

**Minutes of Public Meeting of the
Board of Directors of the
Arizona Historical Society
Friday, August 20, 2021**

1. **Call to Order** – President Linda Whitaker.

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

2. **Roll Call** – Recording Secretary – James Burns (for Bruce Gwynn)

Board members present: Deborah Bateman, Linda Whitaker, Linda Elliott-Nelson, Tom Foster, Greg Scott, Jim Snitzer, Robert Ballard, Ileen Snoddy, Janice Bryson, Colleen Byron, Rick Powers, DeNise Bauer, Wynne Brown, Sharon Holnback, Sherry Rampy, Valerie Welsh-Tahbo, Bruce Gwynn

Board members absent: Vance Bryce, Kelly Corsette

Staff members present: Shannon Fleischman, Yanna Kruse, David Turpie, Rebekah Tabah-Percival, Melba Davis, Debbie McKinion, Tawn Downs, Marilyn Murphy, Eric Gonzales, James Burns

3. **Welcome and Introductions** – New board members

Whitaker welcomed Barquin who shared her background with the board.

4. **Discussion and action**, if any, to **approve the draft Minutes** of the July 12, 2021, Board of Directors meeting.

Scott moved to accept the minutes as presented; Brown seconded. All present voted in favor.

5. **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: Craig McEwan, Gwen Groth, Leonard Marcisz, Gene Kunde, Pat Loven, Susan Dale

McEwan (agenda item) and Groth (non-agenda item) requested to speak.

Whitaker moved Chapter Roles to the next agenda item because of public interest and McEwan's request to speak.

McEwan read a pre-prepared statement regarding the roles and responsibilities of chapters, Chapter Charters, and State/Board actions taken to date. Full text is available via the posted

audio recording of the meeting. <https://arizonahistoricalsociety.org/state-board-directors/#meeting>

Whitaker provided some background information regarding this issue. The AHS State Board of Directors takes the 2013 sunset review findings regarding chapters seriously. AHS charters, bylaws, and policies are relevant until they conflict with state mandates, laws, policies, procedures, guidelines, or regulations. The 2013 sunset review findings were transformative for chapters – but State board action was not taken. This inaction set the table for the 2015 legislative response, which was to revise AHS' statute to transition from a self-perpetuating board to a Governor appointed board, another sunset review finding.

Further, the sunset auditors expressed concerned about chapter involvement in the finances of a state agency. This shift also changed the chapter board representation on the board to one representative to each chapter. They charged the state board with acting on redefining roles and responsibilities of chapters. For many years, the State Board didn't act on this. It would have been in everyone's interest to have tended to this six years ago. The chapter charters referenced by Mr. McEwan generally have the same language; parts 3 and 4 of the SAC charter are directly impacted by the aforementioned changes by the legislature. Also, the definition of what a charter can be has changed in the statute; that is no longer confined to a geographic region, and can be any interested group who wants to form a chapter around a particular interest in history. In January 2021, the Auditor General's Office made a presentation to the entire board. Auditors expressed surprise that no actions had been taken. They were unequivocal that if the Board ignored acting on recommendations, it would do so at its own risk

Whitaker than invited Governance Committee members to speak. Governance Committee Chair, Kelly Corsette, was unable to attend the meeting. Snoddy thanked McEwan for his passion and for attending to speak. She acknowledged a need to address this matter with all chapters and to have even more conversations. She asked if the sunset review findings were available to chapter presidents. Response: the findings have been posted on the website since 2013 and circulated to the chapter representatives. McEwan responded that he is aware. Whitaker asked given the things that are non-negotiable what could be discussed? What is the Southern Chapter willing to do if regarding issues that are non-negotiable?

Response: The chapters and the state board are two entities that are part of same organization. The charter agreed to in the 1990s calls for consent by chapters to alter charters. McEwan asked how do we undo the 1107 funds vote? Would like to see an advisory role for chapters. Wants input in terms of how the society operates.

Whitaker asked Gwynn for his viewpoints from Governance Committee and Rio Colorado Chapter. Gwynn acknowledged concerns while observing that the Society has limited influence with the State. He cited success with raising large amounts of money in Yuma through the local chapter and the associated not-for-profit. He stated that the local organizations pay attention to the state and at the same time they attend to their own chapter, and historic sites. They do the best they can with what they have and Yuma has been very successful. The sets some parameters around operating and the local

organizations listen, but they also have conversations with local folks for input. Yuma does what it can to help make it the local sites successful. They will continue to work with what they have.

