

Tucson Youth Development Board Governance Committee

Meeting Minutes from:

Tuesday, March 15, 2022 at 12:00 pm

Held virtually via Zoom.

AGENDA

	Topic	Leader	Purpose & Desired Outcome	Estimated Time
1.	Welcome & Roll Call Meeting commenced at 12:06 pm <u>Present:</u> Marissa Amezcua, Jose Arias, Julie Kudrna, Larry Lucero <u>Absent:</u> Dr. Michael Olguin	Julie Kudrna	Open meeting	3 min
2.	Review and approve 2/16/22 meeting minutes <u>Minutes:</u> Julie to edit the title of the document to remove “notice of public meeting” and correct the spelling of Mr. Neil Holstad’s name. Minutes approved with these revisions.	Julie Kudrna	Decision → Revise and approve	2 min
3.	Strategic Initiatives: TYD Board Member Recruitment Status update and next steps on recruitment efforts <u>Minutes:</u> <ul style="list-style-type: none"> • Marketing/Communications <ul style="list-style-type: none"> ○ Jessa Turner (UA Tech Parks communications, Jose’s contact): Julie will circle back with her in April per her request to continue the process with attending a board meeting and interview/site visit. • Juvenile justice, child welfare, judicial <ul style="list-style-type: none"> ○ Julee Aros-Thornton (FosterEd Education Liaison, Julie’s contact): declined due to lack of capacity at this time; would like to be contacted during our next recruitment effort. ○ Jessica Graves (adoption attorney, Jose’s contact): declined due to lack of capacity at this time. ○ Larry Lucero will reach out to a contact in Family Law - a former judge and prior keynote speaker at TYD graduation. The office may have others who may be interested. ○ Tina Somerville (Marissa’s contact): experience in criminal justice and education. Marissa will follow up with her. • Nonprofit accounting 	All	Information sharing Decision → Establish next steps	15 min

	<ul style="list-style-type: none"> ○ Beach Fleishman (Jose’s contact): Sumi Rowe declined due to lack of capacity at this time; would like to be contacted during our next recruitment effort. Perhaps include her as a committee member in the future; as past experience as a nonprofit treasurer. ○ R&A CPAs (Jose’s contact): Karly Meza is interested, has expertise in nonprofits (including a nonprofit treasurer), and is interested in detailed financial work with TYD. Julie sent materials via email; plans to attend March Board meeting. ○ Neil Holstad (Larry’s contact): prior nonprofit treasurer experience and general business sense. Larry will continue to pursue. ● Workforce development <ul style="list-style-type: none"> ○ Thomas Bogart (JTED CFO, Larry’s contact): declined due to lack of capacity at this time; would like to be contacted during our next recruitment effort. Larry will reach out to him to identify potential board members. ○ Tanisha Tatum (JTED counselor, Julie’s contact): Hold off until Larry connects with Thomas Bogart about potential recommendations. ● Education administration, charter school <ul style="list-style-type: none"> ○ Dr. Olguin indicated at the prior meeting he would be following up with his contacts. Julie will connect with Dr. Olguin. ● General sources for referrals: <ul style="list-style-type: none"> ○ Zach Yentzer (Larry’s contact): Larry will continue to pursue.
<p>4.</p>	<p>Strategic Initiatives: <i>Bylaws Review & Revision</i> 30 min</p> <p>What revisions to the current bylaws are needed to support TYD’s mission and goals and effectively guide the Board’s actions and decisions? All Discussion</p> <p style="margin-left: 500px;">Decision → Develop recommendations</p> <p>*Current focus areas:</p> <ul style="list-style-type: none"> ● Article IV – Board of Directors ● Article VI – Officers ● Article V – Meetings ● Article VIII – Committees <p>See Handout: Word document: “TYD Bylaws 10 13 2016”</p> <p><u>Minutes:</u></p> <p>The Committee began reviewing Article IV, making recommended revisions related to eligibility for board service, the number of board members, and elections. SEE EXHIBIT A (page 3) of these minutes for recommended revisions. The Committee began discussing board member terms, including the need to establish a staggered rotation on and off the board to preserve continuity and the size of the board. In order to do this the Board may need to create some temporary modified term limits. At the next meeting the Committee will continue will Article IV, beginning with the Terms section.</p>
<p>5.</p>	<p>Unfinished Business 5 min</p>

EXHIBIT A

	Select next and/or regular meeting date/time Minutes: The next meeting will be Wednesday April 13 at noon.	Julie Kudrna	Decision → Select meeting date/time	
6.	Adjourn Meeting adjourned at 1:07 pm.	Julie Kudrna	Close meeting	2 min

Next meeting: Wednesday, April 13 at noon via Zoom.

EXHIBIT A

ARTICLE IV- BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed and all corporate powers shall be exercised by and under the direction of the TYD’s Board of Directors (“Board of Directors” or “Board”), subject to the limitations of these Bylaws, the Articles of Incorporation and the laws of Arizona. The Board of Directors shall have the power to amend the Articles of Incorporation and the power to adopt, amend, and repeal the Bylaws.

For ~~each-all~~ charter schools contained within TYD’s Local Education Agency, -operated by TYD, the members of the Board of Directors shall serve as members of the Charter School Governing Board. The Charter School Governing Board shall be responsible for the financial, policy, and educational operations of the charter school.

Section 1. Eligibility

Board members shall meet the roles and responsibilities of TYD board members as described in the Board Member Job Description as described in the Board Policy Manual. Board member skill and expertise shall fill a need as identified by the Board.

Section 2. Number and Election

There shall be a Board of Directors with a minimum of ~~five-seven~~ (57) persons and a maximum of twenty-five (25) persons. Directors shall be nominated and elected at the annual Board of Directors meeting unless a vacancy needs to be filled mid-year. Any Board member may nominate a potential board member; nominations should follow the recruitment process described in the Board Policy Manual.–All members of the Board of Directors must be approved by a majority vote of the current Board. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties.