

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

Agenda

1. **Call to Order** – President Linda Whitaker. Meeting called to order at 12:05 p.m.
2. **Roll Call** – Recording Secretary – James Burns (for Bruce Gwynn)

Board members present virtually: Robert Ballard, Deborah Bateman, DeNise Bauer, Wynne Brown, Vance Bryce, Colleen Byron, Kelly Corsette, Linda Elliott-Nelson, Tom Foster, Bruce Gwynn, Sharon Holnback, Richard Powers, Sherry Rumpy, Greg Scott, Jim Snitzer, Ileen Snoddy, Valerie Welsh-Tahbo, Linda Whitaker

Board members absent: Tom Rose.

Staff present: Rebekah Tabah Percival, James Burns, Bill Ponder, David Turpie, Kim Bittrich, Tawn Downs, Yanna Kruse, Debbie McKinion, Marilyn Murphy.

Guests present virtually: Trista Guzman-Glover, Gabee Lepore, Tuesday Elias

3. **Welcome and Introductions** – New board members
4. Discussion and action, if any, to **approve the draft Minutes** of the February 19, 2021, Board of Directors meeting.

Wynne Brown moved that the minutes be accepted as presented; Richard Powers seconded. All approved.

5. **Presentation by Governor’s Office of Boards and Commissions – Presentation regarding the board appointment process to be followed by Q&A –**

Tuesday Elias – Policy Advisor

Trista Guzman Glover – Governor’s Director of Boards and Commissions

Gabee Lepore – Governor’s Deputy Director of Boards and Commissions

Trista presented a slide presentation.

The Governor appoints more than 2000 individuals to over 200 boards and commissions. His appointing authority comes from State statute or executive order

- AHS’ board is covered by State statute. Who can serve?
- Applications are accepted through Governor’s Office website.
- When staff are interviewing candidates for positions, they are looking for:
 1. Strong experience on the issues addressed by the given board or commission.
 2. Someone enthusiastic about the opportunity.
 3. Professionalism.

4. Passion for public service.
 5. Someone who will take the time commitment seriously.
 6. Representation from all over the State.
 7. Different types of professions, perspectives and experiences.
 8. Diversity of all types
- Process
 1. Application
 2. Interview
 3. Recommendations to Senior Leadership and the Governor
 4. Criminal Background Check
 5. Appointment
 6. Senate Confirmation

Q: If the board wants to influence the confirmation, can they express their concerns?

A: It is the Governor's decision who to appoint. Generally, it is inappropriate for a board member to voice concerns over a potential appointee. Generally, boards don't weigh in on board appointments. An individual can express support for a potential appointee. State agencies typically don't weigh in on appointees or legislation. Board members could go to the Senate hearings to express support.

Q: Are reappointments subject to same criteria as new appointments?

A: Yes. Also, other applicants are looked at from the area who might also be interested in serving. Applying for reappointment is not a guarantee of reappointment. Applicants are re-interviewed.

Q: How do other State agencies handle this? Do they provide feedback on individuals?

A: They can. The Governor's office will look at anyone that a Board sends over as a potential candidate, but it doesn't guarantee appointment. Ultimately, the decision is up to the Governor, based on the criteria and who in the candidate pool is the best person for the seat.

The process and decision making are guided by State statutes. Boards and Commissions recognized that AHS has some bylaws that indicate the board nominating committee recommends candidates. Boards and Commissions staff are guided by State statute, not board bylaws or policies.

The remainder of the questions submitted in advance of the meeting related to AHS bylaws; Boards and Commissions staff declined to comment on those as the bylaws are the responsibility of the board.

Whitaker asked about AHS chapter boards, seeking clarification as to the process for those appointments. A: Chapters send names directly to Boards and Commissions; Boards and

Commissions has communicated to Chapters that they would like more than one name to ensure there is an opportunity to find the right fit for the Board.

Q: Bateman asked what was the impetus for wanting Boards and Commissions to weigh in on this process. Why is this coming up now?

A: Corsette responded that AHS bylaws outline a process that the board is supposed to use to provide names to the Governor's office. This portion of the bylaws was created when AHS transitioned from a self-appointed board to a Governor-appointment board in 2015. The board members recently appointed were the second round since the statute was changed. The bylaws are not aligned with the process as presented by Boards and Commissions. He clarified that the process was called into question not the people who were appointed.

Bateman recommended that the bylaws be aligned with the Boards and Commissions process as presented to the board and suggested that the Governance Committee make sure that AHS' bylaws match the State statutes.

