

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
BOARD OF DIRECTORS
OFFICIAL MINUTES
February 16-17, 2019**

The AAUW Board of Directors met February 16-17, 2019 at the AAUW Headquarters in the District of Columbia. AAUW Chair Julia Brown presided.

The following AAUW Board members were present (absent):

Julia Brown, Board Chair
Peggy Williams, Board Vice Chair
Janet Bunger, Finance Vice Chair
Cheryl Sorokin, Secretary
Joanna Amberger, Director
Susan Barley, Director
Melody Jackson, Director (absent)
Melissa Johnsen, Director
Karen Kirkwood, Director
Dot McLane, Director
Eileen Shelley Menton, Director
Susan Nenstiel, Director
Leah Sakacs, Director
Mardy Stevens, Director
Mary Zupanc, Director
Kimberly Churches, Chief Executive Officer (Ex-Officio Director)

Staff:*

Shannon Wolfe, Managing Director and Chief of Staff
Sheila Amo, Chief Administrative Officer
Gloria Blackwell, Senior Vice President, Fellowships and Programs
Thomas Chappell, Vice President, Finance
Kendra Davis, Senior Vice President, Advancement and Partnerships
Claudia Richards, Acting Director, Member Experience
Laura Segal, Senior Vice President, Communications and External Relations
Julian Sfecla, Director, Information Technology
Roberta Jackson Travis, Director, Board Relations
Deborah Vagins, Senior Vice President, Public Policy and Research

Guests:*

Michelle Beckenbaugh, Pavilion
Christian Grimm, Pavilion
Pat Drolet, Councilor, Buchanan & Mitchell
Dale Satake, AAUW Nominating Committee Chair (via teleconference)

***Joined the meeting at the points indicated in these minutes.**

Saturday, February 16, 2019

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Call to Order

AAUW Chair Julia Brown called the meeting to order at 9:00 a.m. on Saturday, February 16, 2019 and welcomed board, staff and guests and reviewed the weekend planned agenda. The presence of a quorum was noted.

Finance, Investment and Audit Updates

Investment Portfolio Performance Report 2018

Finance Vice Chair Janet Bunger introduced Ms. Michelle Beckenbaugh and Mr. Christian Grimm, representatives of the firm of Pavilion, AAUW's investment advisor, for their annual presentation to the board on the status of AAUW's investment portfolio. Mr. Grimm explained that the firm had merged with Mercer since its last meeting with the board and he reviewed the expanded expertise that the merged company was able to offer. Ms. Beckenbaugh and Mr. Grimm then reviewed the performance of the portfolio in 2018, noting that the portfolio investments were in line with the asset allocation set by the AAUW Investment Committee. He reviewed certain actions taken in 2018 at the direction of the Investment Committee to reduce risk and fees. Mr. Grimm commented on the market volatility which had resulted in a decline value of the portfolio at year end, eliminating gains achieved in the first three quarters of the calendar year. He pointed out that most of the decline had been reversed by performance results in January 2019. Mr. Grimm then commented on factors that had resulted, and would likely continue to result, in market volatility in 2019, pointing out the importance of a maintaining a long-term investment focus. In response to questions he noted that the portfolio was tilted more toward U.S. investments than foreign investments, and alternative investments had been reduced, also reducing risk. Ms. Beckenbaugh and Mr. Grimm reviewed and responded to questions on the asset allocation targets. He noted that passive investments constituted approximately 40% of the portfolio. He responded to questions on the potential for increasing investments in socially responsible companies and in firms run by women or with more than a token number of women on their boards. He noted that as a result of the merger with Mercer the firm now had expertise in ESG investing which it would be able to share with the Investment Committee in future meetings. Ms. Bunger noted that the Investment Committee is currently reviewing the AAUW Investment and Spending Policies.

Ms. Beckenbaugh and Mr. Grimm left the meeting.

2018 Audit Report

Ms. Melissa Johnsen, Chair of the AAUW Audit Committee, introduced Ms. Pat Drolet of the firm of Councilor, Buchanan & Mitchell, AAUW's auditors. Ms. Drolet noted, for the information of the board, that she was head of the Women's Initiative at her firm, and had recently become Chair of the firm.

Ms. Drolet then reviewed the previously distributed 2018 audit report with consolidated results for AAUW and the AAUW Action Fund. She reported that AAUW and the AAUW Action Fund had received clean opinions and the auditors had not experienced any problems during the course of the audit.

In referring to the previously distributed Form 990, Ms. Drolet pointed out that certain changes in the tax law would result in increased tax for AAUW as a result of new federal taxation of certain employer paid transportation benefits that DC law requires be offered to employees. She noted that legislative

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efforts were underway to try to eliminate this problem, but in the near term AAUW and other DC organizations would experience higher taxes.

Referring to previously distributed draft business advisory letter on financial accounting changes, Ms. Drolet then reviewed and responded to questions on certain changes in financial accounting and reporting requirements which would affect AAUW in 2019 and 2020.

On motion made, seconded and carried, the board adopted the following resolution:

Resolution Accepting AAUW's FY2018 Audited Financials

The Board of Directors of AAUW accepts AAUW's FY 2018 Audited Financials.

Adopted 02/16/2019

Ms. Drolet left the meeting at this time.

Financial Performance and Financial Issues

Referring to the previously distributed financial statements for the period ending December 31, 2018, Ms. Bunger and Vice President of Finance Thomas Chappell reviewed and responded to director questions on AAUW's financial performance through December 2018, including the organization's level of restricted and unrestricted assets, year over year reductions in expenses, increases in contributions, and overall performance in comparison to budget. Chief Executive Officer Kimberly Churches then reviewed and responded to director questions on steps taken throughout the year to reduce expenses, noting in particular the 10% reductions to expense budgets, the implementation of a hiring freeze in December 2018 and efforts to sublease significant space in the current corporate office. She reported that a letter of intent to lease the 9th floor for five years, with an option to renew for another five years, had been received and negotiations to finalize the transaction were in progress. She noted that while the sublease would help reduce lease expense significantly, AAUW would still have to cover portion of the rent for the subleased space.

Ms. Churches noted the importance of achieving the promised goals under the Coca-Cola grant to train at least 100,000 in salary negotiation through the newly developed, free Work Smart Online program, since further grants from Coca-Cola or other significant funders depended on the organization's ability to deliver as promised. She pointed out the importance of increasing revenue sources, particularly from corporations and foundations, to the future sustainability of the organization. Ms. Churches responded to director questions on how elements of AAUW's strategic plan were being received by corporate and foundation funders. She reported that the plan's three pronged approach to implementing the economic security goals was resonating strongly, both with funders and with potential partners who might join us in implementation efforts. The board noted that additional focus on increasing the minimum wage might be of interest to both funders and potential partners given the current widespread interest in states across the county in reducing income inequality.

Ms. Churches then responded to questions on efforts to move individual donor members toward unrestricted giving.

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The board discussed the pros and cons of a potential increase in dues and agreed that consideration should be given to increasing dues more regularly than the organization had in the past, and that the board should consider a possible increase in dues for FY 2021 at its June 2019 meeting.

Referring to PowerPoint slides, Ms. Churches then reviewed various scenarios being explored by management to address issues raised by AAUW's current imbalance between restricted and unrestricted funds, noting the importance of increasing unrestricted (or favorably restricted) funding in order to implement the strategic plan and maintain sustainability as an organization. The board discussed the scenarios and various potential actions steps presented and provided Ms. Churches with initial thoughts and perspectives on the various options.

Ms. Churches and Mr. Chappell commented on the new budgeting software currently in the process of being installed, noting it would simplify and improve the organization's budgeting process, including allowing management and staff to track expenses against budget in real time, and improve the organization's ability to do continuous financial forecasting. Mr. Chappell noted that a zero-based budgeting approach would again be used for FY 2020 budgeting. Mr. Chappell and Ms. Churches noted that the FY 2020 budget would be presented to the board for approval at the June 2019 meeting.

Advancement & Partnerships Updates and Discussion

Sheila Amo, Chief Administrative Officer; Gloria Blackwell, Senior Vice President, Fellowships and Programs; Kendra Davis, Senior Vice President, Advancement and Partnerships; Laura Segal, Senior Vice President, Communications and External Relations; Julian Sfecla, Director, Information Technology; and Deborah Vagins, Senior Vice President, Public Policy and Research joined the meeting at 10:45 a.m.

