Minutes - AHS Governance and Policy Committee - March 9 2021

1. Corsette called the meeting to order at 11:04 a.m.

2. Roll call

Members in attendance:

   ● Kelly Corsette
   ● Bruce Gwynn
   ● Tom Rose
   ● Richard Shaw

Staff in attendance:

   ● Bill Ponder

3. No members of the public were in attendance

4. Jan. 27 Governance and Policy Committee minutes

   a. Bruce Gwynn moved to approve; seconded by Tom Rose

   b. Motion passed unanimously

5. Chair update

   a. Corsette is serving as committee chair in an interim role until the board president determines who should chair the committee

   b. There was consensus among the committee to support the idea of naming the board vice president as the standing chair of the committee; Corsette will pass that suggestion to the board president

6. a. Revisions to the latest policy manual
a. The committee discussed proposed revisions to the Board Policy Manual to reflect recent board actions, specifically to properly note the change from local chapter management of 1107 funds.

b. Richard Shaw moved to:

   i. Strike current Board Policy Manual Section 5.3, and replace it with: “The Chapters will recommend nominees to represent the Chapter and Chapter-related counties on the State Board; foster positive relationships with the historical museums and organizations in their respective geographic areas; work with those organizations to promote Arizona history; advocate for the Society with local and private institutions; and fulfill outreach responsibilities designated by the State Board.”

   ii. Strike current Board Policy Manual Section 9 and replace it with a new Policy 9 regarding the Veterans Admission Policy.

c. The motion was seconded by Tom Rose and passed unanimously.

6. **b. Recommendations on AHS policies and bylaws regarding elections**

   d. The committee discussed proposed changes to the AHS bylaws regarding election of board officers as forwarded by a separate board working group.

   e. Bruce Gwynn moved to recommend to the board that the bylaws be amended as presented and amended by the committee’s discussion, specifically to reflect:

   i. Nominating committee will coordinate nominations for board officers and present a slate of candidates to the full board not later than 60 days prior to the annual meeting.

   ii. The nominating committee will work with staff to inform all AHS members (through the membership email list, for example) of the members’ opportunity to nominate a member of the board to serve in an officer role.

   iii. All nominations made “at large” must be received by the nominating committee 60 days prior to the annual meeting.
iv. Nominating committee will present the final slate of officer candidates to the board and to the membership 30 days prior to the annual meeting.

v. Public posting of the slate of candidates should be augmented by other member communications channels (email, for example) to further increase transparency.

vi. Officers are elected at the annual meeting

vii. The board will work with AHS staff on an appropriate method of holding the vote to ensure only members in good standing are participating.

f. The motion was seconded by Tom Rose and approved unanimously.

6. c. Recommendation on a board policy and/or bylaws provision regarding Board nominations and transparency.

g. The committee discussed the possibility of a board policy and/or bylaws provision addressing nomination of potential board members to the governor’s office.

h. Tom Rose moved to recommend to the board that the last bullet point of section 5.4 of the Board Policy Manual be amended to read:

i. The submission of the Society’s nominations for Board appointments in meetings with the Governor’s Office is the responsibility of the Society President and/or Vice President. Discussions on the merits or qualities of nominees and submission of recommended board members for consideration are solely a Board responsibility.

i. The motion was seconded by Bruce Gwynn and approved unanimously.

7. Announcements and identification of matters for consideration in future committee meetings.

- The committee discussed several matters to be placed on future committee agendas for discussion and possible action, specifically:
  a. After bylaws changes are made, the Board Policy Manual must be updated to ensure that the bylaws and policy manual are not in conflict.
  b. A board policy regarding volunteers and support groups.
c. A board policy providing an Open Meeting Law summary, which also speaks specifically to its application to the board as a whole, to working groups and to board committees.

7. Meeting adjourned at approximately 11:45 a.m.