

Meeting Minutes

Chandler Museum Foundation

Governance Subcommittee

Regular Meeting

March 11, 2024 | 10:00 a.m.
Chandler Museum, Saguaro Room
300 S. Chandler Village Drive, Chandler, AZ



Call to Order

The meeting was called to order by Joan Clark at 10:00 a.m.

Roll Call

Board Member Attendance

Joan Clark, Chair
Martin Sepulveda
Rich Feely

Staff Attendance

Jody Crago, Museum Manager

Absent

Brenda Abney

Scheduled and Unscheduled Public Appearances

None

Consent Agenda

1. January 2024 Museum Foundation Governance Subcommittee Meeting Minutes
 - Joan Clark made a motion to approve the meeting minutes of the Museum Foundation Governance Subcommittee Meeting of January 8, 2024.
 - Martin Sepulveda seconded the motion. Motion carried unanimously (3-0). The minutes were approved as written.

Action Agenda

2. Recommend Approval of Changes to the Chandler Museum Foundation Bylaws.
 - Martin Sepulveda made a motion to recommend approval of changes to the Chandler Museum Foundation Bylaws with one correction.

- Rich Feely seconded the motion. Motion carried unanimously (3-0).
- The one change was on page 9: change the word “annual” to “annually” when referring to the frequency of when special committees will be reviewed.
- Martin Sepulveda commented the changes were well captured.
- Changes to the Bylaws included:
 - 3.1 (a) Change 11 to 13 (number of persons for body of the board)
 - 3.1 (b) Delete the sentence in reference to the Chandler Historical Society membership requirement.
 - 3.1 (b) Add new sentence “Submitted applications will be sent to the Board of Directors as received in advance of appointment.”
 - 3.3 Add after first sentence “The annual meeting will occur in the month of May and include the election of officers as dictated by their terms. Consideration will be given to the Board of Director terms and coordination with the City Council appointment schedule.”
 - 7.1 Add “All special committees will be reviewed annually for continuation.”

Briefing

3. Determine Next Steps for Completion and Distribution of the Chandler Museum Foundation (CMF) Board Binder.
 - The Chandler Cultural Foundation sent their board binder, which is their onboarding orientation binder.
 - The CMF board binder will be a little different. Items looking to be included are introduction items, contact information, Bylaws, procedures, section for current minutes, and other similar items.
 - Rich Feely inquired if there is an online binder program that could be used instead of a paper binder so that policies and other documents can be updated quickly.
 - Jody Crago responded that the Chandler Cultural Foundation (CCF) has an online binder in a program, LiveBinder. Crago will contact the CCF Staff Liaison to see if there is a cost for this LiveBinder. Crago will inform the Governance Subcommittee of any costs to see if it is something that the Chandler Museum Foundation wants to and can pursue.
 - Jody Crago commented the online binder is a great option, but many people continue to ask for paper copies of documents.
 - Any board and staff pictures to be included in the board binder will be upon approval of the respective board and staff members.
 - Jody Crago will send the electronic version of the draft CMF Board Binder to Joan Clark.
 - Clark will work on compiling the board binder and will bring it to the next Governance Subcommittee Meeting for review. Clark will also bring onboarding items to the next subcommittee meeting.

4. Review the Approved Governance Subcommittee Charter to Develop Work Assignments with Corresponding Completion and Review Schedules.
- Joan Clark mentioned the main responsibility of the Governance Subcommittee is to ensure that what is agreed to get done actually gets completed and that policies are up-to-date. This subcommittee is similar to a Chief Operating Officer of an organization.
 - The Charter states the subcommittee will meet quarterly, bimonthly, or as deemed appropriate by the subcommittee Chair.
 - Joan Clark didn't think the subcommittee needs to meet monthly. Initially meeting bimonthly would work for now. The schedule can be changed as needed.
 - At the next subcommittee meeting, discussion will include creating a schedule to show what policies to review and when to review them.
 - In reviewing the Governance Subcommittee Charter, Joan Clark believed to assign the various strategies to subcommittee members as follows:
 - Fiduciary – Rich Feely
 - Strategic – Brenda Abney
 - Generative – Martin Sepulveda
 - Each Tasks/Tactics was reviewed and subcommittee members/subcommittee team were assigned to each task and tactic, as follows:
 - Maintain and update the CMF board binder. – Joan Clark
 - Create an onboarding process for new board members; test it with current members. – Brenda Abney
 - Identify needs related to skills and attributes of potential board members; seek candidates that meet that criterion. – Brenda Abney
 - Review financial audits. – Rich Feely
 - All subcommittee members will be responsible for the remaining tasks/tactics listed in the Charter.
 - When policies are reviewed, the review date will be incorporated at the end of the policy.

Member Comments

The Governance Subcommittee scheduled for April 8, 2024, has been cancelled. The next Governance Subcommittee meeting will be held on Monday, May 13, 2024, at 10:00 a.m., at the Chandler Museum.

The Governance Subcommittee chose to meet bimonthly until further notice, starting with the May subcommittee meeting. A revised schedule will be sent to the subcommittee team and the City Clerk's Office. For the remainder of 2024, the subcommittee will meet in May, August, October, and December.

Member Announcements

Jody Crago will be out of the office from June 19 – July 3, 2024.

Calendar

Next Governance Subcommittee Meeting is scheduled for Monday, May 13, 2024, at 10:00 a.m., at the Chandler Museum.

Adjourn

The meeting was adjourned at 10:35 a.m.

Joan Clark, Chair

Jody Crago, Staff Liaison