Ms. Davis reported an increased level of donations received in January 2019 in comparison to December 2018, in part as a result of the director match offered to encourage unrestricted donations. She expressed appreciation to the directors who had participated in offering the match. She also reviewed communications to members and donors which had been specifically designed and timed to help increase unrestricted donations, or donations to broadly support implementation of the strategic plan.

Ms. Davis encouraged board members to continue to promote branch and other donations to the AAUW Greatest Needs Fund, or to broadly support implementation of the strategic plan. She reported on several successful transitions of major donors to this approach, but also noted that it would take time to move donors away from making highly restricted donations, given AAUW's prior history of encouraging restricted donations. Ms. Davis reported that a major corporate funder had recently stepped up to fund the new Stem Ambassador program, which will help AAUW leverage the talents of fellows and help keep more fellows engaged with AAUW after completion of their fellowships.

Referring to a document she distributed at the meeting, Ms. Davis also reviewed the new Five Star Branch Recognition Program designed to encourage more branch and branch member participation in a number of AAUW programs, including increased unrestricted or strategic plan-focused donations to AAUW at the national level. In response to questions, she noted that the program was still in review, but would be ready for implementation by the next fiscal year.

Ms. Davis distributed copies of the recently revised Legacy Circle brochure, updated to reflect an emphasis on unrestricted giving and the new strategic plan. She noted the brochure contained personal testimonials from several Legacy Circle Members, including director Susan Barley.

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Referring to a previously distributed document titled “2019 Advancement Pipeline,” Ms. Davis then reviewed and responded to director questions on donor cultivation efforts and anticipated contributions for the remainder of FY 2019 and reasons that the overall level of contributions was not likely to reach amounts projected in the budget adopted by the board in February of 2018.

Ms. Davis then reported on and responded to questions about ongoing efforts to improve AAUW’s capacity to handle monthly “sustainer” donations via credit cards, noting that improvements were in progress to enable the organization to more efficiently handle an increase in the number of “sustainer” donors.

Ms. Davis reported that the year-end director match for unrestricted giving had been helpful in increasing unrestricted giving in December. She thanked the directors who had participated in the match. She then reminded directors of the importance to funders of every board member supporting the organization with an annual contribution. She noted that a few directors had not yet sent in their annual donation and she requested they do so soon.

Ms. Davis and other staff left the meeting at this time.

The board continued discussions with Ms. Churches and Ms. Wolfe on the financial issues arising from the sale of AAUW’s building and the lease of new space under the administration of the prior CEO, the current imbalance between restricted and unrestricted assets, the need for increasing reserves, and actions taken and under consideration to address these issues. The board agreed it would be useful to have talking points prepared for board members to use in conversations with members about AAUW’s overall financial situation and the need for increased unrestricted donations. Ms. Churches and Vice Chair Peggy Williams agreed to include the requested talking points in the post-board meeting notes they prepare for board members to use in discussions with AAUW state presidents.

Ms. Johnsen reported that at the request of the Audit Committee, AAUW’s archivist had researched over 100 years of original donor documents and created a database of any restrictions intended by the donors as reflected in those documents. She noted that this research could facilitate further investigations of restricted donations to determine whether tax law changes may have affected AAUW’s accounting for certain of the donations.

Strategic Plan Implementation Update

Staff members Sheila Amo, Chief Administrative Officer; Gloria Blackwell, Senior Vice President, Fellowships and Programs; Thomas Chappell, Vice President, Finance; Kendra Davis, Senior Vice President, Advancement and Partnerships; Laura Segal, Senior Vice President, Communications and External Relations; Julian Sfecla, Director, Information Technology; Roberta Travis, Director, Board Relations and Deborah Vagins, Senior Vice President, Public Policy and Research rejoined the meeting at this time.

Referring to a previously distributed memorandum and chart on implementation of the strategic plan, Ms. Churches pointed out that implementation of plan projects and programs was tied to funding, with “what gets funded gets done” being the internal rallying cry with staff. She explained that efforts were also focused first on implementation of projects and programs that resonate with audiences across the country regardless of local political leanings and the strategic plan’s economic security goals and programs generally fell easily into that category. She noted that the sister city initiative that was part of

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the original goals in the area of economic security had been placed on hold, as a number of other groups, including the United Nations, were working on similar programs and it was not yet clear that AAUW efforts would be sufficiently distinct or have greater impact than those programs.

Ms. Blackwell reviewed overall progress in implementation of the online salary negotiation initiative which has been funded by a grant from Coca Cola. She noted that the in person training target had essentially been reached under the grant, and efforts were in progress to achieve the target of getting 100,000 to register and take the new online Work Smart program by early August 2019. She noted that a webinar had recently been conducted with AAUW state presidents to enlist states and branches in efforts to meet this goal. She requested that board members be ambassadors for Work Smart Online and encouraged all board members to register and take the course themselves and to participate in the Members Mobilize a Million Campaign to spread the word widely about the program. She also noted that although the program was originally designed for individuals to be able to take privately at home, the training could also be conducted with large groups. She reported on several past and planned large meetings in which the program would be offered and conducted in a large group setting, and in some cases in conjunction with large meetings of other organizations. She noted that there was considerable interest in this sort of programming.

Ms. Churches noted that work was also in progress on the governance and sustainability sections of the plan, including updating of board governance practices, revision of AAUW policies and procedures to better align with best practices, and updating of AAUW's website and systems technology. She noted that an RFP for website redesign had been issued and bids were expected soon. She pointed out that a great deal of the work on the governance and sustainability section of the strategic plan was being conducted and/or supervised by Ms. Wolfe, and she expressed her appreciation to her for efforts to date.

Discussion of Board Support for the AAUW Mission

In response to questions from the Chair and director Mardy Stevens, several board members shared ideas and successes in working at their branch or state levels in support of AAUW's mission. The board agreed that this type of information was helpful to all board members and time should be set aside for sharing such information on a regular basis at future board meetings.

Matters to be Submitted to the Membership for a Vote in the Spring of 2019

a. Recommendation of Candidates to be Elected to the Board

Dale Satake, Chair of the Nominating Committee, joined the meeting via teleconference at this time. Referring to the previously distributed memorandum titled "Recommendations for Candidates for Board Officers and Directors," Ms. Satake reviewed and responded to questions on the work of the Nominating Committee in recruiting and evaluating candidates to be presented to the membership for election to the AAUW board. She pointed out that the committee had focused on the qualifications and expertise needed by the board and had tailored the applications and interviews to help the committee understand how each candidate's skills and experiences matched up with AAUW's needs. She highlighted a number of other changes from previous practice, and expressed appreciation to committee members for the time and effort they had devoted to the process of making AAUW's nominating committee practices more efficient and aligned with best practices. She noted that candidates that had been interviewed but were not ultimately recommended for submission to a

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membership vote were called personally and encouraged to continue to stay actively engaged with AAUW and its mission. Personal letters were also sent to the candidates who had not met the necessary qualifications for a personal interview. Ms. Satake responded to questions on the number of applications received, the number of potential candidates interviewed, and the committee's decision to recommend eleven candidates from the group interviewed.

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

Resolution Approving AAUW Board of Director Candidates for Membership Vote

The Board of Directors of AAUW approves the following candidate for membership vote for the position of board chair:

Julia Brown

The Board of Directors of AAUW approves the following candidate for membership vote for the position of board vice chair:

Malinda Gaul

The Board of Directors of AAUW approves the following candidates for membership vote for the position of director:

Andrea (Dia) Cirillo
Lynn Gangone
Elizabeth Haynes
Jenna Howard
Karen Kirkwood
Eileen Menton
Susan Nenstiel
Lee Roper-Batker
Cheryl Sorokin
Mardy Stevens
Mary Zupanc

Adopted 02/16/2019

b. Recommendation on Public Policy Priorities.

Referring to a previously distributed memorandum titled "Public Policy Priorities Revisions for Member Vote," Ms. Vagins reported that AAUW's proposed statement of Public Policy Priorities for 2019-2021 (which had been updated and reformatted by the Public Policy Committee and staff to more closely align with the new strategic plan and approved by the board in October) had been posted for membership comment from November 1, 2018 through January 11, 2019.