Whitaker – the next sunset review is coming up in just a couple of years. Sunset doesn't have to do with money; it has to do with the survival of the agency. They have the power to shut it down regardless of the allocation from the state. Gwynn reminded everyone how close we were to being reviewed every two years after 2013 because AHS had not complied with previous sunset review findings.

Gwen Groth spoke and welcomed all board members she hadn't met yet and invited them to come back to Flagstaff next year in August – if not before. Her warm welcome and passion for Flagstaff history was well received by the board, and she was thanked for her comments.

Foster mentioned that when 1107 funds had to be spent, he worked with staff to develop a small grants program and he worked with individual museums in his region. AHS staff was very helpful in this effort. We live in the age of communication, and staff was very good at communicating with Foster and the museums in the Eastern region. The museums that received these grants were so grateful.

Whitaker – the language recommended by the Governance Committee was developed with collaboration from the Southern and Northern chapters between 2018-2020 working with former board member, Michael Wade. It may or may not satisfy the auditors. Further discussion ensued.

6. Action Item Recommendation by the Governance Committee:

Discussion and action to approve recommendation for change to policy manual regarding the roles and responsibilities of chapters: An updated vision and role for AHS Chapter Boards

Background:

Action by the Arizona Historical Society board of directors in late 2020/2021 removed fundraising responsibility from local chapter boards. This move reinforced the role of Friends of the Arizona Historical Society, Inc., as the sole statewide fundraising arm for the society.

Given this change, and consistent scrutiny by the state auditor's office regarding the role and function of chapter boards, an updated vision and role for chapter boards is necessary.

What should chapter boards do?

Each of the five local AHS chapter boards has specific responsibility to nominate a representative to serve on the state board (subject to the governor's appointment and senate confirmation).

Beyond that, local chapter boards can be vital connectors, helping the state board and AHS as a whole build and maintain stronger relationships with local historical organizations, AHS members, and the public at large in their respective geographic areas.

Many local chapter boards already perform this function very well. With a fresh vision

and role, other chapter boards should take on this important task to help AHS get closer to the people of Arizona and perform its mission to “connect people through the power of Arizona’s history.”

The chapter board’s “job” should be to connect with the people and organizations of the community, build membership and promote AHS programs, events and offerings.

Recommended local chapter board member activities:

- Represent AHS at community events such as fairs and festivals
 - Activity could include gathering email addresses to add to the AHS contact list, and recruiting potential members
- Present about and promote AHS at local service organizations (Rotary, Kiwanis, Soroptomist, etc.)
- Attend meetings and establish ongoing relationships with local certified museums and historical organizations
 - Board members from local historical organizations could be invited to serve on local chapter board
- Host an annual chapter members’ meeting to further promote AHS and strengthen local area membership and relationships

To further strengthen the relationship between the state board and local chapter boards, state board members should also be formal or ex-officio members of the chapter board from their local area.

Gwynn moved to table the Governance Committee’s recommendation with regard to the roles and responsibilities of chapters; Brown seconded. All present voted in favor of tabling. Whitaker will confer with Corsette about how to continue this work, but it is not open-ended. This is a priority. Bateman – it is important for us to be united and collaborative. Bateman asked to get feedback as to what we can do on a regular basis regarding communication between the chapters and the State board. Whitaker responded that chapters have representatives on the Executive Committee who are responsible for conveying Board actions. Bateman asked the chapter presidents what more can be done?

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

The search for a new Executive Director has launched. It is posted with the State and on several museum profession websites. Response has been good thus far.

8. **Executive Director Summary** – Burns
In the interest of time given the length of the chapter roles and responsibilities discussion, Burns deferred to the monthly leadership report and asked if there were any questions. There were none.

9. **Nominating Committee Report:** Discussion and call to the public for nominations in compliance with the AHS bylaws to meet the 30-day requirement prior to the annual meeting.

Action Item: Approve final slate of candidates.

Burns presented the slate at the request of Bateman in Bryce's absence. The draft slate of officers presented more than 60 days in advance per the bylaws was: Whitaker for President, Snoddy for Vice President, Gwynn for Secretary, and Snitzer for Treasurer. Whitaker issued a call to the public for nominations, specifically asking guests for nominations. None were received. Rampy made a motion to approve the draft slate as the final slate; Byron seconded. **Final slate approved unanimously as submitted.** Vote by membership to be held at Annual Meeting 9-24-21.

