

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)  
BOARD OF DIRECTORS  
OFFICIAL MINUTES  
August 21, 2019**

The AAUW Board of Directors met via teleconference August 21, 2019. AAUW Chair Julia Brown presided.

Directors present/absent\*

Julia Brown, Board Chair#

Malinda Gaul, Vice Chair

Peggy Cabaniss, Finance Vice Chair

Cheryl Sorokin, Secretary

Joe Bertolino

Dia Cirillo

Lynn Gangone

Elizabeth Haynes

Jenna Kirkpatrick Howard

Karen Kirkwood

Edwina Frances Martin

Eileen Menton

Lee Roper-Batker

Mardy Stevens

Mary Zupanc

Kimberly Churches, (ex Officio)

Staff and Guests Present

Shannon Wolfe, Managing Director and Chief of Staff

# Joined the meeting at the point indicated in these minutes

Call to Order

Shannon Wolfe called the roll and determined a quorum was present. It was noted that the chair would be delayed in joining the meeting. In her absence Malinda Gaul, vice chair, called the meeting to order and requested that Kim Churches provide an update.

Fiscal Year 2020 Update and Fiscal Year-end 2019 Review

Referring to the previously distributed Finance Memo for the period ending June 30, 2019, Ms. Churches reminded the board of the process and the actions taken in fiscal year 2019 to reduce staff and expenses and to develop the fiscal year 2020 \$16 million budget approved by the board in June (reduced from \$21 million in FY 2019). She commented on the impact of staff reductions, noting that, as anticipated, there had been some additional staff departures after the reduction in staff in May. She reviewed efforts to address morale and concerns of staff, including efforts to develop and document workplace values for the staff and a set of expectations for individual and team workplace performance criteria which could be tied into staff performance evaluations. She also noted that hundreds of applications had been received from people interested in filling open positions. Directors provided comments based on their personal experience with similar situations involving major expense

reductions and staff layoffs in different organizations and expressed support for the actions taken by Ms. Churches to “right size” the organization and work with the staff to build a workplace culture that reflected and supported AAUW’s mission.

Ms. Churches reported on the receipt of a \$7 million bequest from a longtime member at the end of FY 2019, noting that it was likely the largest gift received by the organization from a member. She noted that the gift was not endowed but was restricted to certain uses related to science and STEM. Referring to a previously distributed memorandum from Shannon Wolfe re the Nancy Grace Roman Gift Designations and dated August 16, 2019, Ms. Churches reviewed the gift restrictions based on the testamentary language and noted that staff was beginning to review several possible options for uses of the funds in accordance with the terms of the bequest. She offered directors the opportunity to suggest potential projects or ideas for funding in accordance with the terms of the bequest and the donor’s intent.

She reminded the board that the Coca-Cola Foundation grant, which had funded the creation of Work Smart Online and Empower events in a number of major cities, was concluding in a few days. She reviewed the terms of the grant, noting that the number of registrations was close to the 100,000 target expected by the termination date, but that August had been a slow month. She expressed confidence that the target number would be met during a prospective one-month extension of the grant period. She noted she would be meeting with the Coca Cola Foundation’s representatives to review the success of the program and discuss future grant possibilities in the fall.

Ms. Churches noted the importance of continuing efforts to increase unrestricted contributions, or donations loosely restricted to support the main pillars of the strategic plan.

Ms. Churches reported on efforts to sublease a portion of the national headquarters space, noting that she was encouraged that negotiations currently in progress could be finalized soon, which would provide a sublease for the entire 9<sup>th</sup> floor to a tenant for the remainder of AAUW’s lease (now 12 years). She noted that the sublease under negotiation would not have an impact on 2020 revenues.

Ms. Churches then reported on efforts underway to pilot a new program, tentatively called the Equity Network, to help engage new and younger audiences, women, men and non-binary individuals, in support of AAUW’s mission. She noted that the concept of the Equity Network had been developed based on findings in a number of focus groups she had conducted throughout 2019. The anticipated model would be creation of an advocacy and networking group, not requiring membership in AAUW, but with individuals in the network making an annual donation to AAUW. She noted she would be reporting on the success of the pilot in select cities later in the year.

Julia Brown, chair, joined the meeting during the financial performance discussion.