She reviewed the number and general content of comments received in response to the posting and reported that the Public Policy Committee had determined that no further changes were needed prior

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to submitting the Public Policy Priorities for 2019-2021 for a vote of the membership. Following discussion, on motion made, seconded and carried, the board adopted the following resolution:

Resolution Approving Revisions to the AAUW Public Policy Priorities for Member Vote

The Board of Directors of AAUW approves Revisions to the Public Policy Priorities, attached to these minutes, for presentation to the AAUW membership for a vote.

Adopted 02/16/2019

c. Recommendation that No Bylaw Amendments be Submitted for a Membership Vote

Referring to the previously distributed memorandum from the Governance Committee titled "Bylaw Amendments Open Comment Period and Recommendations," director Cheryl Sorokin, Board Secretary and a member of the Governance Committee, reported that the Governance Committee was not recommending any bylaw amendments for a vote of the membership in the spring of 2019. She reported that only one proposal for an amendment to the bylaws had been submitted by a member during the open comment period from November 1, 2018 to January 11, 2019. The member submission proposed a two-year prohibition for submission of bylaw amendments that were previously defeated. She reviewed the reasons that the Governance Committee voted not to recommend that the proposed amendment be submitted to the membership for a vote. She reported that following the Governance Committee's meeting, the Chair of the Governance Committee had spoken with the member submitting the proposal and she had accepted the committee's decision. Following further discussion the board concurred in the Governance Committee's recommendation that no bylaw amendments be presented to the membership for a vote in the spring of 2019.

Discussion of Membership Trends

Claudia Richards, Acting Director, Member Experience, joined the meeting at this time. Ms. Davis reviewed a PowerPoint presentation showing trends in AAUW membership from FY 2015 to December of FY 2019 as well as trends in the level of supporters since FY 2017. She pointed out that while the number of supporters had increased, the membership trend was overall negative, including a steeper than anticipated recent decline in national-only memberships. She also pointed out that the low level of college and university affiliates and student members indicated a need to rethink how AAUW engages with these groups.

Ms. Davis then reviewed actions undertaken or in progress to improve the value proposition for membership and to recraft benefits available to members. She reviewed new membership discounts and other offerings from merchants and businesses that were more closely aligned with AAUW member interests and needs than prior offerings.

Ms. Richards reviewed efforts to more directly engage the membership in implementation of the strategic plan through the Members Mobilize a Million initiative. Both she and Ms. Davis noted that as a result of member feedback efforts were now more specifically focused on the immediate goal of obtaining 100,000 users of Work Smart Online by August 2019.

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Ms. Richards noted that the newly revised AAUW book club now focuses on books dealing with issues AAUW is addressing in the strategic plan and suggests action steps members can take to help implement the plan and/or address these issues. She also reviewed the new Five Star Branch Recognition program, designed to help encourage unrestricted giving to AAUW at the national level, or giving broadly directed to implementation of the strategic plan.

Ms. Richards reviewed and responded to director questions on the reasons behind the decline in membership. She noted several successes in re-invigorating branches and the national membership, but also noted that AAUW's membership model essentially had not changed since the 1950s, with the exception of allowing men to become members starting in the 1980s and allowing individuals with associate degrees to become members starting in 2006. The board discussed various options and ideas for increasing membership and/or engaging new audiences that would be supportive of the mission of AAUW and interested in working with AAUW on implementation of the strategic plan.

Consent Agenda: Approval of Minutes, Resolutions on Committees and Policies, and Information Items

Ms. Sorokin referred directors to the previously distributed consent calendar which included minutes of the prior board meeting, proposed revisions to the recently adopted committee charters, proposed changes to or rescission of various board policies, and updated officer job descriptions.

On motions made, seconded and carried the board adopted the following resolutions:

Resolution Re Minutes of AAUW Board of Directors' Meeting

The Board of Directors of AAUW approves the minutes of the October 20-21, 2018 meeting as presented.

Adopted 02/16/2019

Resolution Amending AAUW's Committee Charters

The Board of Directors of AAUW amends the Committee Charters adopted in October 2018 to read as stated in an attachment to these minutes effective July 1, 2019.

Adopted 02/16/2019

Resolution Approving AAUW Revised Policy 101 Committees, Panels and Task Forces

The Board of Directors of AAUW approves adoption of revisions to Policy 102 Committees, Panels, and Task Forces as attached to these minutes and rescission of the following Policies:

- 101 Executive Committee
- 103 Special Committees
- 105 Investment Committee
- 106 Audit Committee
- 107 Finance Committee

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108 Governance Committee

115 Nominating Committee

Adopted 02/16/2019

Information Items

The board acknowledged receipt of a Membership Consent Calendar covering October 1, 2018 through January 31, 2019. The report was provided for information only and did not require board approval as no new affiliates were included for board consideration.

Members reviewed revised board officer position descriptions for the chair, vice chair, finance vice chair and secretary positions.

Executive Session

All staff members left the meeting at this time and the board met in executive session.

Meeting Recessed

Following the executive session, the Chair recessed the meeting until the following morning.

Sunday, February 17, 2019

Call to Order of Reconvened Meeting

The Chair reconvened the meeting on Saturday, February 16, 2019. The following staff members were present: Ms. Churches, Ms. Wolfe, Ms. Amo, Ms. Blackwell, Ms. Davis, Ms. Travis and Ms. Vagins.

CEO Update

Referring to a previously distributed document titled "Staff Updates," and to the CEO Update PowerPoint presentation shown at the meeting, Ms. Churches provided her view of the focus and actions needed to create a prosperous and effective 2019 for AAUW at the national level, including, making sure that all actions and programs focus on where AAUW can make a difference and be distinct from other organizations, creating "value-added" features for members and donors, maintaining realistic revenue projections, making big goals more achievable by attacking them in manageable increments, and following through on what is promised so that AAUW becomes a trusted resource with proven impact.

Ms. Churches identified areas offering AAUW potential to make an impact, including income and retirement security for women, engaging men and men's organizations in efforts to address issues related to gender equity, and research into why gender equity issues, including the lack of progress in women achieving leadership roles, continue to be so persistent despite the work of multiple organizations on gender equity.

Ms. Churches reviewed and responded to director questions on AAUW's governance model and possible alternatives to that model. She noted that long-term prosperity and sustainability of the organization could not be achieved merely through expense reductions; AAUW must find a way to have impact and

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be distinct from other organizations working on gender equity. She noted, as an example, that AAUW's emphasis on working with employers on pay equity was resonating well with funders and potential partners, as few, if any, other organizations were taking this approach.

Ms. Churches then reviewed requests for staff and directors to attend state conventions in 2019, noting that expense constraints would limit the number of in person visits to conventions to 14 states. She noted that a video was being prepared for use in other conventions in place of a personal visit by staff or directors. She noted that the messaging for state conventions would focus on the economic security section of the strategic plan and, in particular, on the importance of achieving the goal of 100,000 users of Work Smart online as well as the need for AAUW to have impact and distinguish itself from other organizations. She also pointed out that transparency on AAUW's financial issues would continue to be a cornerstone of communications with state and local AAUW affiliates.

Ms. Churches then provided an update and responded to director questions on the status of litigation and other legal issues facing the organization.

Calendar for the 2019 Spring Membership Vote and Board Meetings through June 2019

Ms. Wolfe reviewed a draft calendar distributed at the meeting outlining the timing of various actions in connection with the annual meeting and the membership vote on directors and public policy priorities. She noted the importance of achieving a quorum and urged directors to work with all their AAUW connections to encourage members to vote.

Report on the Committee Appointment Process for 2019/2020

Ms. Barley, co-chair of the Committee Appointment Taskforce, reviewed the timing of committee appointments for the following board year, noting that the recommendations of the taskforce would be reviewed at the June meeting, but the actual appointment of committees would be done immediately after the start of the 2019-2020 board year via an action by written consent. She noted that directors elected and appointed to serve on the board effective July 1, 2019 would be attending the June board meeting and thus have the benefit of any discussion of the taskforce's recommendations. Ms. Barley noted the importance of directors encouraging state presidents and other members of AAUW to apply for a committee assignment.

