



Arizona School for the Arts
Governance Committee Minutes
 Tuesday, September 1, 2020 at 8:00 a.m.
Zoom Meeting: 840 1046 1212 Passcode: 0X6ChN

Attendance (voting Members in bold)					
Betty Hum, Committee Chair	P	Dr. Anthony (Tony) Dietz, President	P	Carlos Contreras, Vice President	P
Dr. David Garcia, Secretary/ Treasurer	P	Dr. Javier Cárdenas, Past President	P	Alexander Laing	P
Karen Lugosi	P	Leah Fregulia, Head of School/ CEO	P	Ed Novak	A

Agenda Items
Summary of current membership <ul style="list-style-type: none"> 13 current 1 pending (John O'Neal) 15 maximum limit (Javier rolls off, Alex, John S. and Betty end 1st terms)
Prospects: <ul style="list-style-type: none"> Yetta Gibson – Allison Otu Sara Dashew (Singer-song writer, LGBTQ) – Ed Finn
Term Limits in June 2021
Review of Demographics and Matrix to set recruiting priorities for 2020-2021
Review Progress with New Member Orientation, On-Boarding, Mentoring
HOS/CEO Evaluation SY 2020-2021
The Governance Committee may vote to hold an executive session for the purpose of obtaining legal advice from the Board's attorney on any matter listed on the agenda pursuant to: ARS §38-431.03 (A)(3) Legal Advice

Notes

The meeting began at 8:04am.

Leah reviewed current matrix. This needs a few updates to get it current.

Recruiting

Priorities for recruiting:

1. Medical/Health – This is the top priority for our remaining slot (ideally non-parent with some demographic/geographic diversity)
2. Corporate
3. Artists
4. Non-parents
5. Political – after the election.
6. Demographic and geographic diversity

Should we raise the number of board members? The size is good as it is. The committee would like to develop an ad hoc Health and Wellness committee to help us navigate through the pandemic over the next several

months/few years and also advice on other wellness issues encountered in school? Leah will reach out to Javier, Sue Pepin, Karen Lugosi, etc. Alex expressed that he knows Yetta Gibson and would recommend that we continue to cultivate her interest. Members of the Governance Committee would like to have coffee with her and invite her to the next Board meeting and advise her on our current status. In future we can invite the MarCom Committee to present to the Board. Carlos mentioned that political prospects will be more available after the election. We also have an Ad Hoc Legal/Compliance Committee: John O'Neal, Betty Hum, Karen Lugosi.

On-Boarding

Betty asked for a review/assessment of the on-boarding process. What has worked well and what do we need to improve? Carlos is mentoring John O'Neal who has been involved with ASA and wondered what our next steps would be with him? Do we need an integration checklist or metrics? Mentors should call and assess interests of new members. Karen offered that from her perspective the onboarding was not necessarily very structured. She was on Parent Engagement Committee and Governance Committee. It would be beneficial to have checkpoints to make sure we are flowing through the process. She wondered if she is supposed to be doing more. David sees his role as mentor more as a welcoming opportunity. With such a small board, we don't need much more. Tony agreed. Regarding the orientation, ASA History is important and members learned a lot. Overall, the orientation at last meeting was helpful. Keep as an orientation for new members only in July/August – optional for returning members. Next time we need to do an orientation we should record it with all the same board members contributing. We will also look for Board training – especially in fundraising – from Chuck Loring, Charter School Association, or a private individual such as Jerry Diaz. Leah will check in with him and Javier. Betty and Carlos will check in with all mentees to see how it is going.

HOS/CEO Evaluation for 2020-2021

Betty suggested that a Task Force reviews last year's results and decides what kind of evaluation is needed this year – survey format or interviews? We need to make sure we have a record for the future and to become more systematic. Leah does a self-assessment with goals and priorities for the year with the Board President and quarterly check-ins. Board chair is usually the Task Force chair. The Task Force will be: Tony Dietz, Carlos Contreras, Betty Hum and Alex Laing volunteered. Leah will have Carolyn set a meeting for the TF. It needs to be run under open meeting law in executive session.

Meet every other month for now and send informational emails if needed.

Tony requested that Betty Hum gives a 5-minute update of this committee in the Board Meeting. No written summary needed.

The meeting adjourned at 8:55am.