Q: Whitaker noted that it has been stated that there was some kind of agreement from 2015-2016 regarding the appointment process. She asked Boards and Commissions staff what they could tell us about that.

A: The Governor's office doesn't mind getting recommendations for board members, but decisions will be made based on the applications submitted and the criteria defined above. They do look at suggestions that come from board and staff members.

Q: Whitaker asked if anyone who meets the criteria can apply for a board position.

A: Yes, anyone can apply. Chapters need to be certain that their candidates apply through the Governor's office website; otherwise they cannot be considered.

Q: Bauer: Does the legislature get involved in recommending appointees?

A: With AHS, that has not happened thus far.

Q: Gwynn: Is there a remedy to having a large number of board members term out at the same time?

A: Yes, we are trying to stagger terms so that not so many seats expire at the same time. Some of the dates have been adapted to spread out the appointments a bit more.

Q: Snitzer asked if a Chapter only sends one name, does Boards and Commissions automatically select that person? What if the Chapter does not send any names at all?

A: Sometimes a Chapter may recommend someone, but the person recommended doesn't apply through the website. Boards and Commission can't consider a recommended

candidate if they don't apply. They prefer to have at least 2 recommendations for a Chapter seat. They will consider those candidates based on the established criteria.

Boards and Commissions staff reminded AHS board members that if they are terming out sometime in 2021 or 2022, to please start sending in their applications now if they are interested in serving again. Staff prefers to have an abundance of applicants rather than not enough.

In closing, Boards and Commissions clarified that they do accept recommendations, but just because you have recommended someone, it doesn't guarantee appointment, and in the end, it is the Governor's decision.

Bateman: I have the shortest term of anyone; mine expires in November. Should I apply now and can I use the same paperwork?

Guzman-Glover: It's a result of trying to stagger the boards. And yes, you should reapply at any time.

Snoddy: I'm in the same situation.

6. **Call to the Public** – Consideration and discussion of comments from the public. Members of the public wishing to address the Board 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 Board but may be directed to Staff for study and consideration at a later date.

Whitaker recognized guests Leonard Marcisz and Janice Bryson. No comment from either.

7. **Summary of Current Events** – Brief summary of current events by the Board Chair, pursuant to A.R.S. § 38-431.02(K). The Board will not discuss, or act on, any current event summary. – Whitaker

No comments.

8. **Executive Director Summary** – Summary of written report submitted to board with update on goals, initiatives, opportunities, communications – Burns

Whitaker expressed her appreciation of the new report format and likes the stats at the beginning of the report.

Burns: Credit goes to everyone on the staff that contributes to the report.

Membership last month was up by 5 members. Mission reach was up by about 400 people.

Capital campaign update: Following a review by State procurement of all proposals submitted in response to the RFQ for a feasibility study the contract was awarded to the

Friends of AHS Inc., who will be working with a subcontractor. The budget for the feasibility study is \$98,000.

There is some relief funding available through the Shuttered Venue Operators Grant, administered through the Small Business Administration. AHS is eligible to apply for approximately \$410k. We currently have 9 vacant positions, and if awarded these funds would go to filling those positions so we can ramp up operations and get revenues back up.

We are starting to see an admissions bump at AHC and AHM, but we are heading into the summer months when those sites tend to slow down.

A new (virtual) Museum-in-a-Box just launched for K-2 students. This was developed as a way to reach classrooms during the pandemic. This is the first of several, and it includes a 30-page document with lesson plans. This particular Museum-in-a-Box is about water. It's a way for teachers to incorporate AZ history into their curriculum.

We are very close to vacating the Downtown History Museum and Ft Lowell. Downtown has some large artifacts to move and then we will be completely out. The City of Tucson has inspected Ft. Lowell and have determined that it is an unsafe structure and may have to be torn down. AHS artifacts will be moved out of the facility as soon as possible.

Burns presented a list of AHS' existing alliances and contracts at Whitaker's request.

Turpie, discussed the U of A Press partnership. Historically, AHS has had a publications department and produced various publications. With reductions in staffing over time, it became unrealistic to publish anything beyond the Journal. Turpie was asked to join the UA Press editorial board and that led to a discussion about the possibility of jointly publishing an Arizona history series. There would be a series editor, a scholar who is an expert in the field. Agreement negotiations are in process to outline the role of each organization.

