

# Museum Foundation Governance Subcommittee Regular Meeting

August 12, 2024 | 10:00 a.m.

Chandler Museum, Saguaro Room  
300 S. Chandler Village Dr., Chandler, AZ



## Board Members

Joan Clark, Chair  
Martin Sepulveda  
Richard Feely

Pursuant to Resolution No. 4464 of the City of Chandler and to A.R.S. § 38-431.02, notice is hereby given to the members of the Museum Foundation and to the general public that the Museum Foundation Governance Subcommittee will hold a REGULAR MEETING open to the public on Monday, August 12, 2024, at 10:00 a.m., at the Chandler Museum, Saguaro Room, 300 S. Chandler Village Dr., Chandler, AZ. One or more Board Members may be attending by telephone.

Persons with disabilities may request a reasonable modification or communication aids and services by contacting the City Clerk's Office at (480) 782-2181 (711 via AZRS). Please make requests in advance as it affords the City time to accommodate the request.

Agendas are available in the Office of the City Clerk, 175 S. Arizona Avenue.

# **Museum Foundation Governance Subcommittee Regular Meeting Agenda - August 12, 2024**

## **Call to Order/Roll Call**

## **Unscheduled Public Appearances**

Members of the audience may address any item not on the agenda. State Statute prohibits the Board or Commission from discussing an item that is not on the agenda, but the Board or Commission does listen to your concerns and has staff follow up on any questions you raise.

## **Consent Agenda**

Items listed on the Consent Agenda may be enacted by one motion and one vote. If a discussion is required by members of the Board or Commission, the item will be removed from the Consent Agenda for discussion and determination will be made if the item will be considered separately.

1. **Minutes of the Museum Foundation Governance Subcommittee Regular meeting of 5/13/24**

Motion to approve the minutes of the Museum Foundation Governance Subcommittee Regular meeting of 5/13/24.

## **Briefing**

2. Review Governance Subcommittee Charter (included in packet)
3. Develop format and schedule to report on progress toward CMF Strategic Plan Goals based on assignments from May 13, 2024, subcommittee meeting:  
Fiduciary (Rich), Generative (Martin), Governance (Joan)
4. Update on Status of CMF Board LiveBinder
5. Discuss role of Governance Subcommittee in creating an agenda for the 2024-2025 Annual CMF Retreat

## **Member Comments**

## **Member Announcements**

# Calendar

6. Next Governance Subcommittee Meeting will be 10/14/2024, at 10:00 a.m. at the Chandler Museum.

## Adjourn



**Museum Foundation Governance Subcommittee      Cultural Development**  
**Memo No.**

**Date:** 08/12/2024  
**To:** Museum Foundation  
**From:** Sarah Biggerstaff, Museum Storytelling Coordinator  
**Subject:** May 2024 Museum Foundation Governance Subcommittee Meeting Minutes

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**Proposed Motion:**

Motion to approve the minutes of the Museum Foundation Governance Subcommittee Regular meeting of 5/13/24.

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**Attachments**

Minutes

# 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.

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Joan Clark, Chair

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Jody Crago, Staff Liaison





**Museum Foundation      Cultural Development    Memo No.**

**Date:**        08/12/2024  
**To:**         Museum Foundation  
**From:**      Sarah Biggerstaff, Museum Storytelling Coordinator  
**Subject:**    Review Governance Subcommittee Charter (included in packet)

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**Attachments**

Charter

## **CHANDLER MUSEUM FOUNDATION GOVERNANCE SUBCOMMITTEE CHARTER**

### **Purpose:**

The purpose of the Governance Subcommittee is to develop the capacity of the Chandler Museum Foundation (CMF) to fulfil its Mission.

### **Composition and Reporting:**

The subcommittee is Chaired by the CMF Vice-Chair and includes at least two other board members, but no more than five board members. Staff shall be present at meetings. The subcommittee reports to the Executive Subcommittee.

### **Strategies:**

**Fiduciary** – Provide oversight and strategy related to budget, fundraising, sponsorships, membership, and other revenue-generating activities of the Chandler Museum Foundation.

**Strategic** – Set and monitor goals in all areas of the Chandler Museum Foundation; provide intention recruitment and cultivation of board candidates; and plan and execute annual board retreat.

**Generative** – Initiate productive discussion around challenges and opportunities in collaboration with staff.

### **Tasks / Tactics:**

- Maintain and update the CMF board binder.
- Create an onboarding process for new board members; test it with current members.
- Identify needs related to skills and attributes of potential board members; seek candidates that meet that criterion.
- Review financial audits.
- Review and suggest changes to policies and procedures of the CMF. Provide a schedule for reviewing items such as bylaws, membership criteria and process, etc., on a rotating basis.
- Assure compliance with CMF policies.
- In collaboration with staff, draft agendas for the annual retreat and the annual meeting.
- Develop a report on activities of the subcommittee, including which Foundation policies have been reviewed, and deliver biannually to Chandler Museum Foundation Board.
- Other governance tasks as required.

**Frequency:**

The subcommittee meets quarterly or bi-monthly, or as deemed appropriate by the subcommittee Chair.

**Quorum:**

Per the Open Meeting Law, subcommittee meetings require a quorum of the subcommittee composition in order to legally proceed with the meeting. A majority of the subcommittee composition constitutes a quorum.


**Staff:**

Staff members attending subcommittee meetings serve in a non-voting role and do not count toward the quorum.

**Staff Liaison:**

Museum Manager or their designee.

The Governance Subcommittee Charter was adopted by the Chandler Museum Foundation Board of Directors on February 20, 2024.

  
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Chair