Discussion re Enlisting Men as Allies in Advancing AAUW's Mission

Referring to previously distributed articles titled "How Men Can Become Better Allies to Women," and "Dear Men Who Wish to Be Allies to Women: 12 Things You Need to Know," the board then discussed the benefits of engaging men in implementing AAUW's mission, as well as potential pitfalls. Board members provided suggestions to Ms. Churches on ways to increase the engagement of men in efforts to address gender inequities.

Other Business

a. Succession Planning for the Vice Chair Finance Role and Certain Committee Chairs

The Chair reported on discussions at the Executive Committee the previous day on importance of planning ahead for transitions in the roles of the Finance Vice Chair/Finance Committee Chair/Investment Committee Chair and the Chair of the Audit Committee. She encouraged board members to recommend individuals with the necessary finance and investment expertise to the

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Nominating Committee. She also noted that given the size and complexity of AAUW, increasing the level of finance expertise required of all board members was appropriate. The Chair reported that in part to help ensure a smooth transition in these roles, the Executive Committee had agreed that appointed directors should be allowed to be reappointed, rather than required to stand for election for an additional term. It was the consensus of the board that this change from the previous unwritten tradition was appropriate.

b. Policy re Removal of an Officer or Director

In response to a question arising the previous day in executive session, the Chair described AAUW's current policy on removal of an officer or director which had been adopted in 2014. Following discussion, it was the consensus of the board that the policy should be updated to better align it with current best practices and requested that Ms. Wolfe provide a revised draft for board review at the June meeting.

c. Status of Plans for a National Convening in 2020

Ms. Wolfe then reviewed and responded to questions on the status of efforts to determine whether a national convening of AAUW members might be appropriate and financially feasible in 2020. She noted that it was still unclear whether AAUW would be held responsible for some costs in connection with the cancelled convention previously planned for Atlanta in May 2019.

Several directors pointed out that plans for meetings at the state level in 2020 were in flux because no final determination had yet been made on whether there would be a 2020 convening in Washington, DC that year.

The board discussed the potential costs of a convening, the difficulty of covering those costs through the registration fees, the small percentage of members who typically attend conventions or other meetings in DC, and the need to continue to focus the organization's efforts and spending in areas having the greatest impact. Following discussion, it was the consensus of the board that no further staff time should be expended on a possible convening in 2020 and that state affiliates should be informed of this decision.

On motion made, seconded and carried the board adopted the following resolution:

The Board of Directors of AAUW directs staff to suspend planning for the 2020 convening due to cost and budget constraints and to notify the membership.

Ms. Churches, Ms. Wolfe and Ms. Travis left the meeting at this time.

Executive Session

The board then met in executive session.

Adjournment

Following the executive session, the Chair adjourned the meeting.

2019–21 AAUW Public Policy Priorities

The Public Policy Priorities underscore AAUW's mission to advance gender equity for women and girls through research, education, and advocacy. The work of AAUW builds upon responsible public participation, and the following priorities provide a basis for AAUW members' actions at the local, state, national, and international levels. Implicit in each is support for government agencies administering programs, including adequate appropriations, effective and accountable administration, and provision for citizen participation. We advocate public discussion to ensure enlightened decisions on these priorities. We work to increase the number of women and other underrepresented populations in policy- and other decision-making positions. Our positions are shaped by our commitment to being nonpartisan and fact-based, and to acting with integrity. We strive for our work to be inclusive and intersectional, collaborating with diverse allies and coalitions to achieve equity for all.

Basic to all of AAUW's public policy efforts is the understanding that true equity requires a balance between the rights of the individual and the needs of the community. AAUW opposes all forms of discrimination and supports constitutional protection for the civil rights of all individuals.

AAUW believes that high-quality public education is the foundation of a democratic society and the key to improving economic prosperity and gender equality. We advocate equitable access to education and climates free of harassment, bullying, and sexual assault. We support academic freedom, civic education, protection from censorship, bias-free education, and responsible funding for all levels of education, including early childhood education and programs for students with disabilities. We advocate for increased access to higher education, especially for women in poverty. We promote equitable efforts to close the persistent achievement gap that disproportionately affects low-income children and students from communities of color.

AAUW promotes the economic, social, and physical well-being of all persons. Essential to that well-being are an economy that provides equitable employment opportunities; reduction of poverty; a living wage; quality, affordable dependent care; paid family and medical leave; safe, livable, and affordable housing; quality, affordable, and accessible health care for all, including reproductive health care; and a clean, healthy, and sustainable environment. We support a Social Security system that provides inflation-protected, guaranteed lifetime benefits with a progressive benefit formula, spousal and widow benefits, and disability and survivor benefits. We support robust and strong Medicare and Medicaid systems and oppose any efforts to undermine them, including privatization and block grant proposals. AAUW recognizes that gun violence is a public health crisis.

AAUW believes in the right to privacy and freedom from violence. We firmly believe in the separation of church and state. We support a fair, balanced, and independent judiciary. We support public budgets that balance individual rights and responsibility to the community. We see an urgent need for meaningful campaign finance reform, open and fair elections, and nonpartisan voter education efforts that will promote equitable political participation and representation in appointed and elected office.

AAUW supports efforts to improve racial, ethnic, and gender justice and will work to eradicate intersectional bias as well. This includes creating a diverse culture of involvement, respect, inclusion, and connection, where the richness of ideas, backgrounds, and perspectives is fully appreciated and utilized.

AAUW believes that global interdependence requires national and international policies against human trafficking and that promote peace, justice, human rights, sustainable development, and mutual security

for all people. We support the civil and human rights of all immigrants, including a fair and just path to legal status. We support a strengthened United Nations and its affiliated agencies. We advocate implementation of the Beijing Declaration and Platform for Action from the 4th World Conference on Women and subsequent declarations. We affirm our active participation in the U.N. Commission on the Status of Women and our commitment to ratification of the U.N. Convention on the Elimination of All Forms of Discrimination Against Women (CEDAW). We support international family planning programs that are consistent with AAUW policy.

Biennial Action Priorities

National priorities inform state and local action. Biennial priorities for national action are chosen according to the criteria of viability, critical need, strong member support, and potential for distinctive AAUW contribution or leadership. Based on the National Board's adoption of the 2018 strategic plan for AAUW, national public policy priorities are focused first on our major areas of focus: education and training, economic security, and leadership. Additional policy priorities are also critical to ensure equity for all. No further order of importance for the additional priorities is implied.

To support a strong system of public education that promotes gender fairness, equity, diversity and inclusivity, and to address the barriers and implicit biases that hinder the advancement of women and girls, AAUW advocates

- Vigorous enforcement of Title IX and all other civil rights laws pertaining to education
- Adequate and equitable funding for quality public education for all students
- Opposition to the use of public funds for nonpublic elementary and secondary education and to charter schools that do not adhere to the same civil rights and accountability standards as required of other public schools
- Increased support for and protection of programs that meet the needs of girls and women in elementary, secondary, and postsecondary education, including strong promotion of science, technology, engineering, and math (STEM) education and comprehensive sexual health education
- Increased support for and access to affordable higher education for women and disadvantaged populations
- Support for practices that halt the flow of students from schools to prisons, including reforming school disciplinary practices that disproportionately punish girls and students of color

To achieve economic security for all women, AAUW advocates

- Pay equity and fairness in compensation and benefits
- Equitable access and advancement in employment, free from systemic barriers and biases, including vigorous enforcement of employment discrimination statutes
- Closing the gender and race gaps in leadership opportunities for women of all backgrounds
- Greater availability of and access to a high standard of benefits and policies that promote work-life balance, including quality and affordable dependent care and paid family, medical, and sick leave.
- Programs that provide women with education, training, and support for success in the workforce, including nontraditional occupations and women's entrepreneurship
- Strengthening programs, including welfare and career and technical education, to improve postsecondary education access, career development, and earning potential

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- Strengthening retirement benefits and programs, including pension improvements and protecting Social Security, Medicare, and Medicaid from privatization
- Access for all women to the full range of health care services to ensure economic security
- Increasing the number of quality jobs that pay a living wage

To guarantee equality, individual rights, and social justice for a diverse and inclusive society, AAUW advocates

- Vigorous enforcement of and full access to civil and constitutional rights, including affirmative action and expanding voting rights
- Self-determination of one's reproductive health decisions
- Universal access to quality, affordable health care and comprehensive family planning services, including expansion of patients' rights
- Freedom from violence and fear of violence, including hate crimes, in homes, schools, workplaces, and communities
- Support for U.N. programs that address human rights and women's and girls' concerns
- Freedom in the definition of self and family and a guarantee of civil rights for all family structures
- Passage and ratification of the Equal Rights Amendment

Executive Committee Charter

The Executive Committee (the “Committee”) is a standing committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

Purpose

The purpose of the Committee is to act on matters that may properly come before the board in the interim between board meetings; to report its work and actions for approval or revision by the board; to exercise general supervision over the corporate and legal affairs of AAUW in conformity with the bylaws and the laws of the District of Columbia; to review staff operations; and to deal with any other matters as authorized by the board.