Whitaker asked what the role of the AHS Publications Committee would be under this new agreement? Would the new agreement obviate the need for a publications committee? Turpie responded that the UA Press has their own rigorous vetting process, including an editorial board; all books are reviewed through the peer review process. Whitaker asked when the board might be called upon for input. Turpie responded that anyone can suggest authors/subjects to him but that those authors would still go through the UA Press vetting process. Whitaker asked if there would be a formal contract. Burns responded there will, and Ponder indicated that the contract would be sent to the two entities' respective Attorney General's Office representatives to make sure that statutory requirements are met.

Whitaker asked for self-introductions by the two newest board members: Valerie Welsh-Tahbo and Vance Bryce. Bryce's bio is on the website now, and Welsh-Tahbo's will be posted shortly.

9. **Sunset Review and Performance Audit** - Update and discussion regarding status of sunset review, meetings of task force, and finance committee and library, archives, and collections committee roles. – Whitaker

Whitaker addressed the 2013 sunset review findings. The status report demonstrates the actions being taken to address the previous findings. We have to demonstrate that we are making incremental improvements. We have accomplished a lot but there is still a lot of work left. In particular, we need to address contracts with support groups and collections management issues (storage, accessioning, deaccessioning, inventorying). Whitaker has recommended adding sunset review duties to some of the board committee responsibilities. Burns highlighted the new strategic plan tracking document, which tracks progress against goals in the board-approved plan. This is modeled after the sunset review tracking document, where we highlight recent updates in red. Sixty percent of the objectives in the plan have been accomplished in the first 21 months of a 60-month plan; the remaining objectives are going to be more time consuming to achieve. The sunset review spreadsheet and narrative were last circulated in January or February. We'll have an update again soon. Whitaker noted that it is important for the board to know what the committees of review are going to be looking to the board for oversight on to ensure the organization is moving forward as recommended in the last sunset review. The last sunset review occurred in 2013, and in 2015 AHS received a 10-year renewal of our agency. Whitaker closed by referencing 2018 comments made by former board president Coy after visiting with some legislators who underscored the agency's lackluster reputation and the need to address sunset findings.

10. **AHS Board Health**

- a. Status of appointments (board composition, transitional guidelines, implementation, transparency, and status. – Whitaker

This new cohort on the AHS board is the first real test of a Governor-appointed board, with several firsts for board members.

Whitaker discussed the lack of knowledge transfer between incoming and outgoing officers and committee chairs on the board. Nothing was codified about nominations when she became President, so she scheduled a meeting with Boards and Commissions to find out how the process works. A disconnect became apparent, revealing that everyone on the Board did not know that nominations can come from anywhere and that the application portal on the Governor's Office website is key to the process; if you don't apply through the portal you aren't even considered. The job of the President is to integrate people to the board and to provide a comprehensive orientation and determine the best committee placement. The eight-hour orientation is key to this process.

Whitaker addressed transitional guidelines, which recently surfaced and were circulated by former board member, Michael Wade. Whitaker researched AHS records to see if those were ever presented to a committee or the full board; no reference could be found. Seasoned board members had heard about the work, but never saw the documents. These documents have not been voted on by any committee, or the board at large. They are not bylaws or policies and were never presented for a vote. Whatever purpose they were

created for, they have outlived their purpose. These were transitional. But, the resurfacing of these documents has had a cascading effect because these were circulated widely, particularly with AHS Chapters. These were called bylaws and policies when they are in fact not. There was a threat of a lawsuit by chapter board members citing that the appointment process for this present board was illegal and unlawful. The same individuals went to the legislature's ombudsman stating that the appointment process was corrupted and violated. The material in question is moot. It is not in our best interests to try to adopt these guidelines now; six years is well beyond transition. These proposed guidelines were a way of subverting the intent of the Governor-appointed board process.

Discussion ensued. Bateman asked why these documents were surfaced? Whitaker declined to speculate, noting that it appears that a number of people thought that those guidelines were made part of AHS' bylaws. But, per today's presentation from Boards and Commissions, the statutes drive the appointments.

Snoddy observed that it was interesting when Boards and Commissions stated that anyone can apply to any board or commission. They keep the application on file so that if an applicant is not appointed to one board and another opportunity arises that may be a better fit, then they will contact those individuals about those opportunities.

Byron remarked that the process followed by Boards and Commissions is standard operating procedure for municipalities and counties in Arizona, and that this is the way things have been done for some time.

Whitaker closed by stating that this board has never been as strong or diverse as it is now, and it is only going to improve over time.

b. Status of committees (updated list) – Whitaker

Whitaker referred board members to the updated committee list circulated with the board materials, noting that the words in red are proposed language for the bylaws and policies, but not up for a vote at this time. She would like to add one position to the Executive Committee due to the volume of work regarding oversight and compliance.

