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**Arizona Historical Society
State Board of Directors Meeting
Friday, March 17, 2017
Miami, Arizona**

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Board Members Present

George Flores, President, At-Large
Voie Coy, Vice-President, Northern Chapter
Joseph Abodeely, Pinal County
Lorna Brooks, Yuma County
Janice Bryson, At-Large
Thomas Foster, Eastern Chapter
Bruce Gwynn, Rio Colorado Chapter
Douglas Hocking, Cochise County
Robin Horta, Gila County

John Lacy, Pima County
Patrick Lukens, Graham County
Richard Oldham, LaPaz County
Dennielle Patterson, Apache County
William Porter, Mohave County
Thomas Rose, Coconino County
Gregory Scott, Santa Cruz County
James Snitzer, Navajo County
Michael Wade, Maricopa County

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Board Members Absent

Douglas Barlow, Greenlee County
Jackie Berkowitz, At-Large
Kelly Corsette, Central Chapter
Philip "Jeff" Horwitz, Southern Chapter

Jeannine Moyle, At-Large
Meredith Peabody, Yavapai County
Marshall Trimble, At-Large

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Staff Members Present

Anne Woosley, Executive Director
Bill Ponder, Chief Administrative Officer
Valerie Shanahan, Executive Assistant
Bruce Dinges, Publications Director
Tawn Downs, Central Division Director
Susan Irwin, Library & Archives Director
Bill Peterson, Northern Division Director
Les Roe, Southern Division Director
Roy Goodman, Membership Coordinator

Actions taken at this meeting:

- Porter moved, seconded by Lacy, to approve the minutes of the January 13, 2017, AHS State Board of Directors meeting. The motion passed unanimously.
- Lacy moved, seconded by Porter and Hocking, to approve the Community Outreach Committee's recommendation of the 2017 AI Merito award nominees. The motion passed unanimously.
- Porter moved, seconded by Lacy, to approve the membership and sponsorship proposals. The motion passed unanimously.
- Lacy moved, seconded by Porter, to table the By-Law changes proposed by the AHS-Central Arizona Chapter and AHS-Northern Arizona Chapter. Following discussion,

Porter withdrew his second to the motion to allow discussion to continue; Lacy then withdrew the motion.

- Lacy moved, seconded by Porter, to approve Bylaws of the AHS-Northern Arizona Chapter, with the provision that Yavapai County will be included in the preamble. The motion passed unanimously.
- Porter moved, seconded by Coy and Rose, to include on the next AHS regularly scheduled meeting agenda clarification of chapter roles and approve proposals for amendments to Board of Directors and Executive Director 2017 Work Priorities. The motion passed unanimously.

26

27 Prior to the meeting being called to order, Doug Hocking presented a brief Power
28 Point of the Great Bend of the Gila.

29

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Call to Order

31

32 President Flores called the meeting to order at 11:38 a.m., and welcomed those in
33 attendance.

34

35

Roll Call

36

37 Roll call was taken; Flores declared a quorum.

38

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Introductions

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41 Roy Goodman, AHS Membership Coordinator, was introduced to the Board.

42

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Call to the Public

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45 No public comments were received.

46

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Approval of Minutes

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49 Minutes of the January 13, 2017, AHS State Board of Directors meeting were
50 previously distributed, and a copy made available at this meeting. There being no

51 corrections, Porter moved, seconded by Lacy, to approve the January 13, 2017,
52 AHS State Board of Directors meeting minutes. The motion passed unanimously.

53

54

President's Report

55

56 President Flores, on behalf of the AHS Board, extended gratitude to Foster and
57 the Bullion Plaza Cultural Center and Museum for hosting the AHS Board meeting.

58

59

Consent Agenda

60

61 There was Board agreement to accept the Consent Agenda as presented,
62 including the Executive Director's Report and financial reports.

63

64

AHS Board of Directors Work Priorities

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66 Coy commented that the study group of Coy, Abodeely, and Lacy suggests the
67 retention of the following standing committees for full Board consideration at the
68 May Board meeting: Executive, Governance and Policy, Community Outreach,
69 and Publications with additional ad hoc committees appointed as needed.

70

71 The working group further suggested that the Publications Committee continue to
72 include non AHS Board members.

73

74 Flores appointed Scott (Chair) and Bryson to serve on an ad hoc Collections
75 Committee to work with staff regarding possible deaccessioning
76 recommendations.

77

78 Flores appointed a study group of Coy (Chair), Lacy and Abodeely to review AHS
79 By-Laws to maximize the efficient operation of AHS Board business and ensure
80 adherence to election processes under the terms of the 2016 legislation that
81 establish a Governor-appointed Board. The study group will offer suggestions at
82 the May 2017 Board meeting.

