

**Minutes of Public Meeting of the  
GOVERNANCE AND POLICY COMMITTEE  
Board of Directors of the Arizona Historical Society  
Friday, May 21, 2021**

1. Call to Order – [Kelly Corsette, Committee Chair]

Meeting called to order at 12:00 p.m. Quorum present.

2. Roll call – [Kelly Corsette, Committee Chair]

Committee members present: Kelly Corsette, Bruce Gwynn, Vance Bryce, Colleen Byron, Linda Elliott-Nelson, Ileen Snoddy, Wynne Brown

Committee members absent: Tom Rose

Board members present: Linda Whitaker

Staff members present: Bill Ponder, Kim Bittrich, Tawn Downs, James Burns

3. 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.

4. Review, discussion and recommendations/action to approve the minutes of the May 7, 2021 Governance & Policy Committee meeting.

Elliott-Nelson moved the minutes be accepted as submitted; Byron seconded. All present voted to approve.

5. Update – [Kelly Corsette, Committee Chair]

No updates at this time.

6. Discussion and/or Action to recommend changes to bylaws or policy manual:

a. Veterans admission policy

Discussed free admission on some veteran-related holidays and the idea of a discount similar to a senior discount. AHS facilities are not open on many holidays that recognize veterans. Discussed discount of \$2 for veterans and also for all of their family members. Implementation of the existing policy has varied from site to site; there is a lack of consistency. The policy has been an issue from the outset. Whitaker – Was never intended for families. Veterans was supposed to be defined as “lifera,” 20 years plus. Discussion ensued about the definition of a veteran. There is a need for a policy that can be evenly applied across all locations. Is the cost too high given the deficit we are running

due to the pandemic and recession? The people who most need this discount are enlisted active duty military, not officers. They can least afford admission. Snoddy asked if families had been getting in with the discount? Downs: no, just the veterans. This has had a negative impact on admission dollars. Staff made a recommendation to offer both active military and veterans the same discounted admission as seniors. Corsette asked if we should wait since a market research study is underway. Downs responded that a decision sooner rather than later would be good so we have this information when the printed materials are updated. Gwynn made a motion to offer a \$2 discount for veterans only, not their families, and it is an either/or for seniors (can't take both discounts). Whitaker: What do we mean by veteran? Anyone who has served? Anyone who has military on their driver's license? Do we require ID? Even for senior discount? Corsette: "The term 'veteran' means a person who served in the active military, naval, or air service, and who was discharged or released therefrom under conditions other than dishonorable." Downs: If we are going to ask for ID then it needs to be made consistent across the organization. Corsette: Most veterans do not get any kind of identification. Brown seconded Gwynn's motion. Snoddy: Does active duty get in free? No, and no discount. Elliott-Nelson recommended that the definition of veteran be included in the motion and that the VA definition should be used. Downs: The \$2 discount hits some sites harder than others; it is a greater percentage in smaller communities where their general admission is lower. If you make it the same as the senior discounts, it is easier to implement. Elliott-Nelson – is this going to be controversial? Whitaker asked if \$2 would be uniform at every location? Needs to be defined as \$2 off general admission. Snoddy: Why not give this to active duty? Gwynn: This is for people who have served our country rather than people who still are serving. Corsette made an alternative motion to make a recommendation to the full board that the current policy relating to veterans admission policy be changed and that the Society should provide discounted general admission to active duty military members and veterans equal to the discounted rate provided for seniors. The definition of veteran, per the Veterans Administration, is "a person who served in the active military, naval, or air service and who was discharged or released under conditions other than dishonorable." Gwynn retracted his motion. Whitaker: Can Yuma withstand the admissions loss? Including active duty could disproportionately affect Yuma. Gwynn: Could be an incentive for active duty military looking for something to do with their families. Elliott-Nelson seconded Corsette's motion. No further discussion. Call for a voice vote: all committee members present voted in favor of the motion.

b. Election of board officers

(Additional information for items above contained in the AHS Governance – Tasks and Issues document attached)

The goal is to increase transparency of the AHS board officer nomination and election process by establishing a timeline for nomination and election of officers. The current bylaws are vague on this matter. The intent of the work group was to try to improve transparency by clarifying the timeline that would allow the membership to know who is on the ballot in advance of the annual meeting so that people have time to do their research in advance of voting. Currently, the Board nominates a slate of officers. Brown made a grammatical suggestion for one of the bullet points. Corsette agreed. Elliott-Nelson asked what "from the floor" means. Ponder: Those in attendance, not necessarily

members of the Board. If voting is restricted to members, the definition would be members in attendance. Elliott-Nelson asked for a definition of “floor” so people are not confused. Byron suggested “nominations from board members will be taken from the floor.” Byron: “add nomination from the floor (board members in attendance) will be taken at the meeting but not after.” Discussion ensued about who could nominate and who could be nominated. Whitaker: Who serves on the nominating committee? Should candidates submit brief statements in advance? Corsette: The way the language is currently written the intent is that members can nominate from the floor as well. Elliott-Nelson: Should there be language stating that only people who are on the Board can be nominated for officer positions? If intent is to make candidates more widely known in advance it seems that the candidates should submit a statement for the members to review. Also, who should serve on the nominating committee? If you are running for an officer seat you should not be sitting on the nominating committee. If this process is to be in place for the next annual meeting this recommendation needs to be made now so there can be a special board meeting in July to vote on this. Byron suggested sending something to the board in June so we improve the process for this year, but that this could be provisional and maybe looked at again after the annual meeting. Brown: best not to do something provisional. Bryce: Need clarification that it is board members, how is the nominating committee appointed to begin with and can they be on the nominating committee if they are nominating themselves? Corsette: The bylaws do not dictate who is on the nominating committee: like the other board committees, its members are selected by the president. Bryce: Does the President serve more than one term? Also, people on the committee should not be running for an officer position that year. Whitaker: How many constitutes a viable nominating committee? Up to so many? Bryce: Three to five seems good. Brown: Need an odd number. Byron: How about three? Brown: “at least three” leaves the door open for more. Elliott-Nelson moved; Brown seconded. Call for additional discussion. None. Voice vote: all committee members present voted to approve the recommendation.

Suggested changes to be reflected in the bylaws

1. Nominating committee of at least three volunteer Board members, who are not running for Board office, coordinates nominations for board officers and presents a slate of candidates to the full board not later than 60 days prior to the annual meeting
2. Nominations from the floor (board members in attendance) will be taken at that meeting, but not after
3. Nominating committee will present the final slate of officer candidates to the board and to the membership 30 days prior to the annual meeting
4. Public posting of the slate of candidates should be augmented by other member communications channels (email, for example) to further increase transparency
5. Officers are elected at the annual meeting
  - a. The board will work with AHS staff on an appropriate method of holding the vote to ensure only members in good standing are participating

As recommended by the Governance and Policy Committee, May 21, 2021

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

Bryce asked about the proposed gift acceptance policy. Burns responded that the Finance Committee met earlier this week to conduct a final review and that they had voted to recommend the policy for adoption by the full board.

A regular meeting schedule was set for the 4<sup>th</sup> Friday of every month.

8. Adjournment. [Kelly Corsette, Chair]

Adjourned at 1:12 p.m.

Arizona Historical Society

*Kelly Corsette*

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Kelly Corsette, Governance Committee Chair