

**Minutes of Public Meeting of the  
Board of Directors of the  
Arizona Historical Society  
Monday, July 12, 2021**

1. **Call to Order** – President Linda Whitaker – Meeting convened at 12:02 p.m.
2. **Roll Call** – Recording Secretary – James Burns (for Bruce Gwynn)

Board members present: Linda Whitaker, Jim Snitzer, Kelly Corsette, Robert Ballard, Deborah Bateman, DeNise Bauer, Wynne Brown, Janice Bryson, Colleen Byron, Linda Elliott-Nelson, Valerie Welsh-Tahbo, Tom Foster, Sherry Rampy, Greg Scott, Ileen Snoddy. Bruce Gwynn joined the meeting following the votes.

Board members absent: Vance Bryce, Sharon Holnback, Rick Powers, Tom Rose

3. Discussion and action, if any, to **approve the draft Minutes** of the June 18, 2021 Board of Directors meeting. - Valerie Welsh-Tahbo requested that a typo in her name be corrected in the minutes. She moved to approve the minutes with that correction; Bateman seconded. All present voted to approve.
4. **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.

Members of the public present: Claire Nullmeyer and Cathy Shumard. Neither wished to speak. Both were present as observers.

5. **Action Item Recommendations by the Governance Committee:** Discussion and vote on items recommended by the Governance Committee from two May 2021 meetings

The wording of the bylaws changes was embedded in the agenda. Whitaker reviewed the proposed changes and asked for a motion to approve the recommended change regarding the number of Executive Committee members. Brown moved; Scott seconded. Voice vote was called and all present voted in favor.

Discussion and action to approve recommendations to Bylaws:

- a. Composition of Executive Committee

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.

The next recommendation added sunset review compliance oversight to the duties of the Finance Committee and the Library, Archives & Collections Committee. Corsette moved to approve; Bateman seconded. Voice vote was called and all present voted in favor.

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

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 & Collections Committee in tracking compliance of state sunset audit findings

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.**

Whitaker explained that the final motion reflects recommended changes to the board officer nomination and election process. Corsette stated that this is the result of a small working group and subsequent discussion with the entire Governance Committee. The changes are intended to make the process as transparent as possible. Brown moved to approve; Byron seconded. Voice vote was called and all present voted in favor.

**Improving the board officer nomination and election process**

Goal:

Increase transparency of the AHS board officer nomination and election process by establishing a timeline for nomination and election of officers.

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

**6. Executive Session – Discussion of personnel matters.**

The board went into executive session at 12:37 p.m. to discuss personnel matters.

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

Announcements were made in advance of agenda item #6.

Burns reported that working with the State, AHS has been able to secure some COVID relief funding, support that we are extremely grateful to the State for providing. These funds will allow AHS to fully reopen all of our facilities in this calendar year. Those dollars provide the bridge funding needed to get AHS from now until the time that its earned income streams rebound. AHS staff has begun meeting about this year's budget, which will be reviewed by the Finance Committee in July and August, and submitted to the full Board for approval in August.

In addition to that COVID relief funding, today AHS received notice that their Shuttered Venue Operators grant request was approved in full. These dollars are specifically targeted for rehiring, and

will be used for salaries and ERE, freeing up some of the other relief funding to be used for one-time projects that will advance the organization, such as a new website.

The final piece of good news is about AHS' reaccreditation by the American Alliance of Museums. First accredited in 1999, and reaccredited in 2006, only AHS' Tucson facility was included in the process. For the first time, AHS applied as a statewide agency, seeking accreditation for the Arizona Heritage Center, the Sanguinetti House Museum and Gardens, the Pioneer Museum, and the Arizona History Museum.

The process took three years, and was a herculean effort on the part of every single member of our team. The passion, commitment, and hard work of everyone involved made an indelible impression on the reviewers and the commissioners. Though the official letter and report has not yet been received, the outcome was shared verbally. From worst to best outcomes, AHS could have been 1) de-accredited 2) tabled 3) provisionally re-accredited or 4) fully re-accredited.

Burns was thrilled to report that AHS was fully re-accredited - the best possible outcome. The official report will provide AHS with a road map for the future - but it is clear that the commission agrees AHS is on the right path. The challenge is to stay the course - while AHS conducts a substantial campaign to raise private dollars to ease the burden on our over-committed staff.

All of this news bodes well for a bright future for AHS.

Burns also reported that that return of the baptismal font from Caborca, Sonora, long held in the permanent collection of AHS, is moving forward. Burns and a contingent of AHS staff and board members will be traveling to Nogales, Sonora for a ceremonial signing of the paperwork to authorize the transfer. This project has been eleven years in the making.

Whitaker spoke about why the reaccreditation is important. This sends a firm message that AHS is going in the right direction. This is the gold standard for museums. AHS brought everyone along in the process. Reaccreditation by AAM will improve our ability to get through the sunset review successfully. Elliott-Nelson congratulated Whitaker and Burns on the successful reaccreditation process. This is a validation of the organization's work, its board and its staff. Corsette congratulated and thanked the team that worked on reaccreditation.

Whitaker announced that Vance Bryce will serve as chair of the nominating committee to oversee the board officer nominations process. Bryce will choose committee members. No board members who wish to seek a board officer position will serve on the committee.

Whitaker asked if the certified letters have gone out to the 501(c)(3) organizations regarding the formal contractual agreements outlining their relationship with AHS. Burns reported that those will go out by Wednesday. There will be follow-up phone calls to work on details.

Whitaker announced there are some new board appointments. She will know more by the next Executive Committee meeting or the next Board meeting, and the hope is to have an orientation in August.

Ballard reported that only six reviews have been received for the Executive Director. He reminded everyone that the deadline is July 16.

2021 AHS Board meetings:

August 20, 2021 – Virtual

October 15, 2021 – Location to be determined

December 17, 2021 – Location to be determined

2021 AHS Executive Committee meetings:

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)

The Board ended the executive session and adjourned at 1:00 p.m.

Dated this 12<sup>th</sup> day of July 2021

Arizona Historical Society



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Linda Whitaker, Board President

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