The full board has not had the same orientation yet as the new board members. Committee chairs will play a role in future board orientations.

For executive, governance, and finance committees, sunset review tracking and compliance language is proposed. The nominating committee will be addressed later.

There are two proposed pilot committees – a technology committee, and an advocacy committee. AHS needs a budget for technology. She shared a link to an article by Joan Garry, "It's Time We Stop Treating Tech as Overhead," April 15, 2021:

https://blog.ioangarry.com/tech-as-overhead/?utm_source=ActiveCampaign&utm_medium=email&utm_content=Stop+Treating+Tech+As+Overhead&utm_campaign=Blog%3A+Tech+as+Overhead

We need to think more creatively about technology within the budget and our organization. What else should be thinking about? Who could we involve from the tech sector? We need a technology budget of \$150,000 - \$250,000 annually to support the mission driven work we do through AHS' virtual presence. Our staff has done an amazing job of creating virtual programs on a shoestring budget, but there is much more that we need to do. Whitaker asked new board member, Vance Bryce, to lead this pilot committee.

The advocacy committee will investigate what more we can be doing statewide with advocacy. Whitaker asked new board member, Sherry Rampy, to lead this pilot committee. Rampy has much experience with advocacy work.

11. Treasurer's Report. – Jim Snitzer, Bill Ponder, Kim Bittrich

a. March 2021 financial statements

Snitzer reported that his committee is trying to bring important issues to the board's attention. When the sunset review findings first came out, the organization did little to address them for a couple of years. That's why AHS has the reputation it has as an organization. We are now in a phase of increasing compliance, but there is still some work to be done. AHS is in transition. The biggest issue is managing our relationships, and our biggest customer is the Arizona State Legislature.

b. Presentation of financial overview and 'Feel the Burn'

Many steps have been taken to reduce our 'burn rate' and address the financial problems brought on by the pandemic and recession. We received a bequest during the pandemic, and the board made the tough decision of setting aside those funds for fundraising activities to invest in ourselves even though we were facing the closure of some of the facilities that we ran. The board made a conscious decision to deal with the issues separately.

Despite the large reduction in revenue during the pandemic, expenses have been curbed, and based on the year-to-date financials, we are projected to end the year about where we started. The burn rate has been reduced to approximately \$158,000 annually, an improvement of roughly \$50,000 since last month. The real burn rate is much higher because of the nine vacant positions; if we had filled those positions we would have had to shut down some of our museums long-term to stay afloat. The finances continue to improve.

12. Action Item Recommendations by the Governance Committee: Discussion and vote on items recommended by the Governance Committee from March 9, 2021 and March 12, 2021

Item 1: Changes to Board Policy Manual:

The Governance Committee recommends to the board to:

- A. Strike current Board Policy Manual Section 9 and replace it with a new Policy 9 regarding the Veterans Admission Policy, which should read:

Policy # 9 Title: Veterans Admission Policy Type: Board Governance Process
Adopted: February, 1 2014 Updated: January 17, 2020 Reviewed: December, 20 2019
There will be free admission to AHS museums for active and retired veterans.

(Note - if this new policy 9 is adopted, the rest of the board policies will have to be renumbered)

(Recommendation made at the March 9 Governance Committee Meeting)

Whitaker clarified that this was decided previously by the board, but that it was never codified in the bylaws. Gwynn requested that this be reconsidered by the Governance Committee. This policy could seriously impact the admissions revenue at some of our locations. The AHS guest experience team recently conducted a study that could be helpful to the Governance Committee. We could consider a discount of a couple of dollars or a couple of free days from time to time. Some AHS museums participate in the Blue Star Program, which offers free admission to active duty veterans in the Summer. Whitaker asked board members who have ideas about this to send them to Corsette for consideration by the Governance Committee. The board agreed that this matter should be sent back to the Governance Committee for review and recommendations.

Item 2: Changes to the AHS Bylaws changing the annual meeting date

The Governance Committee recommends to the board that the AHS bylaws be amended to read:

- A. Article X: Meetings

SECTION 1: Membership Annual Meeting

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

(Recommendation made at the March 12 Governance Committee Meeting)

This was voted on in Fall 2020 and unanimously approved by the Board, but it needs to be codified in the Board Policies Manual. Byron moved to accept as written, Welsh-Tahbo seconded. Vote: Passed unanimously.

Item 3: Changes to the AHS Bylaws regarding election of board officers

The Governance Committee recommends to the board that the AHS bylaws be amended as follows:

A. Add section A. to AHS Bylaws - Article VII: Officers, to read:

(existing language)

Section 1: Number of Officers

The officers of the Society shall consist of a President, Vice-President, Secretary and Treasurer elected by the members of the Arizona Historical Society at the Annual Meeting.

