

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

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

Meeting was called to order at 12:03 p.m.

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

Committee members present virtually: Wynne Brown, Vance Bryce, Bruce Gwynn, Ileen Snoddy, Kelly Corsette. Colleen Byron and Linda Elliott-Nelson joined at 12:47 p.m.

Committee members absent: Tom Rose

Board members present: Linda Whitaker

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

2. 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 present.

3. Review, discussion and recommendations/action to approve the minutes of the March 12, 2021 Governance & Policy Committee meeting.

Gwynn moved that minutes be approved as submitted; Bryce seconded. All voted in favor of accepting the minutes as presented.

5. Update – [Kelly Corsette, Committee Chair]

Corsette asked everyone to do introductions since there are a number of new committee members. Everyone shared some background about themselves. Corsette suggested the committee come up with a standard meeting schedule.

Whitaker observed that there are some things that need to be addressed by the committee sooner rather than later, such as the Veterans admission policy and the board officer election process. Whitaker asked what constitutes 30 days' notice for Bylaw changes? (Posting of an

agenda, posting of minutes, formal notice from staff?) Whitaker asked for feedback from committee members. Discussion ensued about whether to continue the current practices of doing all three or whether additional steps needed to be added. AHS currently notifies the board when committee minutes are posted and at least 30 days in advance by special email with the specific recommendations, as well as on the board meeting agenda. The committee will continue to discuss.

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

a. Composition of Executive Committee

Committee members discussed a recommendation to increase the number of members of the Executive Committee from nine to ten. Bryce moved; Brown seconded. All voted in favor of approving the recommendation and forwarding the recommendation to the full Board.

Recommend ten members on this committee due to increased Board oversight, compliance and reporting responsibilities as well as ongoing changes in the museum industry. This committee is also responsible for Board Orientation of new appointees.

Recommended language:

Amend Bylaws (Art. IX Sec. 1.A.) to state that “The Executive Committee of the Board of Directors shall be constituted of not more than ~~nine~~-ten members including the President, Vice-President, Secretary, and Treasurer of the Society.

b. Role of Finance Committee in tracking compliance of state sunset audit findings

Committee members discussed a recommendation to add to the duties of the Finance Committee tracking compliance of State sunset audit findings. Bryce moved; Snoddy seconded. All voted in favor of approving the addition and forwarding the recommendation to the full Board.

Recommend adding an explicit task for the Finance Committee related to the state sunset audit

Recommended language:

Amend Bylaws (Art. IX Sec. 1.D.) as follows:

The Committee shall have the responsibility to make recommendations and advise the Board of Directors on matters involving the financial policies, budget, and finances of the Society consistent with and in compliance with statutes and regulations of the State of Arizona **including tracking of Sunset Review recommendations and compliance.**

c. Role of Library & Archives Committee in tracking compliance of state sunset audit findings

Committee members discussed a recommendation to add to the duties of the Library, Archives, and Collections Committee tracking compliance of State sunset audit findings. Gwynn moved;

Bryce seconded. All voted in favor of approving the addition and forwarding the recommendation to the full Board.

Recommend adding an explicit task for the Library and Archives Committee related to the state sunset audit

Recommended language:

Amend Bylaws (Art. IX Sec. 1.B) as follows:

The Committee shall provide information to the Board of Directors regarding the Society's collections. The Committee shall review policies for collecting, accessioning, and deaccessioning Society collections to the Board of Directors. The Committee shall coordinate and monitor board approved policies with the Society's Executive Director and appropriate Board Committees **including tracking Sunset Review recommendations and compliance.**

d. Clarify process for proposing bylaws changes re: the Governance Committee

This item was discussed and tabled for consideration at a future meeting once the implications could be further researched.

Current bylaws language indicates changes to bylaws and policies can only come through the Governance Committee:

The Committee shall have the responsibility to make recommendations and advise the Board of Directors on modifications to the Society Bylaws and Policies; to review Chapter Charters and Chapter Bylaws; and to assist in evaluating State of Arizona Audits and Reports that involve the Society's governance or organizational structure.

Recommended language:

Amend Bylaws (Art. IX Sec. 1.E), adding this clarification to the existing description of the Governance Committee:

Although the Governance Committee has a primary role in reviewing and suggesting changes and amendments to bylaws and policies, proposed changes can come from any committee or any member of the AHS Board for discussion. A final vote of approval before the full Board requires a 30-day notice.

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

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

Election of board officers.

Veterans Admission Policy.

Bylaws and Policies synching in general.

Consideration of a working group to address some of the synching that needs to be done. Brown offered to assist with this effort.

Corsette directed staff to read through the Bylaws and Policies and flag potential issues for review by the Governance Committee working group.

Next meeting set for 12:00 p.m. on May 21, 2021.

8. Adjournment. [Kelly Corsette, Chair]

1:16 p.m.

Arizona Historical Society

Kelly Corsette

Kelly Corsette, Chair, Governance Committee