Responsibilities

In carrying out its purpose, the Committee, under the direction of the board, shall:

- Endeavor to exercise its authority to act on matters that may properly come before the board between board meetings only when it is not feasible to convene the board;
- As requested, serve as a sounding board for the CEO or board chair on matters that may need board approval or discussion in the future;
- Working together with the CEO, develop annual performance goals and objectives for the CEO;
- Plan and conduct an annual assessment of the CEO’s performance based on annual goals and objectives and report the results of the assessment to the board and the CEO;
- Annually review overall compensation and benefits for the CEO and report the Committee’s findings to the board, including any recommendations for adjustments or changes;
- Approve the annual bonus, if any, for the CEO, based on performance and within approved budgetary guidelines, and report the Committee’s action to the board;
- Assist the board in conducting an annual assessment of the board’s effectiveness;
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board;
- Notwithstanding anything in this charter or AAUW’s bylaws, the Committee shall have no authority to hire or fire the CEO or to approve transactions involving more than the authority specified in the designated authorities without express written delegation of authority from the board.

Committee Membership

The Committee shall consist of the board chair, board vice chair, board finance vice chair, board secretary and two additional directors elected by the full board from among the remaining eleven directors. The CEO serves as an ex officio nonvoting member of the Committee.

Terms

The board chair, board vice chair, board finance vice chair, board secretary shall serve on the Committee for their board term in those positions. Other Committee members (other than nonvoting ex officio members) shall be appointed annually for a term of one year beginning July 1 following appointment and shall be eligible for reappointment to the Committee as long as they serve on the board. In the

event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the member be replaced.

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of the ex officio member shall not be counted for purposes of determining a quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet at least 4 times a year at the call of the board chair and at other times at the call of the board chair or at the written request of three members of the Executive Committee. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The board chair shall prepare written reports on the Committee's activities and any recommendations to the board shall be presented to the board at its regular and annual meetings.

Audit Committee Charter

The Audit Committee (the “Committee”) is a standing advisory committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

Purpose

The purpose of the Committee is to assist the board in fulfilling its oversight responsibility with respect to AAUW’s financial reporting process, system of internal controls, the audit process, and the process for monitoring AAUW’s compliance with laws and regulations.

Responsibilities

In carrying out its purpose, the Committee, under the direction of the board, and in accordance with AAUW’s bylaws which charge the Committee to oversee AAUW’s reporting practices, compliance, internal controls and financial management, shall:

- Recommend to the board the retention of AAUW’s independent auditor;
- Review the fees of the independent auditor and, advise the board as to the approval of the auditor’s fees, and, if necessary, recommend to the board termination of the auditor;
- Review the terms of the auditor’s engagement each year and consider recommending to the board auditor rotation at least every five years;
- Review and recommend for board approval any non-audit services performed by the auditing firm;
- Review the scope and plan of the audit proposed by the independent auditor;
- Oversee the performance of the auditor;
- Meet at least annually with the auditors outside the presence of management;
- Review and recommend to the board for approval the annual audit report and audited financials;
- Conduct a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditor;
- Review the adequacy of management’s response to any issues raised by the auditors;
- Review the implementation and adequacy of AAUW’s internal control structure and recommend changes to the board, as appropriate;
- Monitor compliance with AAUW’s code of ethics and conflict of interest policy, and recommend changes to the board, as appropriate;
- Monitor whistleblower protections and policies and recommend changes to such policies to the board, as appropriate;
- Review, with AAUW’s legal counsel, any financial reporting, accounting, legal or regulatory matters that could have a significant effect on the organization’s financial statements;
- If necessary, recommend to the board special investigations and, if appropriate, special counsel or experts to assist;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board.

Committee Membership

The Committee shall consist of at least 3 members and at least a majority of the members of the Committee shall be members of AAUW. At least one non-board member shall serve on the Audit Committee, but no Officer of AAUW or the board may serve on the Audit Committee. The Committee chair and members of the Committee shall be appointed by the board chair and approved by the board of directors or as appropriate by the Executive Committee and shall serve at the pleasure of the board.

Members of the Committee shall have financial, audit, or budgetary experience.

If the Committee chair is not a board member, the board chair shall appoint a nonvoting board liaison to the Committee from among the directors of the board. The board liaison communicates board priorities to and for the Committee and serves as a consultative resource to the Committee chair as needed. If the Committee chair is a board member, he/she shall serve as the board liaison.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one Committee, the third term being possible only if a Committee member becomes chair of the Committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee chair may recommend to the board that the member be replaced. In the event that the Committee chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the Committee chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee chair.

Voting and Quorum Requirements

Each member of the Committee shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

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The Committee shall meet not less than 2 times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the Committee chair or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee chair shall prepare written or verbal reports on the Committee's activities and recommendations to the board for the board's regular and annual meetings. If the Committee has a board liaison other than the Committee chair, the board liaison shall review the written reports from the Committee chair and submit them to the board for review.

Finance Committee Charter

The Finance Committee (the “Committee”) is a standing advisory committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

Purpose

The purpose of the Committee is to oversee AAUW’s financial strategy and performance and make recommendations to the board about the financial affairs and policies of AAUW, including the annual budget and investment of funds (other than long-term funds).

Responsibilities

In carrying out its purpose, the Committee, under the direction of the board, shall:

- Monitor and oversee the preparation of annual and capital budgets and recommend adoption by the board taking into account AAUW’s long range needs and financial planning, investment performance, economic conditions, and other factors that may have an impact on AAUW’s long term financial sustainability;
- Monitor financial performance in comparison to budget and oversee the reporting of performance compared to budget in interim and annual financial statements;
- Work with the vice president of finance or the CFO to ensure financial reporting to the board is in a format that is transparent and highlights issues for board attention;
- Monitor the transfer of funds to and from long-term investment funds in relations to amounts budgeted for use in operations in accordance with the board-approved annual budget;
- Review and make recommendations to the board with respect to the financial implications of the acquisition and/or disposition of AAUW property;
- Review, at least annually, the long range financial objectives of AAUW and the ability to sustain AAUW and fulfill its mission and programs;
- Provide strategic oversight and make recommendations to the board on revenue, expense, cash, asset, and liability strategies;
- Review the Internal Revenue Service Form 990 and accompanying schedules prior to board review and filing, and AAUW’s external audit and other tax reports prior to board review;
- Regularly review AAUW financial policies, including but not limited to AAUW’s withdrawal policy, and make recommendations for revisions or adoption of new policies by the board, as the Committee deems necessary;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board.

Committee Membership

The Committee shall consist of at least 5 members and at least a majority of the members of the Committee shall be members of AAUW. The board finance vice chair shall serve as Committee chair. Members of the Committee shall be appointed by the board chair and approved by the board of directors or as appropriate by the Executive Committee and shall serve at the pleasure of the board.

Members of the Committee shall have financial or investment experience.

The board chair and CEO shall serve as nonvoting ex officio members of the Committee.

The Committee chair shall serve as the board liaison communicating board priorities to and for the Committee.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee chair may recommend to the board that the member be replaced. In the event that the Committee chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the Committee chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee chair.

Voting and Quorum Requirements

Each member of the Committee, other than ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of the ex officio member shall not be counted for purposes of determining a quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than 4 times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the Committee chair or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the board.

Minutes, Reports, and Records

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Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee chair shall prepare written or verbal reports on the Committee's activities and recommendations to the board for the board's regular and annual meetings.

Governance Committee Charter

The Governance Committee (the “Committee”) is a standing advisory committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

Purpose

The purpose of the Committee is to assist the board of directors in helping to ensure the effectiveness of the overall governance of AAUW.