83

84 Coy explained that a study group makes suggestions, not recommendations, to
85 the Board and, consequently, does not take formal action. He remarked that
86 study groups may be exempt from Open Meetings Law requirements.

87

88 There was discussion regarding the policy that amending AHS By-Laws requires at
89 least 30 days prior notice to the full AHS membership. It was noted that the
90 Executive Committee is authorized, in accordance with current By-Laws, to act on
91 behalf of the full Board when appropriate. Given the serious nature of policy
92 decisions related to or changing the governing structure of AHS, it was agreed
93 that additional analysis and further Board discussion is required.

94

95

Executive Committee

96

97 It was stated that composition of the Executive Committee is mandated by AHS
98 By-Laws. The current Executive Committee members are: Flores (President), Coy
99 (Vice President), Scott (Secretary), Corsette (Treasurer), Foster (Eastern Chapter),
100 Gwynn (Rio Colorado Chapter), and Woosley (Executive Director, ex-officio).

101

102

Role of Chapter Boards

103

104 A Discussion Paper on the Role of the AHS Chapter Boards prepared by Wade was
105 distributed for information and discussion. Flores appointed an ad hoc
106 committee to research the roles of AHS Chapter boards: Corsette (Chair) and
107 Chapter presidents or their designees. Flores then thanked Wade for the time
108 spent and information provided in the discussion paper.

109

110

Robert's Rules of Order

111

112 AHS Board of Directors Work Priority #8 was amended, "AHS Board meetings will
113 *generally* follow Robert's Rules of Order."

114

Transition Plan

115

116

117 There is consensus that all AHS Board members should be responsible for
118 identifying and recruiting potential successor board members for consideration by
119 the Governor. Developing a relationship with the Governor's liaison, thereby,
120 becoming familiar with the Governor's criteria for Board member appointment is
121 worthwhile. There was further consensus for expressing certain strengths,
122 weaknesses and limitations of the appointment process to the Governor's liaison.

123

124 Flores suggested that a working group be formed to outline a plan to present to
125 the Governor that expresses AHS needs for creating an effective board. Flores
126 also commented that Woosley has done an excellent job outlining and presenting
127 political matters to the Legislature.

128

129

Recess

130

131 Flores recessed the meeting at 12:58 p.m.

132

133 Flores reconvened the meeting at 1:05 p.m.

134

135

Executive Director's Report

136

137 Woosley informed the Board that staff completed the document identifying key
138 metrics to track AHS operations (attached). Associated January and February
139 figures were provided to the Board (attached).

140

141 Woosley turned the Board's attention to Cuseum technology, a software platform
142 that powers mobile apps and enhances the museum visitor experience. AHS-
143 Northern Division's custom app prototype has been completed with a launch date
144 of April 14, 2017 (refer to Quarterly Report).

145

146 A plan to expand National History Day 2018 is in progress, and expected for
147 completion by end 3rd Quarter.

148 The plan for *The Arizona Story* as an outdoor interpretive exhibit was completed
149 by AHS-Northern staff and presented to AHS Friends. Friends allocated seed
150 money in the amount of \$8,000 to the project and are currently addressing ways
151 in which to raise necessary remaining funds. *The Arizona Story* is also under
152 discussion by AHS-Rio Colorado Division. A fully developed plan and budget will
153 be completed mid-way in the third quarter with implementation anticipated at
154 end 2017 given successful fundraising.

155

156 Woosley asked Ponder to present financial reports and discuss the plan for
157 developing increased revenues including specific objectives and benchmarks. The
158 plan to increase revenues 8%-10% recognizes that each division serves different
159 marketplaces and strategies are developed to address each.

160

161 Woosley requested Goodman to speak to Membership. Completion of a plan
162 increasing membership is slated for presentation at the next regularly scheduled
163 Board meeting.

164

165 Community Outreach Committee Report

166

167 The Community Outreach Committee considered AI Merito nominations for 2017
168 and reviewed the nominations of eight (8) individuals and three (3) organizations.
169 Following review, the Committee recommended two awards, James Babbitt, an
170 individual, and Sulphur Springs Valley Historical Society, an organization. Lacy
171 moved, seconded by Porter and Hocking, to approve the Community Outreach
172 Committee's recommendation of the 2017 AI Merito award nominees. The
173 motion passed unanimously. Recipients will be invited to the AI Merito luncheon
174 at the annual Arizona History Convention on Saturday, April 22, 2017, in Flagstaff,
175 Arizona.