Arizona School for the Arts
Governance Committee Minutes
Wednesday, December 2, 2020 at 8:00 a.m.
Zoom Meeting: 840 1046 1212 Passcode: 0X6ChN

Attendance (voting Members in bold)					
Betty Hum, Committee Chair	P	Dr. Anthony (Tony) Dietz, President	P	Carlos Contreras, Vice President	P
Dr. Javier Cárdenas, Past President	P	Alexander Laing	P	Karen Lugosi	P
John O'Neal	A	Ed Novak	P	Leah Fregulia, Head of School/ CEO	P

Agenda Items
Summary of current membership <ul style="list-style-type: none"> 13 current 1 pending (John O'Neal) 15 maximum limit
Prospects: <ul style="list-style-type: none"> Yetta Gibson – Allison Otu Sara Dashew (Singer-song writer, LGBTQ) – Ed Finn
Term Limits in June 2021
Review of Demographics and Matrix to set recruiting priorities for 2020-2021
Review Progress with New Member Orientation, On-Boarding, Mentoring
HOS/CEO Evaluation SY 2020-2021
Upcoming <ul style="list-style-type: none"> Videos for Orientation – later in the year Should SP come into Governance? Will the legal team be used to review Policy HB this spring
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Minutes

Committee Chair Betty Hum called the meeting to order at 8:03 a.m.

The Committee reviewed current membership. We have thirteen people on the Board of Directors with John O'Neal still pending, and two potential candidates – Yetta Gibson and Sara Dashew. Dr. Javier Cárdenas' term will end at the end of this year, but for the time being we still have one opening. We are scheduling a coffee with Yetta Gibson and members of the Governance Committee.

We will continue to cultivate potential candidates and Javier asked that we remember to keep our eyes on equity. Perhaps we should consider a community member at large, considering our demographics we might want to search. Carlos Contreras offered to connect Leah Fregulia with Sophie O'Keefe who is a political figure and ran Paul Penzone's campaign. Tony Dietz offered that it is helpful to continue to look at the medical field. Karen Lugosi asked if Dr. Jimmy Chow would be a good fit, or perhaps Dr. Hazem Hnaide from our Health and Wellness Council. Karen will ask Hazem if he might be interested.

Betty asked if we need to do anything in terms of on-boarding with our new members: Ed Finn, Allison Otu, John O'Neal, Karen Lugosi and Heidi Jannenga. Karen suggested we get into a better routine with new members. She mentioned that she feels she needs more understanding of school finance. Tony suggested that we ask John Snider to review how he looks at the school finance at an upcoming meeting – what he looks for; triggers for concerns. He also thought it is a good idea to do an individual check-in with each new member to see what they need. Mentors Dr. David Garcia, Javier, Betty and Carlos will do that.

Carlos mentioned the opportunity for members to attend the Governance Week provided by the Arizona Charter School Association next Spring. Leah will see if there are dates already selected, the program and cost.

HOS Evaluation is almost complete and Tony will review with Leah at their meeting on Monday, December 7th.

Betty asked that we begin the evaluation process earlier and finish before July 2021. January will be a starting point with review of the job description. She suggested that we establish an evaluation sub-committee to begin that process. Tony will chair, Karen, Carlos, and Alex Laing volunteered to join the sub-committee for next year.

The committee continues to like the idea of video-taping the new member orientation. In the spring, the legal team will remain intact – Betty Hum, Karen Lugosi, John O'Neal and we will add Ed Novak.

The meeting ended at 8:40 a.m.



Arizona School for the Arts
Governance Committee Minutes
 Wednesday, February 3, 2020 at 8:00 a.m.
Zoom Meeting: 864 6975 9102 Passcode: 508904

Attendance (voting Members in bold)					
Betty Hum, Committee Chair	P	Dr. Anthony (Tony) Dietz, President	P	Carlos Contreras, Vice President	P
Dr. Javier Cárdenas, Past President	P	Alexander Laing	P	Karen Lugosi	P
John O'Neal	P	Ed Novak	A	Leah Fregulia, Head of School/ CEO	P

Agenda Items
HOS Evaluation – Check-in with Subcommittee
Candidates for Board Positions and Nomination Process/Terms
Dr. Hazem Hnaide - Interview/Discussion
The Governance Committee may vote to hold an executive session for the purpose of obtaining legal advice from the Board's attorney on any matter listed on the agenda pursuant to: ARS §38-431.03 (A)(3) Legal Advice

Minutes

Committee Chair Betty Hum called the meeting to order at 8:00 a.m.