(new language)

A. The Officer Nomination and Election Process

- 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.

(Recommendation made at the March 9 Governance Committee Meeting)

Discussion ensued about what this bylaw means and why it is needed. Whitaker responded that historically at AHS there has been periodic discontent, particularly during contested elections. This verbiage updates the nominations process by adding a timeline, and refers specifically to the slate of officers to be presented to the membership for election at the annual meeting. Scott asked about the verbiage that used to be in this bylaw regarding nominations from the floor. The proposal is to strike that language to avoid having a situation such as the one that occurred in AHS' 2020 officer election.

More discussion ensued revealing confusion about the language in the statute versus the bylaws about voting and nominations from the floor. Suggestions were offered, including the option of having the Executive Committee serve as the body that organizes a slate for approval by the full board. Snitzer recommended that there be at least one candidate for each position, but if there could be more than one candidate for one or all of the positions, that would be great too. Whatever committee organizes the slate should solicit as many nominations as possible. Rampy concurred. Scott would like to see the language about nominations from the floor by the membership still be included. Whitaker noted the change was recommended by the Governance Committee. Scott would like to see more participation rather than less. Byron recommended maybe changing the name from Nominations Committee to Elections Committee. Whitaker asked who should serve on the Elections Committee? No response. She observed that the board should weigh in on the slate before it goes to the membership for a vote. Whitaker then asked what would be the optimal composition of the Elections Committee? No response. Snitzer asked if this committee would have a year-round role or just put together a slate of officers for the annual meeting? Whitaker responded, just the slate of officers for the annual meeting. Rampy suggested that the nominating/elections committee could be an ad-hoc sub-committee underneath the Governance Committee. Bateman agreed with Rampy, advising that several boards she has been on operate this way. Snitzer reminded everyone that only sitting board members can be nominated for officer positions, and that the nominating committee members are ineligible for nomination as officer positions. Scott, Byron, and Foster suggested that this discussion be tabled and sent back to the Governance and Executive committees. All agreed to do so.

13. Committee Reports

a. Community Outreach Committee Report – Foster

Foster has been working with staff on requests for mini-grant submissions from the Eastern Chapter. The requests for funds exceed the amount available. Eight invitations for proposals were sent out and eight responses were received. The committee will meet to review the submissions and make recommendations about the mini-grants. This is a great opportunity for these small museums.

b. Governance Committee Report – Corsette

No further report.

c. Library, Archives, and Collections Committee Report – Scott

Scott met with collections and archives staff about sunset review findings. Preparation for the sunset review is the top priority. There will be a report at the next board meeting.

d. Property and Buildings Committee Report – Rose

Bauer reported that the committee met on March 18. Holnback reported discussions about 1107 funding and ADOA capital improvements projects. The committee has a new member, Rick Powers.

Burns responded to Bauer’s query about 1107 funds. The Central Chapter has come to an agreement about spending the funds, and the PO has already been processed; new front doors have been ordered. The Eastern Chapter has a special mini-grant in program in progress to spend their funds. Gwynn, Gonzales, and Ponder are working with the Rio Colorado Chapter on a priority list for Sanguinetti House Museum & Gardens. The Northern Chapter and staff are discussing various priority lists. Staff shared a priority list with the Southern Chapter; the Chapter discussed its own list. At their April 15 meeting, they deferred a decision until their next meeting the first week of May. Whitaker asked who was at the meeting? Bob Vint, Craig McEwan, Mark O’Hare, Linda Head, Vicki Schwager, Bill Cavaliere.

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

There is a building in downtown Safford on Fifth Avenue, originally a bank, that is celebrating its 100th anniversary on May 28th.

Downs invited everyone to shop in the new AHS online store.

2021 AHS Board meetings:

- June 18, 2021 – Virtual
- August 20, 2021 – Location to be determined
- October 15, 2021 – Location to be determined
- December 17, 2021 – Location to be determined

2021 AHS Executive Committee meetings:

- Monday, April 27, 2021
- Monday, May 24, 2021
- Monday, June 28, 2021
- Monday, July 26, 2021
- Monday, August 23, 2021
- Monday, September 27, 2021
- Monday, October 25, 2021
- Monday, November 22, 2021

Monday, December 27, 2021 (tentative)

Adjournment at 2:41 p.m.

Dated this 20th day of April 2021

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".

Linda Whitaker, Board President

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