

## Tucson Youth Development Board Governance Committee

Meeting Minutes from:

Monday, June 13, 2022 at 12:00 pm

Held virtually via Zoom.

### AGENDA

	<i>Topic</i>	<i>Leader</i>	<i>Purpose &amp; Desired Outcome</i>	<i>Estimated Time</i>
1.	<b>Welcome &amp; Roll Call</b> Meeting commenced at 12:05 pm <u>Present:</u> Marissa Amezcua, Jose Arias, Julie Kudrna, Michael Olguin <u>Absent:</u> Larry Lucero	Julie Kudrna	Open meeting	3 min
2.	<b>Review and approve 4/13/22 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 – Julie to reach out to current prospect in July.</li> <li>Juvenile justice, child welfare, judicial – Marissa spoke with a Superior Court Commissioner at a GTL event; he expressed interest. Marissa will provide Julie with contact information to set up an intro meeting. If this does not work out, Julie indicated a colleague could send an email to several local attorneys.</li> <li>Nonprofit accounting – Interview/site visit with prospect last week went very well. The Committee reviewed her application, resume, and the interview summary. Based upon this, the Committee decided to recommend the prospect for approval by the full board at the next board meeting.</li> <li>Workforce development – Julie to reach out to potential prospect (JTED counselor).</li> <li>Education administration, charter school – Dr. Olguin will reach out to his potential prospect in charter school administration.</li> </ul>	All	Information sharing Decision → Establish next steps	15 min
4.	<b>Strategic Initiatives: Bylaws Review &amp; Revision</b> What revisions to the current bylaws are needed to support TYD's mission and goals and effectively guide the Board's actions and decisions? *Current focus areas:	All	Discussion Decision → Develop recommendations	30 min

- Article IV – Board of Directors
- Article VI – Officers
- Article V – Meetings
- Article VIII – Committees

**Minutes:**

The Committee clarified language related to the required number of votes to approve and remove board members and then finished worked on Article 5 – Meetings, beginning with Section 5 – Open Meetings; work was begun on Article 6 – Officers. SEE EXHIBIT A (page 2) of these minutes for recommended revisions.

<b>5.</b>	<b>Unfinished Business</b>			5 min
	Select next and/or regular meeting date/time	Julie Kudrna	Decision → Select meeting date/time	
	Next Committee meeting will be 7/12/22 at 12:00 pm via Zoom			
<b>6.</b>	<b>Adjourn</b>	Julie Kudrna	Close meeting	2 min
	Adjourned at 1:01 pm			

**Next meeting:** 7/12/22 at 12:00 pm via Zoom

**EXHIBIT A**

**5. MEETINGS**

**5. Open Meetings**

All meetings of the Charter School Governing Board, including committees and TYD’s Annual Meeting, shall be public meetings held in compliance with Arizona’s Public Meeting Law ~~found at~~ A.R.S. §38-431 - 38-431.09) et. seq.

a. Board Meetings

**Notices:** 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 (24) 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.~~

**Minutes:** Written minutes shall be taken of all Charter School Governing Board meetings in accordance with A.R.S. §38-431.01(B). Minutes shall include: 1) the date and time of the meeting, 2) the members recorded as present or absent, 3) description of the matters discussed, 4) the names of members who propose each motion, 5) the names of members and persons who make statements or present material related to motions, and 6) a record of how each member voted Minutes shall be

made available to the public, via conspicuously posting on TYD's website, within three (3) working days after the meeting. If the minutes have not yet been approved by the Board, minutes shall be marked "draft." The Board shall review, revise, and approve (by majority vote) meeting minutes at a subsequent board meeting. Approved minutes shall be posted on TYD's website within two (2) working days of approval.

b. Executive Sessions

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.~~

1. Discussion or consideration of employment, assignment, appointment, promotion, demotion, dismissal, salaries, disciplining or resignation of a public officer, appointee, or employee of the public body, pursuant to A.R.S. §38-431.03(A)(1); and/or
2. Discussion or consideration of records exempt from public inspection, including the receipt and discussion of information or testimony that is specifically required to be maintained as confidential by state or federal law, pursuant to A.R.S. §38-431.03(A)(2); and/or
3. Discussion or consultation for legal advice with the attorney or attorneys for the public body, pursuant to A.R.S. §38-431.03(A)(3); and/or
4. Discussion or consultation with the attorneys of the public body in order to consider its position and instruct its attorneys regarding the public body's position regarding contracts that are subject to negotiations, in pending or contemplated litigation, or in settlement discussions conducted in order to avoid or resolve litigation, pursuant to A.R.S. §38-431.03(A)(4).
5. Discussions or consultations with designated representatives of the public body in order to consider its position and instruct its representatives regarding negotiations with employee organizations regarding the salaries, salary schedules or compensation paid in the form of fringe benefits of employees of the public body.
6. Discussion, consultation or consideration for international and interstate negotiations or for negotiations by a city or town, or its designated representatives, with members of a tribal council, or its designated representatives, of an Indian reservation located within or adjacent to the city or town.
7. Discussions or consultations with designated representatives of the public body in order to consider its position and instruct its representatives regarding negotiations for the purchase, sale or lease of real property.
8. Discussion or consideration of matters relating to school safety operations or school safety plans or programs.
9. Discussions or consultations with designated representatives of the public body in order to discuss security plans, procedures, assessments, measures or systems relating to, or having an impact on, the security or safety of buildings, facilities, operations, critical infrastructure information and information technology maintained by the public body. Records,