#### Nominating Committee Process

Referring to a previously distributed memorandum from Eileen Hartmann, chair of the AAUW Nominating Committee, dated August 16, 2019, re Approval of the 2020 Director Application Criteria and Candidate Assessment Grid, Ms. Wolfe reported that in light of the work that had been done for the Nominating Committee the prior year in reviewing and updating selection criteria for board applicants, the Nominating Committee chair was recommending board approval of the same criteria and assessment grid for the 2020 election and appointment process. In response to questions, Ms. Churches noted that there was a process in place to cultivate and create a pipeline of possible director candidates

for future election or appointment. Following discussion, on motion made, seconded and carried, the board adopted the following resolution:

**Resolution Approving the 2020 Director Application Criteria and Candidate Assessment Grid**

The Board of Directors of AAUW Approves the 2020 Director Application Criteria, attached as Exhibit A to this resolution, and the Candidate Assessment Grid, attached as Exhibit B to this resolution. The Board of Directors grants the Managing Director and Chief of Staff the authority to approve editorial changes to the application for public presentation and dissemination.

Adopted 8/21/2020

Ms. Wolfe noted that the application itself needed to be posted 8 months prior to the election, in accordance with AAUW bylaws, but that if the board subsequently wanted the committee to consider additional skills or expertise not covered in the current assessment grid, there would be an opportunity to do so prior to the committee’s final consideration and assessment of candidates. In response to questions, Ms. Wolfe noted that the committee also reviewed and maintained a grid indicating the expertise and experience of current members of the board.

**Signature Authorities**

Referring to a previously distributed document dated August 16, 2019, re Summary of Signature Authorities and Execution of Gift Agreements, Ms. Wolfe requested board approval of a resolution amending the existing signature authority grid to clarify the intent of certain language. She also requested the adoption of a resolution specifying the names of the current CEO and board chair and their authority to sign gift agreements on behalf of AAUW, noting that while not changing any previous granted authority, the resolution would help explicitly clarify which individuals by name, rather than just title, are authorized to accept gifts on behalf of AAUW.

Following discussion, on motion made seconded and carried, the board adopted the follow resolution:

**Resolution Re: AAUW’s Summary of Signature Authorities**

The Board of Directors of AAUW approves AAUW’s Summary of Signature Authorities as follows:

**Summary of Signature Authorities**  
approved 10/14/2014, revised 2/17/2018, 8/21/2019

	Required Signatures		Required Approvals		
	CEO	Board Chair	Investment Committee	Executive Committee	Board
Banking & Investments:					
Opening or closing an account (e.g. savings, checking)	X	X			
Transfer of funds between the investment reserve account and the operating cash account within the board-approved budget (investment draws for operating needs)	X				

Purchase or sale of investments (for routing sales to provide funds for investment draws that do not exceed the approved budget)			X		
Opening or closing an account (investment)	X	X			
Transfer of funds among or between accounts (including bank and investment accounts)	X				
Endorsement of checks, wire transfers, deposits, and other banking or brokerage related transactions in the ordinary course of business	X				
Routine banking and brokerage resolutions	X				
Documents involving the sale or purchase or leasing of real estate	Up to and including \$500K	X			
	Over \$500K	X	X		
	Over \$1M	X	X		X
Authority to sign and submit a grant application	Up to and including \$500K	X			
	Over \$500K		X		X
Authority to execute gift agreements	Up to and including \$1M	X			
	Over \$1M	X	X		X
Acceptance of gifts and contributions which require a payment to the donor or some other party, e.g. Charitable Gift Annuity (CGA), Pooled Income Fund	Up to and including \$500K	X			
	Over \$500K	X	X		X
Acceptance of government funding, e.g. grants, awards, or contracts	Domestic: Up to and including \$1M	X			
	Domestic: Over \$1M	X	X		
	International: Up to and including \$500K	X	X		X
	International: Over \$500K	X	X		X
Acceptance of corporate funding, e.g. grants, awards, or contracts:	Domestic: Up to and including \$1M	X			
	Domestic: Over \$1M	X	X		
	International: Up to and including \$500K	X	X		X
	International: Over \$500K	X	X		X
Agreements or commitments to engage in a partnership or joint venture with another entity, for profit or non-profit	Up to and including \$1M	X			
	Over \$1M	X	X		X
Acceptance of in-kind/non-cash gifts & contributions e.g. jewelry, land, boats, easements, furniture, etc.	Up to and including \$250K	X			
	Over \$250K	X	X		X
Execution of research agreements (e.g. research grants and contracts)	X				
Agreements for event expenses (e.g. NCCWSL etc.)	X				
Marketing/Communications (e.g. advertising, media-buy agreements)	X				
Documents involving the sale or purchase or licensing of programs offered or to be offered by AAUW	X				
Purchase of computer hardware & software, including licensing agreements for information technology systems and applications, e.g. maintenance contracts, website design, IT systems review	X				

