



**Arizona School for the Arts**  
**Governance Committee Meeting Agenda**  
 Wednesday, August 18, 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	A
Dr. Javier Cárdenas, Past President/RDC Chair	A	Alexander Laing	P	Karen Lugosi	P
John O'Neal	P	Ed Novak	P	Leah Fregulia, Head of School/ CEO	P

Agenda Items
<b>High Level Overview of Strategic Plan to be Presented at the Next Board Meeting</b>
<ul style="list-style-type: none"> <li>Role of the Governance Committee in DEI Commitments</li> </ul>
<b>Governance Committee's role in Policy Handbook Review, Revisions and Recommendations</b>
<b>Head of School Evaluation and Succession Planning</b>
<b>Board Development, Onboarding, and Mentoring</b>
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
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Committee Chair Betty Hum called the meeting to order at 8:00 a.m.

**Role of the Governance Committee in DEI Commitments**

- Leah Fregulia said that Linda Walton is finalizing the strategic plan and will send to the Board. Three areas:
  - Culture and climate
  - Recruitment and retention
  - Academic curriculum and creative programming
  - Has a scope of work for three years.
- Leah suggested that we select one Board member to Join the Equity Team. There will also be separate ad hoc task forces
  - Equity Team more inclusive than in the past 3 years without a hierarchy
- There is a substantial role for each Committee to play. Some ideas:
  - Next steps in what needs to be developed and timeline, ie: joint letter and video - good idea for internal and external posting
  - Revise Equity Statement in conjunction with the Equity Team

**Governance Committee's role in Policy Handbook Review, Revisions and Recommendations**

- Review Employee and Community Handbook because they are similar and need consistency.
- Liz Shaw is working on a comprehensive HR policy manual with new sections
  - Betty suggested having the ad hoc Legal Team review the manual when it is completed.

## **Head of School Evaluation and Succession Planning**

- HOS Evaluation team for 2021-22 School Year. Any modifications to the current process?
  - HOS and pay review:
    - Leah's will share her goals for 2021-22 and then the GC will assign a task force to decide what review process will be for this year and to conduct the review.
    - Board President is responsible for pay review with a full Board review in executive session. This is not currently a documented pay review process. Want it to be distinct from HOS evaluation.
- Leah will work on Board handbook and put all information into one place.
- Succession planning – task force to research what other organizations are doing. Succession planning is always difficult and one of the areas non-profits generally don't focus on.
  - Ed pointed out that the HOS/CEO position needs someone with significant skills with academics and fundraising – like universities.
  - Searches –
    - Ed Novak has large Non-Profit group; John O'Neal and Ed to check with labor and non-profit group.
    - Leah or Tony will check with Piper and other CEO's who have recently been through this process.
    - Alex – other orchestras – can check for information on the League of Orchestras CEO.
  - Task Force to develop succession plan task. Use Leah as a model of the kind of person we would be looking for as a successor: institutional, political knowledge. List from Leah as well.
    - Leah needs to rewrite her Job Description to include the HOS/CEO role in Phoenix Youth Arts Collective so that there are no conflicts of interest.
    - Governance Committee will give it a first pass and then send to the Executive Committee.

## **Board Development, Onboarding, and Mentoring**

- Assess what worked and what needs strengthening
- Review matrix to consider future board member development
- Tony will connect with board members to see how they are feeling about their own board work and how we are doing as a board.
- Board members rolling off:
  - Carlos is stepping off the Board – overwhelmed at Intel. Leaves a hole in the Board.
  - Kevin Allen's term will end this year and he plans to extend for his second term.
  - Javier ends his one-year extension
- Board recruiting and board succession
  - Pipeline has been coming from the Executive Committee – typically Secretary/Treasurer has been part of pipeline. Asked for interest.
  - Never had a woman on Executive Committee; pipeline to Executive Committee
  - Financial person – needed. Accepted last and final four year; look at matrix.
  - Karen Lugosi had expressed interest on being on Executive Committee

## **Mask Policy**

- Currently have 3 waivers on file.
- Law doesn't go into effect until September 29th.
- ASA is on list at the Governor's office for requiring mask mandate, but we have an opt out.
  - John O'Neal noted that it is not a 100% mandate
  - ASA's policy was approved by the entire Board
  - Leah is working through the Charter School Association to have them take a fresh look at the law.

The meeting ended at 8:50 a.m.



