

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

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, Jim Snitzer, Robert Ballard, Tom Foster, Colleen Byron, Kelly Corsette, DeNise Bauer

Committee members absent: Bruce Gwynn

Staff present virtually: Kim Bittrich, Bill Ponder, James Burns

3. **Minutes** - Discussion and action, if any, to approve the draft Minutes of the March 22, 2021, Executive Committee meeting.

Byron moved to approve the minutes as presented; Foster seconded; all voted to approve the minutes as submitted.

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.

No members of the public were present.

5. **Board Appointments** – Discussion about recommendation to align Bylaws with Boards and Commissions process. – Whitaker

The status has not changed since the board meeting last week. Whitaker asked for feedback from all committee members about the presentation given by the Governor's Office of Boards & Commissions. Snitzer responded that it is clear that the AHS State Board of Directors is free to encourage people to apply for the board and that applying through the portal on the Boards & Commissions web portal is the best route. The Boards and Commissions staff is willing to listen to recommendations, with the understanding that the fact the AHS Board endorses a candidate is not a guarantee of appointment. If a sitting board member wants to be reappointed they must reapply through the web portal. Ballard observed that AHS should be in sync with Boards & Commissions when that staff changes. Discussion ensued about the merits of formal versus informal recommendations. Byron noted that having designated responsibility for board recruitment is key. It was suggested that a shared tracking document for status of board openings and applications be created.

Openings on the board will be actively tracked by Executive Committee, and they will help recruit or designate people to recruit candidates for those openings. At present, the four board vacancies all have applicants in the queue.

6. **Governance Committee** – Review and discussion of recommendations – Corsette

a. Updates to board officer elections.

A recommendation from the Governance Committee was put forth at the March 2021 meeting which partially addresses this issue. That needs to be discussed further at the next Governance Committee meeting.

b. Chapter roles and responsibilities.

This issue is on a long list of things that the Governance Committee needs to look at. There are new board members assigned to the Governance Committee. The committee needs to start meeting regularly to address the list of things they have been asked for recommendations on.

Whitaker stated that materials circulated when Corsette first became interim chair of the Governance Committee had the appearance of being final and approved. They were drafts. Whitaker requested a list of priorities for the committee to consider so we don't lose track of actions that determine Board business. These issues need to be agendaized and dealt with appropriately. She asked if there are items that are close to ready for a board vote. Is there more to consider on the chapter roles? Is there a need for additional conversations with specific chapters? Whitaker pointed out that the board first needs to vote on the proposed chapter roles then discuss when and how to engage chapter presidents. Have chapter representatives shared Board decisions with their constituents? The role of the chapter representatives to the State Board of Directors to share information has always been important. In the past year, most chapters were inactive due to the pandemic.

7. **Sunset review** – Review and discussion – Whitaker

Byron is using the strategic planning tracking document to align it with the sunset review findings. She explained that when we are reviewed we can sort by sunset review finding which will make the auditor's survey easier. This will serve as an index. The data will enable us to talk about how we addressed the findings in a narrative format. Ponder and Bittrich reiterated that this is essential for the next review. Whitaker observed that agenda items must clearly demonstrate that the board reviewed, acknowledged and took appropriate action. Byron recommended reinstating the consent agenda. If there is a concern about something on the consent agenda, a board member can ask for it to be pulled off the consent agenda. Burns noted this has happened in the past, as recently as the January 2020 meeting.

8. **AHS Chapters** – Discussion about chapter roles and responsibilities. – Whitaker

Foster observed that the Eastern chapter has been dormant since 2014. Museums in the region were complimentary about programming and assistance from AHS when recently surveyed, and they are excited about pending mini-grants. For them, there is no concern about the role of chapters at this time. Amplifying the programming that museums in the region are doing would be welcomed. Corsette reported that the Central Chapter has been mostly dormant for the last few years. Southern Chapter recently met and elected officers. They do not seem to have the latest draft of the chapter roles and responsibilities description that was discussed in the March 2021 Governance Committee meeting. It is unclear what has been conveyed to them, and by whom.

Reminder: Chapter roles came under Sunset review in 2013. The auditors recommended either eliminating chapters or review/ update their roles including removing all fiduciary responsibilities. The latter has already been done.

AHS Board of Directors have repeatedly discussed but not reached general agreement about what the roles and responsibilities of the chapters should include. The Board has many new members. We don't know if a new description of the roles and responsibilities will satisfy the auditors or not. Whitaker asked for feedback about bringing the description to the full board for a vote and then going to the chapters. There is agreement that chapters have no roles in managing facilities, programming, exhibits or general operations. Corsette reminded committee members that the board decision about 1107 funds and the role of chapters with fundraising and spending is recent and has yet to be codified in policies and bylaws. Could this be put on the full board agenda to get more input? Whitaker expressed that she would like to see a final recommendation from the Governance Committee to the full board. Byron agreed: we could take this to the full board for a time-limited discussion and then the Governance Committee could be charged with certain responsibilities regarding compliance.

Discussion ensued about a priority list for the Governance Committee. All agree that officer elections seem most important. Corsette agreed that needs to get resolved as soon as possible, including clarification about the role of a nominating committee. Readdressing the veteran's admissions policy has a financial component so is also high on the list. We shouldn't let the chapter roles and responsibilities linger. At the last board meeting, Bateman suggested that the bylaws language should reflect the Boards and Commissions process as presented. It was made clear that the need for extra vetting was not necessary, and in fact redundant.

9. **Executive Director Update** – Burns

The Pioneer Museum structural engineering verbal report last week indicated no compromise in the foundation of the building. Discussion ensued about why such an issue was made about the cracks in plaster. Burns responded that Pioneer staff and a board member put him and Bill Ponder on notice that the building had serious structural damage. They responded quickly to the liability risk by sending Eric Gonzalez to Flagstaff to meet with a structural engineer. This is a cautionary note about opining without facts.

10. Finance Committee – Snitzer

- a. Financial oversight – Review of letter to 501(c)3 support organizations

Whitaker responded that she likes the approach to deal with the auditor general’s findings. She asked about the status of the gift acceptance policies. Burns responded that the final draft would be presented to the Finance Committee at its May meeting for recommendation to the full Board at its June meeting.

- b. Action: Directive to staff to implement new support organization contracts

Byron made a motion to direct staff to execute contracts with 501(c)(3) partner organizations for the 2021-2022FY; Corsette seconded; all present voted to approve.

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

None reported.

Executive Committee Schedule

May 24, 2021

AHS Board meeting dates and locations: June 18, 2021 (Virtual)

Dated this 29st day of April 2021

Arizona Historical Society



Linda Whitaker, Board President

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