HOS Evaluation

- The Subcommittee will meet to review prior year's assessment and decide on the depth of the review.
- Subcommittee members will start interviews mid-late April to May
- A discussion of compensation in relation to the performance review ensued. The Committee agreed that the performance review should not be considered part of a compensation review. Compensation review should be within the Executive Committee and Finance Committee for budget development.

Candidates for Board Positions and Nomination Process/Terms

- Betty will nominate Yetta Gibson and Dr. Hazem Hnaide at the February 22nd Board meeting for 4-year terms to commence on July 1, 2021.
- As of July 1, 2021, the Board will be at full fifteen-member capacity with the addition of Yetta and Hazem and Dr. Javier Cárdenas rolling off the Board.
- In the future, all new Board member terms will commence on July 1st to facilitate orientation and onboarding processes.

Dr. Hazem Hnaide – Interview and Discussion

- Good session with Government Committee members and Dr. Hnaide.
- Dr. Hnaide was invited to attend the February Board meeting.

The meeting ended at 9:00 a.m.



**Arizona School for the Arts
Governance Committee Minutes
Tuesday, May 4, 2021 at 8:00 a.m.
Main Building, Large Conference Room or
Zoom: 864 6975 9102 Passcode: 508904**

Attendance (voting Members in bold)					
Betty Hum, Committee Chair	P	Dr. Anthony (Tony) Dietz, President	P	Carlos Contreras, Vice President	P
Dr. Javier Cárdenas, Past President	A	Alexander Laing	P	Karen Lugosi	P
John O'Neal	P	Ed Novak	A	Leah Fregulia, Head of School/CEO	P

Agenda Items
Bylaw Revision to Increase from 15 to 16 Directors <ul style="list-style-type: none"> • Vote in May per 15-day rule in Bylaws
Board Recruiting and Succession Planning <ul style="list-style-type: none"> • Term Renewals (review Matrix and Demographics): <ul style="list-style-type: none"> ○ Nominate for second term (from 2021- 2025) – Alex, John, Betty ○ Kevin Allen will need renewal at end of next year (2022)
On-Boarding and New Director Mentors – Hazem, Yetta
Review and Revision of Equity Commitment
Board Role and Structure for DEI Work
Head of School/CEO Review
Charter Compliance Summit May 18-20 th (\$200 full or \$75 daily – agenda TBD)
The Governance Committee may vote to hold an executive session for the purpose of obtaining legal advice from the Board's attorney on any matter listed on the agenda pursuant to: ARS §38-431.03 (A)(3) Legal Advice

Minutes

Committee Chair Betty Hum called the meeting to order at 8:00 a.m.

Bylaw revision is needed to increase Board members from fifteen to sixteen. Advance notice to be sent to voting board members needed to comply with ASA Bylaws. The board will vote on the amendment in the May meeting.

Board Terms – At the May meeting, Directors will need to vote on approving the second four year term for three board members: Alex Liang, John Snider and Betty Hum. Kevin Allen will eligible for his second term at the end of 2022.

Onboarding and mentoring:

- Betty to follow up on mentor for Yetta Gibson.
- Karen Lugosi will be mentor for Hazem Hnaide.
- Onboarding - refresher last year of key topics for entire Board. This year will develop onboarding topic discussions for Yetta, Hazem and John O'Neal. Tony Dietz volunteered to lead the new member orientation this year.

Head of School Review: Tony Dietz to follow up with subcommittee.

Review of Equity Commitment - Discussion to specifically add reference to staff and faculty to first sentence. Remove the word "actively" before the word "committed". Add comma after the word "participation" in the second sentence.

Board role and structure for DEI work

- Discussion about the extent of Board role and mission with regard to policies
- Agreed that a task force consisting of Carlos Contreras, Karen Lugosi and Betty Hum will develop a framework for each Board committee to embed DEI into each committee. Proposal to be brought to the committee chairs for review and implementation to assure consistency on the policy objectives.

The meeting ended at 8:57 a.m.