**Arizona School for the Arts**  
**Governance Committee Meeting Minutes**  
**Wednesday, October 20th, 2021 at 8:00 a.m.**  
**Zoom: 864 6975 9102 Passcode: 508904**

Attendance (Board Members in bold)					
<b>Betty Hum, Secretary-Treasurer/ Governance Committee Chair</b>	P	<b>Dr. Anthony (Tony) Dietz, President</b>	P	<b>Dr. Javier Cárdenas, Past President/RDC Chair</b>	P
<b>Alexander Laing</b>	P	<b>Karen Lugosi</b>	A	<b>John O'Neal</b>	A
Ed Novak	P	Leah Fregulia, Head of School/ CEO	P		

Agenda Items
<b>Role of the Governance Committee in DEI Strategic Plan – Review from Last Meeting and Approach Based Upon Training:</b> <ul style="list-style-type: none"><li>• Role of Equity Team - Alex is our board representative, Nonnie Shivers is our parent representative</li><li>• Communicating Progress – Review metrics in blue print for year</li><li>• Following staff review:<ul style="list-style-type: none"><li>○ Review our employee and community policies in light of how they impact our most vulnerable populations (exercise from training)</li><li>○ Revise our Equity Statement</li></ul></li></ul>
<b>Policy Review Timing and Team</b>
<b>Head of School Evaluation and Succession Planning</b>
<b>Board Development, Onboarding, and Mentoring</b>
The Governance Committee may 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
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Committee Chair Betty Hum called the meeting to order at 8:00 a.m.

**Role of the Governance Committee in DEI Strategic Plan**

Leah Fregulia shared that the Core Equity Team (CET) includes Alex Laing as the Board representative; he will interface with the Governance Committee. The Governance Committee will Review community and employee handbook after the staff has reviewed DEI recommendations from CET. The focus will be on the impact of the most vulnerable, e.g., disciplinary practices: Are they appropriate and what can be done to make the approach more equitable? This committee will also work on revising the equity statement. Leah will share the equity statements from other schools with the Governance Committee.

**Policy Review Timing and Team**

The Equity Statement and changes to employee and community handbook will occur after the staff reviews; the Governance Committee will then review for clarity and any other impacts before they go to the full Board for approval. Staff is still working on policy manual; the Governance Committee to review after the first of the year with approval by the Board by the April 2022 meeting.

**Head of School Evaluation and Succession Planning**

Tony Dietz will pull together team for the Head of School review in January. Team members will provide other policies from other organizations to help formulate a Succession Plan.

**Board Development, Onboarding, and Mentoring**

Karen Lugosi and Heidi Jannenga are mentors for Hazem Hnaide and Yetta Gibson, respectively. At this time there are no major gaps in membership, but the Committee continues to look for possible candidates with finance backgrounds and community involvement. This January we will elect the new slate of officers – the leadership pipeline for executive committee: Board has been apprised to express interest to Leah or Tony. When Leah meets with each member of the board during her 1:1, she will ask about their interest in Committee leadership and assignments and will mention that this is the process to make transparent to everyone.

The meeting ended at 8:45 a.m.



**Arizona School for the Arts**  
**Governance Committee Meeting Minutes**  
**Wednesday, December 8th, 2021 at 8:00 a.m.**  
**Zoom: 864 6975 9102 Passcode: 508904**

Attendance (Board Members in bold)					
<b>Betty Hum, Secretary-Treasurer/ Governance Committee Chair</b>	P	<b>Dr. Anthony (Tony) Dietz, President</b>	P	<b>Dr. Javier Cárdenas, Past President/RDC Chair</b>	A
<b>Alexander Laing</b>	A	<b>Karen Lugosi</b>	P	<b>John O'Neal</b>	P
Ed Novak	A	Leah Fregulia, Head of School/CEO	P		

Agenda Items
<b>Policy review – Employee Handbook</b> <ul style="list-style-type: none"><li>Liz Shaw is revising now and requests Governance Committee input</li></ul>
<b>Equity Statement</b> <ul style="list-style-type: none"><li>Review of models and resources</li></ul>
<b>Organizational Development</b> <ul style="list-style-type: none"><li>Consultant and Process</li></ul>
<b>Update from Committee Members on Succession Planning</b> <ul style="list-style-type: none"><li>Lessons from the Field</li></ul>
The Governance Committee may 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
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The meeting started at 8:10 a.m. due to technology issues.

Committee Chair, Betty Hum, suggested that she, John O'Neal, and Karen Lugosi review the Employee Handbook together, viewing it through a DEI lens, and combine notes. They will convene a subgroup meeting prior to January 30<sup>th</sup> to allow time for the Senior Leadership Team to revise additional items from the school perspective.

The Governance Committee will hold off on any further work with the Equity Statement until the Core Equity Team has made recommendations in February to avoid duplicative work or moving in a different direction from Governance Committee which is not privy to all CET discussions.

Leah Fregulia shared the process and consultants ASA is using for the reorganization plan and succession planning. When deliverables are achieved, the Governance Committee will be able to review and work with the consultants' suggestions on succession planning.

Betty shared that most non-profit arts organizations she has spoken with do not have a succession planning process in place. Leah shared that the two former Chief Executive Officers she spoke with recommended that the CEO is part of the hiring team. Tony asked if either organization used an outside search firm – one did and one did not.

The meeting ended at 8:35 a.m.



