

# Tucson Youth Development Board Governance Committee

Meeting Minutes from:

Monday, May 9, 2022 at 12:00 pm

Held virtually via Zoom.

## AGENDA

|    | <b>Topic</b>   | <b>Leader</b> | <b>Purpose &amp; Desired Outcome</b>                   | <b>Estimated Time</b> |
|----|--|---------------|--|-----------------------|
| 1. | <b>Welcome &amp; Roll Call</b><br>Meeting commenced at 12:02 pm<br><u>Present:</u> Marissa Amezcua, Jose Arias, Julie Kudrna, Larry Lucero, Michael Olguin<br><u>Absent:</u> none  | Julie Kudrna  | Open meeting   | 3 min                 |
| 2. | <b>Review and approve 4/13/22 meeting minutes</b><br>No revisions; approved.   | Julie Kudrna  | Decision → Revise and approve                          | 2 min                 |
| 3. | <b>Strategic Initiatives: TYD Board Member Recruitment</b><br>Status update and next steps on recruitment efforts<br><br><u>Minutes:</u> <ul style="list-style-type: none"> <li>• Marketing/Communications                             <ul style="list-style-type: none"> <li>○ Julie each back out to potential board member in in July</li> </ul> </li> <li>• Juvenile justice, child welfare, judicial                             <ul style="list-style-type: none"> <li>○ Marissa to connect again with contact.</li> </ul> </li> <li>• Nonprofit accounting                             <ul style="list-style-type: none"> <li>○ Julie will circle back with contact at R&amp;A CPAs.</li> <li>○ Two other potentials if needed.</li> </ul> </li> <li>• Workforce development                             <ul style="list-style-type: none"> <li>○ Larry will circle back with JTED contact.</li> </ul> </li> <li>• Education administration, charter school                             <ul style="list-style-type: none"> <li>○ Dr. Olguin will pursue his lead.</li> </ul> </li> <li>• General sources for referrals:                             <ul style="list-style-type: none"> <li>○ Marissa will review contacts from Start Up Tucson and Greater Tucson Leadership.</li> <li>○ CFSA BoardConnect event on June 7: Julie will reach out to inquire about availability of TYD having a table there.</li> </ul> </li> <li>• Other</li> </ul> | All           | Information sharing<br>Decision → Establish next steps | 15 min                |

|           |  |  |
|-----------|--|--|
|           | <ul style="list-style-type: none"> <li>○ The Committee identified two individuals who are not appropriate board members at this time but would be valuable additions to the Marketing Committee once that is revived.</li> </ul>   |  |
| <b>4.</b> | <b>Strategic Initiatives: <i>Bylaws Review &amp; Revision</i></b>  | 30 min   |
|           | <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?</p> <p>*Current focus areas:</p> <ul style="list-style-type: none"> <li>• Article IV – Board of Directors</li> <li>• Article VI – Officers</li> <li>• Article V – Meetings</li> <li>• Article VIII – Committees</li> </ul> <p><u>See Handout:</u> Word document: “TYD Bylaws 10 13 2016 BGC rev” (running revisions)</p> <p><b>Minutes:</b></p> <p>Julie indicated she started drafting a board policy and procedure manual based upon content we are identifying that should be included. The Committee can work on that manual next after bylaws.</p> <p>The Committee finished Article IV – Board of Directors and continued working on Article V Meetings. SEE EXHIBIT A (below) for notes on recommended revisions. The Committee decided to require a 2/3rds majority vote for matters related to directors (e.g., approvals, removals). For sections in which notes/bullets points were made regarding content, Julie will draft actual language to be included for the Committee to review.</p> <p>The next meeting the Committee will begin review with Article V, Section 5 – Voting.</p> | <p>All</p> <p>Discussion</p> <p>Decision → Develop recommendations</p> |
| <b>5.</b> | <b>Unfinished Business</b>   | 5 min  |
|           | <p>Select next and/or regular meeting date/time</p> <p>Next Committee meeting will be Monday June 13th at 12 pm via Zoom</p>   | <p>Julie Kudrna</p> <p>Decision → Select meeting date/time</p>         |
| <b>6.</b> | <b>Adjourn</b>   | 2 min  |
|           | <p>Adjourned at 1:05 pm</p>  | <p>Julie Kudrna</p> <p>Close meeting</p>                               |

**Next meeting:** Monday June 13th at 12 pm via Zoom

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**EXHIBIT A**

**ARTICLE V- BOARD OF DIRECTORS**

**Section #. Resignation**

- Notify board president in writing as far in advance as possible
- Full board accept resignation at next board meeting

**Section 4. Vacancy**

The Board of Directors may fill a vacancy occurring on the Board of Directors between annual Board of Director's meetings. A director elected to fill a vacancy occurring in the Board of Directors shall be elected for the unexpired term of ~~his or her~~their predecessor or until the next Annual Meeting in office. At the Annual Meeting, directors elected mid- year (i.e., not at an Annual Meeting) will be considered for an initial term of three years.