Authority to sign regulatory documents, e.g. tax returns, state charitable solicitation forms, business license forms, sales tax exemptions, annual reports, etc.		X				
Authority to sign a trademarks or copyright application		X				
Authority to enter into intellectual property agreements		X				
Decision to institute litigation		X	X			
Authority to execute agreements to retain outside counsel on behalf of AAUW		X				
Authority to enter into legal settlements *	Up to and including \$100K	X				
	Over \$100K	X	X			
	Over \$250K		X			X
* unless involves CEO in legal dispute, then full board approval is needed at any \$ level						
Any agreement which would obligate AAUW to expend more than \$100,000 per year and is not included in the approved budget		X	X		X	
Hiring and/or contracts for executives and AAUW staff, including salaries/bonuses/evaluation *		X				
* while hiring of AAUW Staff is purview of CEO, CEO will inform/engage/consult with chair and Executive Committee as appropriate for senior leadership staff, including hiring and termination. Hiring within AAUW budget constraints is expected.						
Any other document which the board specifically directs by separate resolution requires the signature of both the board chair and the CEO		X	X			

Adopted 8/21/2019

Following discussion, on motion made, seconded and carried, the board adopted the following resolution:

**Resolution Re: Signature Authority for Gift Agreements**

BE IT HEREBY RESOLVED, that pursuant to the power vested in the Board by Article VII, Section 2 of the Bylaws of The American Association of University Women, Inc. (“Corporation”), the Board duly authorizes and empowers the following persons to sign and execute on behalf of the Corporation the following documents:

1. Kimberly Churches, the Corporation’s duly appointed Chief Executive Officer, is hereby authorized and empowered to sign and execute on behalf of the Corporation all agreements related to the acceptance by the Corporation of charitable contributions (“Gift Agreements”), including, but not limited to, charitable gift annuities, which pertain to contributions of not more than One Million Dollars (\$1,000,000); provided, further, that there is no need for the Board Chair to co-sign the aforesaid Gift Agreements which pertain to charitable contributions of not more than One Million Dollars (\$1,000,000).

2. Kimberly Churches, the Corporation’s duly appointed Chief Executive Officer, and Julia Brown, the Corporation’s Board Chair are hereby authorized and empowered to co-sign and execute, on behalf of the Corporation, all Gift Agreements including, but not limited to, charitable gift annuities, which pertain to contributions of more than One Million

Dollars (\$1,000,000); provided, further, that the signatures of both the Chief Executive Officer and the Board Chair shall be set forth on all such Gift Agreements which pertain to charitable contributions of more than One Million Dollars (\$1,000,000).

Adopted 8/21/2019

#### Approval of Minutes

Cheryl Sorokin, board secretary, noted that only one change had been requested to the previously distributed draft minutes of the June 8, 2019 meeting of the board. On motion made, second and carried, the board adopted the following resolution:

#### **Resolution Re: Minutes of AAUW Board of Directors' Meeting**

The Board of Directors of AAUW Approves the minutes of the June 8, 2019 board meeting.

Adopted 8/21/2019

#### Next meeting

Ms. Churches noted that the next in person board meeting would be Friday October 11, continuing through noon on Saturday October 12, 2019. She requested that board members begin to make their travel arrangements soon, so as to take advantage of less expensive fares.

#### Other Business

The chair noted the importance of the board showing support to staff for their work and commitment to AAUW, especially given the recent layoffs. She also noted the importance of supporting Kim's efforts in discussions with members who might question particular staff changes or reductions in certain services or programs.

Several directors commented on current events and issues reported in the press that might provide opportunities for collaboration with businesses or other organizations on gender equity issues AAUW is focusing on under the strategic plan.

Appreciation was expressed to staff for the clarity of materials presented for consideration of the board.

#### Adjournment

There being no further business, the meeting was adjourned.

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Cheryl Sorokin  
AAUW Board Secretary