**Arizona School for the Arts**  
**Governance Committee Meeting Minutes**  
**Wednesday, February 16, 2022 at 7:30 a.m.**  
**Zoom: 864 6975 9102 Passcode: 508904**

Attendance (Board Members in bold)					
<b>Betty Hum, Secretary-Treasurer/ Governance Committee Chair</b>	<b>P</b>	<b>Dr. Anthony (Tony) Dietz, President</b>	<b>P</b>	<b>Dr. Javier Cárdenas, Past President</b>	<b>A</b>
<b>Karen Lugosi</b>	<b>P</b>	<b>John O'Neal</b>	<b>P</b>	Ed Novak	A
Leah Fregulia, Head of School/ CEO	A				

Agenda Items
<b>Policy Handbooks</b> <ul style="list-style-type: none"><li>Status and Timeline for approval</li></ul>
<b>HOS Evaluation and Timeline</b>
<b>Board Development</b> <ul style="list-style-type: none"><li>Leadership/Officers slate</li><li>Review of matrix and cultivation</li></ul>
The Governance Committee may 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
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The meeting began at 7:30 a.m.

### Policy Review

- Employee Handbook - being reorganized to include Code of Conduct, separate policy from procedures. Will be available for review by GC in April.
- Community Handbook will be revised to include provisions about abusive/hateful language, Dress Code. Betty Hum to send Leah Fregulia samples of other school Handbooks that include a Code of Conduct.
- Equity Statement - being developed by the Core Equity Team. They are looking at building models and using focus groups to better assure buy-in by various interest groups. GC should see the Equity Statement in April or May.

### HOS Evaluation

- Task group for review process: John O'Neal, Karen Lugosi and Tony Dietz.
- HOS evaluation process on portal and Tony to send to John and Karen.
- Next steps: Leah to provide Tony with goals and job description update. Tony to set up meeting with John and Karen to decide how broad the evaluation process should be this year; last year there were no interviews.

### Board Development

- Will have six Board Members rolling off by 2025. Need to develop a pipeline for Board Members who will be engaged not only with ASA but able to fundraise and have passion for arts education and experience in arts boards. Looking for diverse candidates with expertise in finance, the community/politics.

- The Committee discussed potential candidates for the Board of Directors; the topic will be discussed at full board meeting. Betty to talk to contacts about possible Board candidates with arts board background
- Officer pipeline: Javier Cárdenas reached out to fellow Board Members; Tony will speak with them about VP position.
- Related:
  - Look at new residents (WSJ article about people moving into PV) who have children or interest in the arts. Article in PV Independent (Betty to send information to Leah) or other publications about ASA or Showcase to peak interest for students and funding
  - Showcase - broaden reach, Board Members invite people.

The meeting ended at 8:15 a.m.



**Arizona School for the Arts**  
**Governance Committee Meeting Minutes**  
**Wednesday, April 13, 2022 at 8:00 a.m.**  
**Zoom: 864 6975 9102 Passcode: 508904**

Attendance (Board Members in bold)					
<b>Betty Hum, Secretary-Treasurer/ Governance Committee Chair</b>	<b>A</b>	<b>Dr. Anthony (Tony) Dietz, President</b>	<b>P</b>	<b>Karen Lugosi</b>	<b>P</b>
<b>John O'Neal</b>	<b>P</b>	<b>Ed Novak</b>	<b>P</b>	<b>Leah Fregulia, Head of School/ CEO</b>	<b>P</b>

Agenda Items
<b>Review of Community and Employee Handbook Revisions</b> <ul style="list-style-type: none"><li>Present to Board in April and approve in May</li></ul>
<b>Board Succession Planning and Cultivation</b> <ul style="list-style-type: none"><li>Review Matrix and current candidates</li></ul>
<b>Process for and Progress in Revising Our Equity Statement</b>
The Governance Committee may 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

<b>Minutes</b>
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The meeting started at 8:00 a.m.

Committee Chair, Betty Hum was unable to attend, so Head of School Leah Fregulia was asked to conduct the meeting.

Leah updated the Committee on progress with the Community Handbook and Employee Handbook revisions. She will send pdf copies of the Community Handbook to Governance Committee Members by Friday and Employee Handbook for review next week.

Leah shared several potential Board candidates for further cultivation and the officers slate thus far: President David Garcia; Vice President Alex Laing; Secretary/Treasurer Heidi Jannenga. President Tony Dietz will continue to serve on the Executive Committee for another year as Immediate Past President.

The Core Equity Team is gathering community responses to a survey about what equity means at ASA. The Board, students, faculty and parents will be invited to contribute. The survey will go out to board members on April 26<sup>th</sup> and are due on May 2<sup>nd</sup>.

Ed Novak and Betty Hum have volunteered to participate in interviews for the Student Honorary Board member position.

The Board will meet with Leah for strategic planning on June 11, 2022 from 9:00 a.m.-2:00 p.m. at Quarles and Brady. Stakeholder input will be gathered from surveys, from town hall meetings in May, and quarterly during the next school year.

The meeting ended at 9:00 a.m.