

APPROVED - March 12, 2021

Minutes - AHS Governance and Policy Committee - March 9 2021

1. Corsette called the meeting to order at 11:04 a.m.

2. Roll call

Members in attendance:

- Kelly Corsette
- Bruce Gwynn
- Tom Rose
- Richard Shaw

Staff in attendance:

- Bill Ponder

3. No members of the public were in attendance

4. Jan. 27 Governance and Policy Committee minutes

- a. Bruce Gwynn moved to approve; seconded by Tom Rose
- b. Motion passed unanimously

5. Chair update

- a. Corsette is serving as committee chair in an interim role until the board president determines who should chair the committee
- b. There was consensus among the committee to support the idea of naming the board vice president as the standing chair of the committee; Corsette will pass that suggestion to the board president

6. a. Revisions to the latest policy manual

- a. The committee discussed proposed revisions to the Board Policy Manual to reflect recent board actions, specifically to properly note the change from local chapter management of 1107 funds
- b. Richard Shaw moved to:
 - i. Strike current Board Policy Manual Section 5.3, and replace it with:
“The Chapters will recommend nominees to represent the Chapter and Chapter-related counties on the State Board; foster positive relationships with the historical museums and organizations in their respective geographic areas; work with those organizations to promote Arizona history; advocate for the Society with local and private institutions; and fulfill outreach responsibilities designated by the State Board.”
 - ii. Strike current Board Policy Manual Section 9 and replace it with a new Policy 9 regarding the Veterans Admission Policy
- c. The motion was seconded by Tom Rose and passed unanimously

6. b. Recommendations on AHS policies and bylaws regarding elections

- d. The committee discussed proposed changes to the AHS bylaws regarding election of board officers as forwarded by a separate board working group.
- e. Bruce Gwynn moved to recommend to the board that the bylaws be amended as presented and amended by the committee’s discussion, specifically to reflect:
 - i. Nominating committee will coordinate nominations for board officers and present a slate of candidates to the full board not later than 60 days prior to the annual meeting.
 - ii. The nominating committee will work with staff to inform all AHS members (through the membership email list, for example) of the members’ opportunity to nominate a member of the board to serve in an officer role.
 - iii. All nominations made “at large” must be received by the nominating committee 60 days prior to the annual meeting.

- iv. Nominating committee will present the final slate of officer candidates to the board and to the membership 30 days prior to the annual meeting.
 - v. Public posting of the slate of candidates should be augmented by other member communications channels (email, for example) to further increase transparency.
 - vi. Officers are elected at the annual meeting
 - vii. The board will work with AHS staff on an appropriate method of holding the vote to ensure only members in good standing are participating.
- f. The motion was seconded by Tom Rose and approved unanimously.

6. c. Recommendation on a board policy and/or bylaws provision regarding Board nominations and transparency.

- g. The committee discussed the possibility of a board policy and/or bylaws provision addressing nomination of potential board members to the governor's office.
- h. Tom Rose moved to recommend to the board that the last bullet point of section 5.4 of the Board Policy Manual be amended to read:
 - i. The submission of the Society's nominations for Board appointments in meetings with the Governor's Office is the responsibility of the Society President and/or Vice President. Discussions on the merits or qualities of nominees and submission of recommended board members for consideration are solely a Board responsibility.
- i. The motion was seconded by Bruce Gwynn and approved unanimously.

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

- The committee discussed several matters to be placed on future committee agendas for discussion and possible action, specifically:
 - a. After bylaws changes are made, the Board Policy Manual must be updated to ensure that the bylaws and policy manual are not in conflict.
 - b. A board policy regarding volunteers and support groups.

- c. A board policy providing an Open Meeting Law summary, which also speaks specifically to its application to the board as a whole, to working groups and to board committees.

7. Meeting adjourned at approximately 11:45 a.m.