Responsibilities

In carrying out its purpose, the Committee, under direction of the board, shall:

- Periodically advise and make recommendations to the board on structure, trends, and best practices for effective corporate governance;
- On an annual basis, receive, review, interview, and recommend to the board potential candidates for standing and special committee appointment, including committee chairs and vice chairs;
- At least every other year, review AAUW’s committee structure, including responsibilities and composition, and recommend changes as needed to the board;
- Working jointly with committee chairs and the chief of staff, establish a process for committees and task forces to review their own effectiveness and to periodically summarize and report to the board the key findings from such reviews;
- Periodically review the bylaws of AAUW and the AAUW Action Fund and recommend amendments to the board as appropriate;
- Periodically review AAUW’s conflict of interest policy and recommend changes to the board as appropriate;
- Receive, review, and report to the board all bylaw amendment proposals and resolutions related to bylaws submitted by members together with the Committee’s recommendation on whether such proposals and resolutions are appropriate to place before the membership for a vote based on D.C. law and other criteria established by the board. The Committee also proposes draft rationale to the board for the recommended bylaws change for presentation to the membership;
- Communicate with members, under the direction of the board, or recommend communications from the board to members on issues related to AAUW corporate governance matters;
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board.

Committee Membership

The Committee shall consist of at least 8 members and at least a majority of the members of the Committee shall be members of AAUW. The Committee chair and members of the Committee shall be appointed by the board chair and approved by the board of directors or as appropriate by the Executive Committee and shall serve at the pleasure of the board.

Members of the Committee shall have legal training or experience with nonprofit governance or parliamentary procedure.

The board chair shall serve as a nonvoting ex officio member of the Committee. The CEO may attend Committee meetings as a guest of or consultant to the Committee.

If the Committee chair is not a board member, the board Secretary shall serve as a nonvoting board liaison to the Committee. The board liaison communicates board priorities to and for the Committee and serves as a consultative resource to the Committee chair as needed. Committee recommendations and other communications shall be brought to the board by the board liaison.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one Committee, the third term being possible only if a Committee member becomes chair of the Committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee chair may recommend to the board that the member be replaced. In the event that the Committee chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the Committee chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee chair.

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of ex officio members shall not be counted for purposes of determining quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

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The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the chair of the Committee or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the board.

Minutes, Reports and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee chair shall prepare written reports on the Committee's activities and recommendations to the board for the board's regular and annual meetings. If the Committee has a board liaison other than the Committee chair, the board liaison shall review the written reports from the Committee chair and submit them to the board for review.

Investment Committee Charter

The Investment Committee (the “Committee”) is a standing advisory committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

Purpose

The purpose of the Committee is to advise AAUW on the investment and management of long-term funds in accordance with AAUW’s investment policies and to recommend to the board the employment of investment advisors. The investments of AAUW shall collectively be referred to as the Portfolio. The Committee has overall responsibility for the operation and administration of the Portfolio.

Responsibilities

In carrying out its purpose, the Committee, under the direction of the board, shall:

- Understand AAUW’s investment goals and how these objectives support AAUW’s mission;
- Gather relevant input from the board regarding risk tolerance and key Portfolio characteristics, including but not limited to expected return, volatility and liquidity;
- Formulate and propose for board approval investment policies, objectives and strategies for the investment of the Portfolio’s assets, which may include asset allocation and manager selection, the Investment Policy Statement, and all other documents governing the Investment Portfolio;
- Evaluate investment performance of the Portfolio on a quarterly basis, taking into account investment performance relative to established benchmarks, compliance with investment policies, as well as guidelines and risk levels;
- Report investment results to the board at each board meeting;
- Ensure the composition of the Portfolio and investments selected remain in compliance with all laws, regulations and accounting standards, e.g. The Uniform Prudent Management of Institutional Funds Act (UPMIFA);
- Annually review investment options, performance, and fees for AAUW’s retirement plan(s) and recommend changes to the board as needed;
- Annually review all fees incurred by or on behalf of the Portfolio;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board.

Committee Membership

The Committee shall consist of at least 5 members and at least a majority of the members of the Committee shall be members of AAUW. The board finance vice chair shall serve as Committee chair. Members of the Committee shall be appointed by the board chair and approved by the board of directors or as appropriate by the Executive Committee and shall serve at the pleasure of the board.

Members of the Committee shall have financial or investment experience.

The board chair and CEO shall serve as nonvoting ex officio members of the Committee.

The Committee chair shall serve as the board liaison communicating board priorities to and for the Committee.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one committee, the third term being possible only if a Committee member becomes chair of the Committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee chair may recommend to the board that the member be replaced. In the event that the Committee chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the Committee chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee chair.

Voting and Quorum Requirements

Each member of the Committee, other than ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of the ex officio member shall not be counted for purposes of determining a quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than 4 times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the Committee chair or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee chair shall prepare written or verbal reports on the Committee's activities and recommendations to the board for the board's regular and annual meetings.

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Conflict(s) of Interest and Declarations of Interests

All Committee members shall adhere to AAUW's Conflict of Interest and Ethics Policies. At the commencement of each meeting, each Committee member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, Bylaws and the Conflict of Interest Policy shall regulate participation.

Nominating Committee Charter

The Nominating Committee (the “Committee”) is a standing advisory committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

Purpose

The purpose of the Committee is to facilitate the recruitment and nomination of qualified candidates for election or appointment to the board.

Responsibilities

In carrying out its purpose, the Committee, under the direction of the board, shall:

- Assess the board’s composition and identify needs that should be met by future board members;
- Cultivate a multiyear pipeline of prospective candidates for election or appointment to the board;
- Annually develop and recommend to the board selection criteria and competencies needed on the board;
- Identify and recruit individuals qualified to become board members who reflect the selection criteria and competencies needed on the board;
- Vet candidates for the skills, experience, competencies, and willingness to serve on the board effectively;
- Prepare, rank, and recommend a slate of candidates to the board for approval and placement on the ballot for membership vote. The number of candidates on the slate shall be equal to or greater than the number of elected positions available;
- Prepare, rank, and recommend a slate of candidates for appointment to the board;
- Annually draft and recommend to the board a position description detailing responsibilities and expectations of board members;
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board.

Committee Membership

The Committee shall consist of at least 8 members, including one alternate. At least a majority of the members of the Committee shall be members of AAUW. The chair, vice chair, and all members of the Committee, including the alternate, shall be appointed by the board chair and approved by the board of directors or as appropriate by the Executive Committee and shall serve at the pleasure of the board.

Members of the Committee shall have nominations or governance experience with AAUW or another private, public, or nonprofit organization.

The CEO may attend Committee meetings as a guest of or consultant to the Committee.

If the Committee chair is not a board member, the board chair shall appoint a nonvoting board liaison to the Committee from among the directors of the board. The board liaison communicates board priorities

to and for the Committee and serves as a consultative resource to the Committee chair as needed. Committee recommendations and other communications shall be brought to the board by the board liaison.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one Committee, the third term being possible only if a Committee member becomes chair of the Committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee chair may recommend to the board that the member be replaced. In the event that the Committee chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the Committee chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee chair.

Voting and Quorum Requirements

Each member of the Committee shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the chair of the Committee or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee chair shall prepare and submit written or verbal reports on the Committee's activities and recommendations to the board for the board's regular and annual meetings. If the Committee has a board liaison, the board

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liaison shall review the written reports from the Committee chair and submit them to the board for review.

Advancement Committee Charter

The Advancement Committee (the “Committee”) is a special advisory committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

Purpose

The purpose of the Committee is to assist the board in development and implementation of strategies and programs related to fundraising and membership engagement.