**Commented [JK1]:** Included in ASRS but does not apply to TYD; cut

documentation, notes, or other materials made by, or provided to, the representatives pursuant to this paragraph are confidential and exempt from public disclosure under this chapter and title 39, chapter 1.

Minutes: Minutes must be taken of all Charter School Governing Board executive sessions in accordance with A.R.S. §38-431.01(C). Minutes from public meetings shall include the same items as public meetings (see a above) as well as: 1) description of all instructions given to attorneys, and 2) a statement of the reasons for emergency consideration of any matters not on the agenda. Minutes shall be stored in TYD's Google Workspace cloud file storage platform and be kept confidential except from: 1) Directors and 2) individuals who were the subject of the discussion (A.R.S. §38-431.03(B)).

#### c. Committee and Taskforce Meetings

Committees, subcommittees, and taskforces that consider charter school matters are subject to Arizona's Public Meeting Law as described above, regardless of the number of Directors present at these meetings. Public notice shall be given at least 24 hours in advance of the meeting. Minutes must be taken and made available to the public ten (10) working days after meetings.

#### d. Annual Meeting

TYD's Annual Meeting is a public meeting and thus subject to Arizona's Public Meeting Law as described above.

### **6. Quorum**

A quorum is required ~~For to proceed with~~ any non-committee or -taskforce meeting of the TYD Board of Directors or Charter School Governing Board. ~~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.

### **7. Call to the public**

Meetings of the Charter Schools Governing Board shall include a Call to the Public which allows individuals to address the Board on issues within the jurisdiction of the Board. In accordance with A.R.S. §38-431.01(H), members may respond to criticism, ask staff to review the issues, and ask that the matter be placed on a future agenda. The Board may not discuss or act upon issues raised during the call to the public unless the topic is already included on the meeting agenda. Procedures for the Call to the Public, including how individuals request to speak or submit comments to be read at meetings, are located in the Board Manual.

### **7.8. Voting**

Each member of the Board of Directors or the Charter School Governing Board shall be entitled to one vote. Proxies shall not be permitted at any meeting. Voting shall be done via roll-call, and Action shall be by voice vote. except that ballots shall be required where more than one nomination for the Board of Directors has been made for any position for election of directors or officers. Nominations from the floor may be made for election of directors or officers to the Board of Directors.

### **8.9. Manner of Acting**

A quorum must exist for the Board to take action at any meeting. A motion passes if a majority of members present at the meeting (i.e., more than half) vote to approve the motion. Abstentions do not count toward the majority. The decision of the act of a majority of the members present at a meeting duly held at which a quorum is present of the Board of Directors or a Charter School Governing Board shall be the action of the applicable Board, unless a different number is required by law, by the Articles of Incorporation, or by these Bylaws.

Commented [JK2]: Language to be reviewed

### **9.10. Remote Participation in Meetings ~~by Means of Conference Telephone~~**

Members of the Board of Directors, or any committee of the Board of Directors or of the Charter School Governing Board, may participate in a meeting of the Board or such committee by means of a conference telephone, internet application, video ~~conference~~ or similar communication devices whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence of the person at such meeting.

## **6. OFFICERS**

### **1. Definition of Officers**

The officers of TYD shall be a President, Vice-President, Secretary, and Treasurer and such other officers as the Board of Directors may determine necessary. These positions shall constitute the Executive Committee.

The officers of TYD shall also be the officers of the Charter School Governing Board.

### **2. Elections**

The officers of the Board of Directors shall be nominated and elected at the annual meeting of the Board of Directors. Nominations and elections shall follow the procedure outlined in the Board Manual. Officers must be approved by a majority of directors present at the meeting. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors.

### **3. Term of Office**

Officers shall take office immediately upon their election and shall serve for one year. If an officer is elected mid-year, the officer will serve until the next annual meeting and until their successors are elected. No officer shall serve more than two consecutive one-year terms in the same office.