10. Sunset Review and Performance Audit - Update and discussion regarding status of sunset review. – Whitaker

One meeting was held, which focused on collections remediation. As stated in the January presentation, AG's office remains concerned about board oversight of collections management. Scott and Tabah-Percival presented the latest updates on the tracking document for three-dimensional collections. Significant progress has been made. Work is ongoing.

11. AHS Board Health

a. Status of appointments – Whitaker

Desirae Barquin was appointed, as was Alan Petersen, who withdrew shortly before the process was completed. Concerns were cited about the time commitment. There are reportedly more applicants being considered for vacant seats.

b. Status of committees – Whitaker

Mr. Rose resigned as President of the Northern Chapter Board. The chapter needs to determine who is going to be the next President. There is a new chair of the Buildings and Properties Committee. DeNise Bauer will be the new chair of the committee. Other committees remain stable. Desirae Barquin has joined the Executive and Search Committees.

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

a. Review of July 2021 financial statements and presentation of financial overview and 'Feel the Burn'

Snitzer presented the financials for July 2021 and a draft budget for this fiscal year. It is vital that AHS maintain its credibility with our largest funder – the Arizona State Legislature. He will be working with his committee to review the final budget for recommendation to the board on August 27.

b. **Discussion and action to approve** recommended budget for the current fiscal year.

Budget was not ready for approval. A special board meeting has been called for noon on August 27, 2021 to review, discussion and vote on the recommendation of the Finance Committee regarding the budget.

13. Committee Reports

a. Community Outreach Committee Report – Foster

Discussion and Action Item: Approve community outreach committee recommendations regarding certified historical institution grants for fiscal year 2021-2022.

The quality of the grant submissions improved significantly over the past few years. The time, effort and thought put into these requests has improved significantly. The committee welcomed a new member, Sherry Rampy. Foster invited board members to present checks to the grant recipients in person. These make for great photo opportunities. A vote was called on the community outreach committee's grant recommendations for this fiscal year. **All board members present voted in favor of approving.**

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

Discussion and Action Item: Approve committee recommendation regarding proposed donation from the University of Arizona to the AHS Archives.

Tabah-Percival was approached by the UA about records from Mines, Minerals, and Resources department which were turned over to the AZ Geological Survey and then went to UA. These have been in storage since 2011 - unused. They are being offered to AHS. This is a significant collection historically and in scope and size - 65 5-drawer filing cabinets, about 13,500 folders of records, and over 7,000 photographs. All are originals dating from 1940s-2010 right before Dept. of Mines was shut down. All of the material has been organized, labeled and put in folders. It will be ready for research. Due to the size and the value of the collection, it was taken to the Library, Archives, Collections Committee in compliance with the Staff/Board collections management policy manual. The committee unanimously recommended acceptance of the collection. A vote was called regarding the recommendation of the Library, Archives, and Collections Committee to approve. **All board members present voted in favor of accepting the recommendation and approving the acquisition.**

c. Property and Buildings Committee Report – Bauer, Holnback, Powers, Gonzales

Multiple building at Pioneer Museum received new roofs and some siding repairs; electrical repairs are pending. Sanguinetti Museum received a new roof. Civil engineers are reviewing the AHM courtyard and the Sosa Carrillo House. Gonzales has been down to the Douglas Williams House and up to the Strawberry Schoolhouse to meet with local stakeholders. Electrical repairs and HVAC in the pavilion at the Heritage Center are pending.

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

2021 AHS Board meetings:
September 24, 2021 (Special) – Virtual
October 15, 2021 – Virtual
December 17, 2021 – Virtual

2021 AHS Executive Committee meetings:

Monday, September 27, 2021- Virtual

Monday, October 25, 2021 - Virtual

Monday, November 22, 2021 - Virtual

Monday, December 27, 2021 (tentative)

Adjournment

Dated this 20th^h day of August 2021

Arizona Historical Society

A handwritten signature in cursive script that reads "Linda A. Whitaker".

Linda Whitaker, Board President

The Arizona Historical Society does not discriminate on the basis of disability in the administration of its program and services as prescribed by Title II of the Americans with Disabilities Act of 1990, as amended, and Section 504 of the Rehabilitation Act of 1973, as amended.

Persons with a disability may request a reasonable accommodation such as a sign language interpreter or alternative formats, by contacting AHS Administration at 520-617-1169. Requests should be made as early as possible to allow time to arrange for the accommodation.