A director's position on the Board of Directors shall be considered vacant when a director resigns or fails to attend ~~two three consecutive months of~~ meetings ~~or a total of three meetings~~ per year or three consecutive meetings. The Board of Directors may waive this attendance requirement on a case-by-case basis.

#### Section 5. Removal of Directors

The Board of Directors may remove a director for any reason or no reason. Any director proposed to be removed shall be given notice by email, ~~fax,~~ or regular ~~first-class~~first-class mail to the last known address of the director at least five (5) business days, but no more than fifteen (15) business days, ~~of in advance of~~ the meeting of the Board of Directors at which ~~his or her~~their removal is to be voted upon. Removal shall require a 2/3rds majority vote by the board. If, at the time of voting, the Board is comprised of an even number of directors, in the event of an even vote (i.e., half yes and half no), the director shall be retained and not removed. The director shall be entitled to appear before and be heard by the Board of Directors at such meeting.

#### Section 7. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

#### Section 8. Confidentiality

- Reference content in our job description (ambassador, communications that support/benefit the organization)
- Maintain confidentiality for topics and content covered in Executive session (per ASRS) and human resources or student matters naming particular individuals
- Follow open meeting law and maintain transparency for Charter Schools in accordance with ASRS and ASBCS (include references)
- See confidentiality described in Board Manual
- Board members shall protect TYD's assets and intellectual property (e.g., investment information)

### ARTICLE V - MEETINGS

#### Section 1. Meetings

Regular meetings of the Board of Directors and Charter School Governing Board shall be held every month unless a special meeting is ~~otherwise~~ ordered by the Board of Directors. A special

meeting of the Board of Directors may be called at any time by the President or at the written request of a majority of the Board of Directors submitted to the President.

Meetings of the Charter School Governing Board may be held before, after, or at a different time than TYD Board of Directors meetings.

### Section 2. Annual Meeting

The annual meeting of the Board of Directors shall be held in March of each year unless the Board approves by a majority vote to move the meeting to a different month. The annual meeting may be held before, after, or at a different time than any Board of Directors regular meeting.~~prior to the regularly scheduled meeting of the Board of Directors.~~

~~A special meeting of the Board of Directors may be called at any time by the President or at the written request of a majority of the Board of Directors.~~

~~Meetings of the Charter School Governing Board may be held before, after or concurrently with any Board of Directors meeting.~~

### Section 2. Notice of Meetings

Notice of any meeting of the Board of Directors and/or Charter School Governing Board shall be delivered to each director at least five (5) business days, but no more than fifteen (15) business days, prior to the scheduled meeting by email, ~~fax, or regular first class mail to the last known address of each Director.~~ In an emergency, a special meeting may be held with less notice.

### Section 3. Open Meetings

All meetings of the Charter School Governing Board shall be public meetings held in compliance with Arizona's Public Meeting Law found at A.R.S. §38-431 et. seq.

TYD shall conspicuously post a statement on its website stating where all required notices of its Charter School Governing Board meetings will be posted, including the physical and electronic locations. TYD shall post all required notices of its Charter School Governing Board meetings on its website and at the meeting site at least twenty-four hours before the meeting. Any public meeting notice shall include an agenda of the matters to be discussed or decided at the meeting ~~or information on how the public may obtain a copy of such an agenda.~~

Upon majority vote of a quorum, a Charter School Governing Board may hold an executive session, but only for one of the following purposes as set out in A.R.S. 38-431.03(A) or as otherwise permitted by law:

- Personnel matters involving a specific individual
- Confidential records exempt from public inspection
- Discussion or consultation for legal advice with the Board's attorney.

- Discussion or consultation with the Board's attorney in order to negotiate contracts in pending litigation or in settlement discussions.
- Discussion or consultation with its representative to give instruction to its representative regarding negotiations for the purchase of real property.

#### Section 4. Quorum

For any meeting of the TYD Board of Directors a majority of the directors shall constitute a quorum for the transaction of business. If the Board is comprised of an even number of directors, a quorum is half of the full board plus one (e.g., if the board is comprised of six directors, quorum is four directors). If there is a vacancy or vacancies on the Board, a majority of the remaining members of the Board constitute a quorum for the transaction of business. The same rules for a quorum shall apply to meetings of the Charter School Governing Board.