the data into the AAM portal. On track to be submitted by October 30. Whitaker asked about the disaster plan. Burns indicated that the disaster plan and code of ethics were in final stages of graphic design.

#### b. Sunset Review and Performance Audit

Whitaker and Byron will meet with Burns in November to update the tracking documents. There are still two outstanding findings that need to be addressed, one regarding collections management, and one regarding board oversight. There is also a board finding that needs to be revisited. Whitaker noted that Snitzer's committee is also reviewing the sunset findings again and that there may be other findings that need to be addressed again.

#### c. Strategic Plan – progress report

Burns reported that the tracking document was accessible on equipment at the Heritage Center and that the Heritage Center had no internet, so staff was working from home for the day without access to all electronic files. There are some objectives that have been fast-forwarded due to the pandemic, and others that have been slowed down. Strategic plan tracking currently happens in multiple formats: monthly leadership reports, key metrics, quarterly aspirational goals, committee reports, and in the fundraising and strategic plan spreadsheets (similar to the sunset review spreadsheet). Whitaker and Byron will review existing documents with Burns at a meeting in November to determine how best to present that information to the board on a regular basis to ensure reporting / oversight compliance per the recommendations of the sunset review findings.

#### d. Auditor General's Communications

Staff from the Auditor General's Office will make a presentation to the entire board on January 8, 2021. Whitaker noted that she, Ponder, and Burns, met with staff from the Auditor General's Office on September 22 to address a memorandum sent to them by the Friends of Arizona History. The meeting was held to address the role of the historical society relative to the thirteen factors used by the AG's office in sunset reviews. Based on the memorandum and comments by the AG staff, there is a fundamental misunderstanding of the term "rule-making." AHS is not a 'rules-making body' according to the State of Arizona. AHS is, however, expected to develop and enforce administrative policies, procedures that comply with the State.

Whitaker noted that one of the outcomes of the meeting was a better understanding of those factors. Not every state agency is subject to all thirteen factors based on their statutory authority. "Rules" as used and monitored by the AG's Office are made by agencies such as ADOT or corrections.

#### e. Reopening on October 13– COVID-19 Phased Plan

On October 13, the Arizona Heritage Center and Arizona History Museum reopened following a thorough review of their reopening plan by the Arizona Department of Health Services and with the approval of the Governor's Office. Visitation has been very low, consistent with what AHS staff hears from peer organizations around the country. The first couple of days there were no visitors; a couple of families came to the Heritage Center last Saturday.

f. Aggregated leadership Q42020 goals

Burns shared the quarterly VP aspirational goals for AHS with the committee. These goals are drawn from the strategic plan. He asked the Executive Committee if – and how – they would like those circulated. Whitaker directed that they be included in the monthly staff leadership report.

g. Fundraising

Burns reported that staff was reaching out to donors who have not been contacted in person during the pandemic. One such contact resulted in an unrestricted donation of \$10,000 from a family foundation.

h. Friends Board recruitment

No new board members were appointed at the October 15 meeting. There are invitations out to several prospective fundraising board members.

i. Communications with State Parks

Dialogue is ongoing between AHS Deputy Director and Parks communications and operations staff under the direction of Parks staff. Ponder reported that conversations have been cordial but not particularly productive. Parks has not shared plans from their perspective as to what will happen with Riordan Mansion State Park if the AHS board should decide not to renew the existing contract. AHS will continue to reach out to State Parks this week.

In a related matter, City of Tucson elected officials and staff have reacted much the same way with regard to Fort Lowell Park. AHS continues to field calls from individual members of the public and groups. They have been informed about status of communications with the City and when the AHS board will meet to discuss. We reinforce they should engage with City Council and Tucson Parks & Recreation Department.

AHS has contacted Wells Fargo Facilities to update them on the process with regards to the leased space for the Downtown History Museum. No response to date.

Whitaker asked about staff contacts with the City of Flagstaff and NAU. Attempts have been made by AHS staff to reach staff and elected officials at City of Flagstaff. This is an election year for a number of Flagstaff city officials. No one has responded to date. At NAU, the President announced plan to not seek contract renewal. Whitaker reported that an AHS Board member suggested staff call on prominent citizens in Flagstaff to boost local support of Riordan Mansion. This likely duplicates efforts already being made by Riordan Action Network and NAPHS.

j. Partnerships

Pathfinders – Ponder and Burns reported a positive meeting with the executive committee of the Pathfinders board. Discussed the working relationship, ways to improve. Staff reiterated commitment to doing what they need to do. Exhibitions plan was presented

and was met with a solid, positive sense of appreciation from Pathfinders at the meeting. They were appreciative of the information, especially the concepts for the exhibitions and how exhibitions would be handled going forward. Many specious rumors were dispelled. Staff received a message from someone who had said previously that he was resigning to say after the meeting that he was happy and would stay on the Pathfinders board and continue his membership. Follow-up communication has occurred to commit to continue to work with AHS to fulfill mutual missions. That message was sent to the Los Amigos group and the Friends of Arizona History in Tucson.

k. Compliance update – Melba Davis

Davis discussed volunteer management at the request of Whitaker and Burns. In her role as HR liaison for the agency (which covers paid and unpaid staff – volunteers), about two years ago Davis contacted ADOA HR to address some questions she had as someone relatively new to the agency. Upon arriving at AHS, she learned that the agency did not have a formal volunteer program in place. There was a localized program in place at Pioneer Museum in Flagstaff, adapted from State Parks.

Recognizing the need for compliance, Davis pulled policies and trainings from numerous State resources. She formed a committee that created a volunteer handbook explaining the state requirements and expectations for volunteers and staff. Davis and her committee solicited feedback from volunteers in Tucson, including longtime volunteers Linda Head and Sandy Chang. Based on their input, the handbook was updated.

The handbook training went well; it explains what volunteers can expect of AHS and what AHS expects of them. Includes rules for use of state property. Minimizes liability. No different from what any other State agency has implemented.

l. Annual Report Update

Burns reported the July 2019 – June 2020 annual report will be posted on the website by October 31, 2020 and will be distributed electronically to members. The annual report went all-digital in 2018 to control agency costs per finding in the 2013 sunset review.

## 6. State Board Update

a. Roster

Jeff Horwitz has confirmed that he is no longer on the Southern Chapter Board and has termed off the AHS Board. His name has been removed from the website.

b. Required orientation and training

A one-pager of roles and responsibilities and quick links will be distributed with the board meeting materials. These were developed for the new board member orientation that was conducted Oct 1, 2020.

## 7. Finance Committee

a. Report on financial view from 30,000 feet.

This report shows where AHS is right now. We've had more money come in from appropriations than we have spent, but this is due to vacant positions. It includes forecasting for end of 2022. There are many variables at play due to the recession and pandemic. Shows us trending down. At least \$147,000 is untouchable in

restricted funds. We need to drastically restructure, develop new funding model, or go out of business. Byron shared an analogy - adapt, migrate, or become extinct. Snitzer – We need to take action, swiftly, and to distribute a truthful but easy to understand presentation. Byron commended Snitzer on what he did with the 30,000 foot view. Suggested presenting the five numbers people really need to pay attention to. Reference back to that sheet. What is the cash burn rate? Byron: Can't just spend down to zero. There are expenses associated with ongoing care of collections and archival materials.

b. Discussion about role of chapters and 1107 funds.

Chapters all have multi-page agreements. There are differences between them. Snitzer put together a chart for comparison purposes. Agreements are non-operational. According to founding documents, 29 members representing Chapters should be on the Board per these agreements – which are now superseded by the new AHS enabling legislation / Governor appointed board. Lots of complicated arrangements not being followed by anyone. Charters say they will raise money, and they are not doing so.

Finance Committee meets tomorrow to review. Finance Committee will make recommendations on several financial issues. Recommendations will include, but may not be limited to, removing fundraising duties of chapters and eliminating revenue sharing from AHS to the chapters. 1107 funds are a source of conflict. Chapters and staff not on the same page about projects. Significant amounts remain unspent despite local needs.

Address who is in charge. Chapter members are there to support staff and receive direction from them. Board should ensure chain of command is in place and that it is respected; convey this to the chapter boards and the staff. Gwynn asked where the funds would go instead? Bittrich – they would fund the membership coordinator position as well as publishing the Journal.

What is the compelling reason for chapters? Whitaker noted this will come up when the Auditor General presents to the board at the January meeting. This is a baseline for the discussion. Auditor General's report gave options for addressing the problem; board has not acted. **Will be on the agenda for discussion only at the October 23 board meeting.** No action until sometime after the Auditor General's presentation in January. Gwynn – As the Rio Colorado chapter began fundraising they became more involved and invested. Ballard notes that he is aware of conflict among the chapters; it must be resolved. Byron noted there seems to be a loyalty among board members to their geographic locations and it seems they voted in favor of their local interests. If board members are beholden to their local chapter no action will ever be taken. Corsette commended Snitzer for all the work he did on the Chapter issue.

c. Review of materials for presentation at the board meeting: role of the treasurer and finance committee, financial forecasting, sunset review and performance audit findings relating to finances, and findings of research regarding the cost of state employees versus temporary employees.

- d. Snitzer reported that he updated the documents presented at the September Executive Committee meeting. Need to define the role of the Treasurer and the Finance Committee. Whitaker noted this may require Bylaws update. Reminded everyone of one-page document explaining cost of staff vs. temporary workers vs. volunteers. Sunset audit one-pager highlights findings that have financial implications. Financial forecasting one-pager is subject to shifting variables. We are spending a substantial amount of money on non-owned sites that are not even open.
- e. Recommends making investments in fundraising – important for long-term health vs. always focusing on whatever is ‘urgent’ at the moment. Ponder noted we need to “contract” with Friends for the capital campaign; we cannot transfer or gift those dollars to Friends. Snitzer acknowledged that distinction and will update Finance Committee recommendation to the board.
- f. Recommendation on timing of annual meeting – Finance Committee recommends having the annual meeting closely follow the release of the annual report – the last Friday in September. Whitaker asked Burns if this is possible. Burns indicated that finance and communications staff members had been consulted with and that the annual report should be available by mid-September in future years and that the last Friday of September should work for the annual meeting. It will give members a much clearer picture of the organization rather than doing so a year in arrears.

## **8. Old Business**

- a. Functional Committees – update and discussion

Whitaker is looking for committees to be productive. Holnback and Bauer have been appointed to the Buildings & Properties Committee due to their experience with historic properties and grounds. Whitaker met with Rose, who agreed he could use assistance on the committee.

- b. Status of nominating committee recommendations – update and discussion if any.  
Corsette, Ballard, Foster

Nothing to propose at this time. They will draft suggestions for consideration the next time Bylaws are addressed.

## **9. Announcements** and other matters for consideration in future board or committee meetings

- None

Adjourned at 1:55 p.m.

Executive Committee Schedule

November 16, 2020 - No meeting in December

AHS Board meeting dates and locations: January 8, 2021 (Virtual and Tempe)

Dated this 20<sup>th</sup> day of October 2020

Arizona Historical Society

A handwritten signature in black ink that reads "Linda A. Whitaker". The signature is written in a cursive style with a large initial "L" and a distinct "A".

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Linda Whitaker, Board President

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