Responsibilities

In carrying out its purpose, the Committee, under direction of the board, shall:

- Conduct its responsibilities for the purpose of making nonbinding advice and recommendations to the board and its committees.
- With the advancement and partnerships staff, help develop and implement a member recruitment and fundraising plan for all current and potential constituencies that support AAUW’s mission and strategic goals;
- With the advancement and partnerships staff, establish a clear set of advancement objectives, goals and priorities for AAUW and monitor the effectiveness of the organization in achieving those objectives, goals and priorities;
- Actively assist in the identification, cultivation, solicitation, and stewardship of donors and prospects;
- Educate state and branch leadership on Committee and Subcommittee activities and promote the use of AAUW resources to support mission-based programs and maximize member recruitment, engagement and retention;
- Make significant, thoughtful and proportionate individual financial commitments, and solicit annual, programmatic and capital gifts from board members and other prospects in concert with the board chair, CEO, and advancement staff;
- With the board and AAUW’s key constituencies, develop and help build membership awareness of the importance of systematic, unrestricted purposeful fundraising consistent with the mission and strategic goals of AAUW;
- Examine AAUW membership and giving trends and analyze implications for AAUW’s future;
- Work with the board chair, CEO, and Advancement and Partnerships staff at the times of a capital fund or comprehensive campaign;
- Recommend to the board for its approval policies and guidelines for accepting philanthropic gifts;
- Together with the CEO, vice president of finance, and Finance Committee help ensure that board and committee members understand AAUW’s financial needs and objectives;
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board.

Committee Membership

The Committee shall consist of at least 10 members and at least a majority of the members of the Committee shall be members of AAUW. The chair(s) and members of the Committee shall be appointed

by the board chair and approved by the board of directors or as appropriate by the Executive Committee and shall serve at the pleasure of the board.

The board chair serves as a nonvoting ex officio member of the Committee. The board chair shall appoint a nonvoting board liaison to the Committee from among the directors of the board. The board liaison communicates board priorities to and for the Committee and serves as a consultative resource to the Committee chair as needed. Committee recommendations and other communications shall be brought to the board by the board liaison.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one committee, the third term being possible only if a committee member becomes chair of the committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee chair may recommend to the board that the member be replaced. In the event that the Committee chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the Committee chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee chair.

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of ex officio members shall not be counted for purposes of determining quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by

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the chair of the Committee or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee chair shall prepare written reports on the Committee's activities and recommendations to the board for the board's regular and annual meetings. The board liaison shall review the written reports from the Committee chair and submit them to the board for review.

Advancement Subcommittees

The Advancement Committee (Committee) hereby establishes two subcommittees for the 2018-2020 term: Fundraising Subcommittee and Member and New Audience Engagement Subcommittee. Additional subcommittees may be appointed by the Committee as necessary or appropriate. The term and charter of each subcommittee shall end in June 30, 2020, unless extended by the Committee prior to such date upon evaluation of the appropriateness of such extension.

Fundraising SubcommitteePurpose and Responsibilities

The purpose of the Fundraising Subcommittee is to support the Committee's fundraising work by gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee in line with the fundraising responsibilities detailed in the Committee charter. Subcommittee responsibilities include:

1. Making recommendations to the Committee on a fundraising plan and fundraising objectives, goals, and priorities that support AAUW's mission and strategic goals;
2. Developing a framework for the Committee to assist in the identification, cultivation, solicitation, and stewardship of donors and prospects;
3. Making recommendations to the Committee on how to develop member, donor, and new audience awareness of the importance of systematic, purposeful fundraising consistent with the mission and strategic goals of AAUW;
4. Making recommendations to the Committee on how to promote unrestricted and loosely restricted support for AAUW consistent with the strategic plan;
5. Examining membership and giving trends, analyzing implications for AAUW's future, and presenting findings to the Committee;
6. Carrying out such other responsibilities as may from time to time be assigned to the Fundraising Subcommittee by the Committee.

The Fundraising Subcommittee may not work independently of the Committee and must report its recommendations and advice to the Committee for deliberation and discussion.

Fundraising Subcommittee Membership

The Fundraising Subcommittee shall consist of at least 5 members. At least a majority of the members of the Fundraising Subcommittee shall be members of the Committee, but the Fundraising Subcommittee may include other members who are not members of the Committee. Fundraising Subcommittee members shall be appointed by the Committee chair and shall serve at the pleasure of the Committee chair.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the subcommittee.

Terms

Fundraising Subcommittee members shall be appointed for the 2018-2020 term and, if the Committee determines that the Fundraising Subcommittee shall continue to exist after June 30, 2020, shall be eligible for reappointment to the Fundraising Subcommittee for one succeeding term only. In no case shall an appointed subcommittee member serve for more than two consecutive terms on the Fundraising Subcommittee.

In the event that a member misses two Fundraising Subcommittee meetings or is unable to fulfill the requirements of the subcommittee, the chair may replace the Fundraising Subcommittee member.

Meetings

The Fundraising Subcommittee shall meet between meetings of the Committee. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence.

Minutes and Records

Minutes of Fundraising Subcommittee meetings shall be maintained and submitted to the Committee chair for distribution to the full committee.

Evaluation

The Fundraising Development Subcommittee will be evaluated in spring 2020 ahead of the 2020-2022 term to determine whether the Subcommittee should continue beyond June 30, 2020.

Member and New Audience Engagement Subcommittee

Purpose and Responsibilities

The purpose of the Member and New Audience Engagement Subcommittee's is to support member and constituent engagement with AAUW's strategic plan. Subcommittee responsibilities include:

1. Working cooperatively with and reporting its findings to the Committee and the Strategic Planning Task Force;
2. Promoting and developing resources for mission-based programming aligned with education & training, pay equity, and leadership focus areas of the strategic plan for members and AAUW affiliates;
3. Developing and recommending strategies for engagement of new audiences, supporters, and advocates;
4. Monitoring and evaluating efforts to implement AAUW's strategic plan priorities with members and new audiences, and recommending changes as necessary to the Committee and the Strategic Plan Task Force.
5. Carrying out such other responsibilities as may from time to time be assigned to the Member and New Audience Engagement Subcommittee by the Committee.

The Member and New Audience Engagement Subcommittee may not work independently of the Committee or the Strategic Planning Task Force and must report its recommendations and advice to the Committee and Task Force for deliberation and discussion.

Member and New Audience Engagement Subcommittee Membership

The Member and New Audience Engagement Subcommittee shall consist of at least 8 members from the Committee and the Strategic Planning Task Force, but may also include members who are not members of the Advancement Committee or Strategic Planning Task Force. At least 3 subcommittee members shall be appointed by the Committee chair upon the recommendation of the Strategic Planning Task Force's staff liaison. The Committee chair shall appoint all other members.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the subcommittee.

Terms

The Member and New Audience Engagement Subcommittee members shall be appointed for the 2018-2020 term and, if the Committee determines that the Members and New Audience Subcommittee shall continue to exist after June 30, 2020, shall be eligible for reappointment to the Member and New Audience Engagement Subcommittee for one succeeding term only. In no case shall an appointed Membership and New Audience Engagement Subcommittee member serve for more than two consecutive terms on this subcommittee.

In the event that a member misses two Member and New Audience Engagement Subcommittee meetings or is unable to fulfill the requirements of the Member and New Audience Engagement Subcommittee, the chair may replace the Member and New Audience Engagement Subcommittee member.

Meetings

The Member and New Audience Engagement Subcommittee shall meet not less than 4 times per year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence.

Minutes and Records

Minutes of the Member and New Audience Engagement Subcommittee meetings shall be maintained at AAUW headquarters and submitted to the Committee chair and staff liaison to the Strategic Planning Task Force.

Evaluation

The Member and New Audience Engagement Subcommittee will be evaluated in spring 2020 ahead of the 2020-2022 term to determine whether the subcommittee should continue beyond June 30, 2020.

Inclusion & Equity Committee Charter

The Inclusion & Equity Committee (the “Committee”) is a special advisory committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

Purpose

The purpose of the Committee is to help achieve AAUW’s organizational goal to improve diversity awareness and inclusion within its membership. The Committee works to ensure that inclusion and equity activities among its members are closely aligned with AAUW strategic priorities and, in so doing, supports the board and leadership in advancing inclusion efforts as an organization.