176

177 Updated Membership/Sponsorship Proposals

178

179 Woosley reported that staff spent considerable effort analyzing Consumer and
180 Business memberships. The proposed membership structure was presented for

181 Board approval (attached). Staff also developed a Sponsorship Program for Board
182 consideration that is intended to expand support from the private sector
183 (attached).

184

185 Porter moved, seconded by Lacy, to approve the membership and sponsorship
186 proposals as presented. The motion passed unanimously.

187

188 **Proposed AHS Central Arizona Chapter By-Law Revisions**

189

190 Lacy moved, seconded by Porter, to table a discussion regarding proposed AHS-
191 Central Arizona Chapter and AHS-Northern Arizona Chapter By-Law revisions, for
192 additional review by the Governance and Policy Committee. Discussion ensued.

193

194 A number of comments were made, including that:

195

196 The Report of the Auditor General was critical of the role of Chapter boards
197 especially as regards an apparent lack of consistent active fundraising
198 activity.

199

200 Revised AHS-Northern Chapter By-Laws drafts do not include provisions for
201 fundraising activities as part of the Chapter mission. In addition, Yavapai
202 County is not cited in the revisions.

203

204 During the discussion it was remarked that Chapter By-Laws should be
205 consistent among all Chapters.

206

207 Rose opposed the motion to table discussion, stating that By-Laws were reviewed
208 by the previous AHS Governance and Policy Committee in 2016. That Committee
209 made suggestions, and the AHS-Northern Chapter incorporated these in its
210 revisions. Rose further stated that AHS-Northern Chapter uses its bylaws as an
211 operational guideline.

212

213 Porter withdrew his second to the motion to table discussion regarding proposed
214 AHS- Central and Northern By-Law revisions.

215

216 Flores stated that it is not the intent of the Board to impede the business of
217 chapters by tabling the discussion and action. There was consensus to approve
218 AHS-Northern Chapter By-Laws, and to create a template for consistent by-laws
219 of all AHS Chapters.

220

221 Porter recommended amending the motion to reflect that only discussion
222 regarding AHS-Central Chapter By-Laws be tabled.

223

224 Lacy withdrew the original motion to table discussion regarding proposed revision
225 to AHS-Central and Northern Chapter By-Laws.

226

227 Lacy moved, seconded by Porter, to approve AHS-Northern Chapter By-Laws
228 revisions, with an addition to the preamble to include Yavapai County, and to
229 approve the AHS-Central Chapter By-Laws revisions. The motion passed
230 unanimously.

231

232 **Matters for Consideration at Future Board Meetings**

233

234 Porter moved, seconded by Coy and Rose, to include the following items on the
235 next regularly scheduled Board meeting agenda:

236

237 Fundraising;

238 Clarification of AHS Chapter roles;

239 AHS Chapter By-Laws template;

240 Review proposals for amendments to AHS Chapter By-Laws;

241 Discussion and/or action regarding AHS Board of Director Work Priorities;

242 Discussion and/or action regarding AHS Executive Director Work Priorities.

243

244 The motion passed unanimously.

245

246 **Announcements**

247

248 There was Board inquiry how directors are to respond when asked what AHS
249 Friends' role is to AHS. The role of the Friends of AHS is to raise money for the
250 Arizona Historical Society's special projects.

251

252 Patterson invited all AHS Board and staff to attend the Springerville Heritage
253 Center's open house on April 22, 2017.

254

255 Porter asked AHS Board members to think ahead to the May 12, 2017, Board
256 meeting in Kingman and let staff know of any anticipated absences.

257

258 It was clarified that Scott will chair the ad hoc Collections Committee.

259

260 Flores extended appreciation to AHS Board members for their interactive and
261 courteous participation.

262

263 On behalf of the AHS Board, Foster recognized and extended gratitude to Lynn
264 Haak as the primary lunch sponsor for this meeting.

265

266

Adjourn

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268 There being no further business, Flores adjourned the meeting at 2:39 p.m.

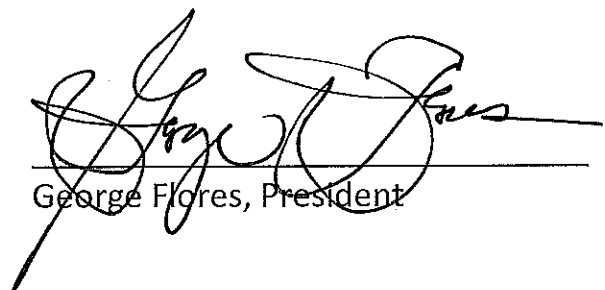
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George Flores, President