

# Tucson Youth Development Board Governance Committee

Meeting Minutes from:

Wednesday, April 13, 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> Meeting commenced at 12:03 pm <u>Present:</u> Marissa Amezcua, Jose Arias, Julie Kudrna, Larry Lucero, Michael Olguin <u>Absent:</u> none	Julie Kudrna	Open meeting	3 min
2.	<b>Review and approve 3/15/22 meeting minutes</b> No revisions; approved.	Julie Kudrna	Decision → Revise and approve	2 min
3.	<b>Strategic Initiatives: TYD Board Member Recruitment</b> Status update and next steps on recruitment efforts <u>Minutes:</u> <ul style="list-style-type: none"> <li>• Marketing/Communications                             <ul style="list-style-type: none"> <li>○ Jessa Turner (UA Tech Parks communications, Jose’s contact): Not available until August. Committee decided to connect with her in the summer about moving forward.</li> </ul> </li> <li>• Juvenile justice, child welfare, judicial                             <ul style="list-style-type: none"> <li>○ Tina Somerville (Marissa’s contact): expressed interested. Marissa will follow up with her end of May.</li> </ul> </li> <li>• Nonprofit accounting                             <ul style="list-style-type: none"> <li>○ Karly Meza (R&amp;A CPAs, Jose’s contact): requested a few weeks for consideration. Julie reached back out to her today.</li> <li>○ Neil Holstad (Larry’s contact, business representative as well as finance): considering availability. Larry remains in contact.</li> </ul> </li> <li>• Workforce development                             <ul style="list-style-type: none"> <li>○ Larry will circle back with JTED contact (Thomas Bogart) for recommendations.</li> </ul> </li> <li>• Education administration, charter school                             <ul style="list-style-type: none"> <li>○ Dr. Olguin has a lead and will continue to pursue.</li> </ul> </li> <li>• General sources for referrals:</li> </ul>	All	Information sharing Decision → Establish next steps	15 min

	○ Marissa will review contacts from Start Up Tucson.	
4.	<p><b>Strategic Initiatives: Bylaws Review &amp; Revision</b></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?</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>See Handout: Word document: “TYD Bylaws 10 13 2016 BGC rev” (running revisions)</p> <p><b>Minutes:</b></p> <p>The Committee continued working through Article IV, making recommended revisions related to terms, vacancy, and removals. SEE EXHIBIT A of these minutes (below) for recommended revisions.</p>	30 min
5.	<p><b>Unfinished Business</b></p> <p>Select next and/or regular meeting date/time</p> <p>Next Committee meeting will be Monday May 9th at 12 pm via Zoom</p>	5 min
6.	<p><b>Adjourn</b></p> <p>Adjourned at 1:05 pm</p>	2 min

**Next meeting:** Monday May 9th at 12 pm

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**EXHIBIT A**

**ARTICLE IV- BOARD OF DIRECTORS**

Section 3. Terms

Directors shall serve terms of three years. The term of office is the same for both TYD and the Charter School Governing Board. After ~~his or her~~their -initial term, a director may succeed ~~himself/herself/themselves~~ for only one additional consecutive term. After serving two consecutive terms, a director must vacate ~~his/her~~their -position for at least one year before seeking re-election to another term.

Notwithstanding the above, there shall be staggered terms of office. To assist with ensuring this, a listing of current board members and their start and end dates for terms of office will be updated annually and maintained in the Board Manual. ~~Notwithstanding the above, there shall be staggered terms of office. To create staggered terms, directors serving on the date these Amended and Restated Bylaws are adopted shall be considered to be in their initial term as a director as follows:~~

~~The two most senior serving directors shall have an initial term ending at the conclusion of the annual Board of Directors meeting held in March 2017.~~

~~The next three most senior serving directors shall have an initial term ending at the conclusion of the annual Board of directors meeting held in March of 2018.~~

~~The three most junior serving directors shall have an initial term ending at the conclusion of the annual Board of Directors meeting held in March 2019.~~

At the Annual mMeeting of the Board of Directors ~~at which these Amended and Restated Bylaws are adopted~~, the minutes shall ~~show review~~ the start and end dates of the initial term for each current director's term. ~~Directors serving less than a full three year term as their initial term shall be considered to have served a full three year term at the end of their initial term for purposes of the limits on more than two successive terms.~~

#### 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 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.~~