Responsibilities

In carrying out its purpose, the Committee, under the direction of the board, shall:

- Conduct its responsibilities for the purpose of making nonbinding advice and recommendations to the board and its committees.
- In collaboration with the Chief Administrative Officer, engage in planning events and activities designed to help members enhance diversity, inclusion, and intersectionality awareness and appreciation;
- Create and maintain a Diversity Toolkit to serve as an ongoing resource for how to attract and retain a diverse membership through programming and community outreach and serve as a resource for training;
- Provide additional resources and training to members to assist with building competencies around inclusive behaviors;
- Where appropriate, partner with the Member and New Audience Engagement Subcommittee on ways to reach new and diverse audiences and help ensure that AAUW programs address and reflect issues of intersectionality;
- Assist other AAUW committees in incorporating inclusion and equity into their work;
- Recommend priorities and provide guidance in the design and implementation of other programming, trainings, webinars and other activities to help AAUW members gain the interest, knowledge and skills necessary to meet the needs of and reflect the diverse communities served by the organization;
- Support AAUW affiliates in the implementation of diversity and inclusion efforts;
- Develop an annual action plan to carryout Committee responsibilities;
- Recommend metrics for diversity, inclusion, and intersectionality goals within AAUW’s strategic plan;
- Recommend to the board for its approval policies and guidelines on diversity, inclusion, and equity;
- Engage in a process of ongoing & collective learning focused on diversity, equity, inclusion, and intersectionality and report to the board on such activities and learning.
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board.

Committee Membership

The Committee shall consist of at least 8 members and at least a majority of the members of the Committee shall be members of AAUW. The chair(s) and members of the Committee shall be appointed by the board chair and approved by the board of directors or as appropriate by the Executive Committee and shall serve at the pleasure of the board.

The board chair serves as a nonvoting ex officio member of the Committee. The board chair shall appoint a nonvoting board liaison to the Committee from among the directors of the board. The board liaison communicates board priorities to and for the Committee and serves as a consultative resource to the Committee chair as needed. Committee recommendations and other communications shall be brought to the board by the board liaison.

Members of the Committee shall have diversity, inclusion, and/or equity volunteer or professional experience.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on the Committee, the third term being possible only if a Committee member becomes chair of the Committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee chair may recommend to the board that the member be replaced. In the event that the Committee chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the Committee chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee chair.

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of ex officio members shall not be counted for purposes of

determining quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the Committee chair or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee chair shall prepare written reports on the Committee's activities and recommendations to the board for the board's regular and annual meetings. The board liaison shall review the written reports from the Committee chair and submit them to the board for review.

Legal Advocacy Fund Committee Charter

The Legal Advocacy Fund Committee (the “Committee”) is a special advisory committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

Purpose

The purpose of the Committee is to advise AAUW on the Legal Advocacy Fund’s strategic case work and to support member knowledge and engagement on the work of the Legal Advocacy Fund.

Responsibilities

In carrying out its purpose, the Committee, under direction of the board, shall:

- Conduct its responsibilities for the purpose of making nonbinding advice and recommendations to the board and its committees.
- Participate annually in planning and strategy development for case support;
- Working with the senior vice president for public policy and research and the Legal Advocacy Fund manager, review potential cases for LAF support and recommend cases for board approval that are aligned with the LAF’s case support strategy;
- Help to identify and connect LAF staff and management with potential counsel in support of strategic cases;
- Provide guidance to management and staff on resources to help support AAUW member engagement in AAUW’s Legal Advocacy Fund work;
- Act as a resource for AAUW members on Legal Advocacy Fund programming and participate in state and branch programming when appropriate and financially viable;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board.

Committee Membership

The Committee shall consist of at least 7 members and at least a majority of the members of the Committee shall be members of AAUW. The chair(s) and members of the Committee shall be appointed by the board chair and approved by the board of directors or as appropriate by the Executive Committee and shall serve at the pleasure of the board.

Members of the Committee shall have legal experience.

The board chair serves as a nonvoting ex officio member of the Committee. The board chair shall appoint a nonvoting board liaison to the Committee from among the directors of the board. The board liaison communicates board priorities to and for the Committee and serves as a consultative resource to the Committee chair as needed. Committee recommendations and other communications shall be brought to the board by the board liaison.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one committee, the third term being possible only if a committee member becomes chair of the committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee chair may recommend to the board that the member be replaced. In the event that the Committee chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the Committee chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee chair.

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of ex officio members shall not be counted for purposes of determining quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the chair of the Committee or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee chair shall prepare written reports on the Committee's activities and recommendations to the board for the board's regular and annual meetings. The board liaison shall review the written reports from the Committee chair and submit them to the board for review.

Public Policy Committee Charter

The Public Policy Committee (the “Committee”) is a special advisory committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

Purpose

The purpose of the Committee is to advise AAUW on the six-month and two-year Public Policy Priorities and support AAUW’s advocacy work with AAUW’s membership by informing and engaging with members at the local, state, and federal levels on AAUW’s policy priorities.

Responsibilities

In carrying out its purpose, the Committee, under direction of the board, shall:

- Conduct its responsibilities for the purpose of making nonbinding advice and recommendations to the board and its committees.
- Review and provide input to staff and management on the six-month public policy priority levels on federal issues;
- Biannually, solicit input from members, review suggestions and staff recommendations, and report to the board recommended changes to the Public Policy Priorities for membership vote. Propose draft rationale to the board for the recommended changes for presentation and vote of the membership;
- Provide guidance to management and staff on resources to help support AAUW member engagement in AAUW’s advocacy work;
- Act as a resource for AAUW members on state and branch advocacy programming and participate in state and branch programming when appropriate and financially viable;
- Actively participate in AAUW’s local, state, or federal advocacy work;
- Help to identify and engage partners to advocate for AAUW’s mission, including relevant coalitions;
- Provide feedback on dissemination campaign plans and assist in disseminating position papers, briefs, policy statements, and other public policy products;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board.

Committee Membership

The Committee shall consist of at least 7 members and at least a majority of the members of the Committee shall be members of AAUW. The chair(s) and members of the Committee shall be appointed by the board chair and approved by the board of directors or as appropriate by the Executive Committee and shall serve at the pleasure of the board.

Members of the Committee shall have policy and/or advocacy experience.

The board chair serves as a nonvoting ex officio member of the Committee. The board chair shall appoint a nonvoting board liaison to the Committee from among the directors of the board. The board liaison communicates board priorities to and for the Committee and serves as a consultative resource to

the Committee chair as needed. Committee recommendations and other communications shall be brought to the board by the board liaison.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one committee, the third term being possible only if a committee member becomes chair of the committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee chair may recommend to the board that the member be replaced. In the event that the Committee chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the Committee chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee chair.

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of ex officio members shall not be counted for purposes of determining quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the chair of the Committee or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee chair shall prepare written reports on the Committee's activities and recommendations to the board for the

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board's regular and annual meetings. The board liaison shall review the written reports from the Committee chair and submit them to the board for review.

Strategic Planning Task Force CharterPurpose and Responsibilities

The purpose of the Strategic Planning Task Force (Task Force) is to advise AAUW management and the board of directors (board) on the development and implementation of AAUW's strategic plan. Task Force responsibilities include:

1. Monitoring the implementation of AAUW's strategic plan and progress towards established metrics and goals;
2. Making recommendations on how to improve and ensure a successful implementation, including prospectively deleting, revising or adding new goals or objectives;
3. Providing recommendations for continuous improvement and refinement of AAUW's implementation in line with broader strategic plan goals;
4. Making recommendations on prioritization of strategic plan metrics and goals;
5. Providing input on the timing and sequencing of strategic plan initiatives;
6. Working with the Member and New Audience Engagement Subcommittee to promote programming alignment with the strategic plan.

Task Force Membership

Members of the Task Force shall be appointed by the CEO and the board chair. In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the member may be replaced by the CEO and board chair.

Meetings

The Task Force shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence.

Evaluation

The Task Force will be evaluated annually by the board.

COMMITTEES AND TASK FORCES

Approved by the AAUW Board of Directors July 2009, July 2011, February 2013, May 2015, February 2019

Note: In all AAUW policies, the term "AAUW" refers to the nationwide organization.

Overview

Committees and task forces implement the charges and priorities set by the board of directors in accordance with AAUW Bylaws and relevant board-approved policies and charters. The Governance Committee is responsible for regularly reviewing committee charters and making recommendations to the board. The board has exclusive authority for decisions with respect to any proposed AAUW policies arising from committee or task force work.

I. Standing and Special Committees

Refer to [individual committee charters](#) for details on committee purpose, responsibilities, membership, terms, voting and quorum requirements, meetings, and minutes and reporting.

II. Panels and Task Forces

Task forces charged with specific duties for finite periods of time may be appointed by the board of directors. All task forces must have a written charter. Refer to individual task force charters for details on purpose, responsibilities, membership, meetings, and reporting.