

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)  
BOARD OF DIRECTORS  
MEETING MINUTES  
July 22, 2020**

Meeting held by Video Conference

Directors Present/Absent\*

Julia Brown, Board Chair  
Malinda Gaul, Vice Chair  
Peggy Cabaniss, Finance Vice Chair  
Cheryl Sorokin, Secretary  
Joseph Bertolino\*  
Dia Cirillo\*  
Lynn Gangone  
Elizabeth Haynes  
Jenna Kirkpatrick Howard  
Karen Kirkwood  
Jeanie Latz  
Edwina Frances Martin  
Eileen Menton  
Shaila Rao Mistry  
Mary Zupanc  
Kimberly Churches, CEO (ex-officio)

Staff Present

Sheila Amo, Chief Administrative Officer  
Gloria Blackwell, Senior Vice President, Fellowships & Programs  
Kate Nielson, Director of Public Policy and Legal Advocacy  
Laura Segal, Senior Vice President, Communications & External Relations  
Shannon Wolfe, Managing Director and Chief of Staff

Guests

Call to Order

Julia Brown, Chair, called the meeting to order, noting that a quorum was present.

Board and Organizational Focus on Racial Equity and the Path Forward

Reflecting on the upheaval in the country caused by the pandemic and resulting economic impact, as well as the wide-spread reckoning on systemic racism occurring across the country, Ms. Brown recommended that the board take the opportunity for self-reflection on bias and systemic racism and issues of intersectionality and requested that all individual board members also take the opportunity to provide more personal leadership in helping to ensure that the organization as a whole was both structured and taking action in ways to address the impact of racism, sexism and economic inequality on women and girls. She noted that conversations on race and racial justice are often uncomfortable and could be challenging for individual board members and other leaders of the organization. She recommended that the board hire a consultant to assist it in examining individual bias and racism as well as organizational biases.

The board discussed the external environment, including what Kim Churches, CEO, described as the “perfect storm” brought about by the pandemic which had made visible, in ways that had not been possible pre-pandemic, the overlapping issues of economic, racial, and gender inequities in the United States. Ms. Brown and Churches responded to questions on the process for identifying and selecting a consultant, the scope of the work to be done, anticipated participants to be included in the discussions with the board as part of the self-reflection process, and budgetary and timing constraints. Following discussion, it was the consensus of the board that hiring a consultant would be helpful. Based on their own prior experience individual board members offered suggestions on possible consultants and a process for determining the scope of the work to be done with the consultant. The board asked Ms. Churches to report back to the board at their next meeting on September 2, 2020 on a) a scope of work for the consulting project that will assist the board in examining individual bias and systemic racism as well as organizational biases, b) recommendations on consultants who in their judgment have the qualifications for the project and align with AAUW on time period, scope, and fee, taking into account current financial constraints of the organization.

Ms. Brown noted that she was also considering the possible appointment of a board working group to assist with the board’s efforts to examine the issues of bias and systemic racism and how the national organization could assist affiliates with similar efforts to examine bias and systemic racism and to consider changes needed at the affiliate level to make AAUW more equitable and inclusive.

Ms. Churches responded to questions on a recent online article that had quoted former AAUW interns and employees who raised questions about the culture at AAUW and whether the organization as a whole was living up to its stated values of equity, diversity and inclusion given that AAUW’s membership remains largely comprised of older white women with an educational degree requirement that is perceived as a barrier to membership and exclusionary. She reported that the specific allegations from former staff members were immediately being investigated in accordance with AAUW policies and procedures. She commented on many changes that had been implemented since she joined the organization and noted that staff was now 51% individuals of color. She responded to questions on the impact of the article on the morale of current staff. Ms. Churches also reported on efforts to correct inaccuracies or misconceptions in the article in advance of its publication while acknowledging that as a 139-year organization AAUW has much work to do to ensure that the organization is more inclusive and equitable.

Ms. Churches commented on discussions at the staff level, and with the Executive Committee earlier in the day, on issues the organization needed to address in order to remain relevant and continue to play a major role as equity organization in the 21<sup>st</sup> century. Both Ms. Brown and Ms. Churches recommended that a major change needed was the elimination of the educational requirement for membership, noting that the requirement of at least an AA college degree had become an impediment to not only AAUW’s diversity and inclusion efforts but also to expanded implementation of its mission. Ms. Brown reported that the Executive Committee had agreed with the recommendation. She noted that elimination of the requirement would require a bylaw change to be approved by the membership. She reminded the board that the change would require the approval of 2/3rds of the members voting at meeting at which the change would be considered, a level that had not been achieved in prior efforts to eliminate the requirement. She pointed out that to help achieve a favorable 2/3rds vote, board members would need to play a leadership role in educating members about the importance of this proposed change. Ms. Brown also noted that she expected the proposed process for the board to reflect on issues of bias and systemic racism to generate discussion of other possible changes to AAUW’s structure, operations and approach to advancing equity for women and girls.

Ms. Brown and Shannon Wolfe, Managing Director and Chief of Staff, responded to questions on the process and timing for placing the proposed bylaw amendment before the membership.

Following discussion, it was the consensus of the board that the membership be asked to approve a bylaw change to eliminate the requirement of an AA or higher degree for membership in AAUW at the annual meeting to be held in May of 2021.

Ms. Brown reported that she had asked board member Malinda Gaul to spearhead efforts to develop an approach to educating the membership on the need for the proposed change and to enlist board members and other leaders of the organization in the effort with Ms. Brown's full support and engagement. This work could also be part of the potential working group on racial equity that Ms. Brown announced to the board earlier in the meeting.

#### Strategic Plan Revisions

Ms. Churches referred board members to the following previously distributed documents: Strategic Plan 2.0: Reframing and Refocusing; Strategic Plan Exercise Results Summary; AAUW's 2018 strategic plan document and SWOT analysis 2020. She thanked board members for their comments on the 2018 plan and areas for future focus which were summarized in the Strategic Plan Exercise Results Summary. She noted that while the four key areas of focus of the plan continued to be appropriate, the individual objectives under each focus area needed updating. She then reviewed and responded to questions on the status of staff work to review the 2018 plan with particular emphasis on changes in the external environment since 2018, including increased competition from other organizations focused on gender equity issues as well as the recent heightened visibility of economic and racial inequities and their effect on women. Ms. Churches emphasized the need for any revisions to the plan to focus on areas in which AAUW could have impact and had funding to support its activities. Board members offered suggestions on areas for greater emphasis going forward, including more explicit focus on the issues of economic and racial inequities that affect women and the relationship of racism and sexism. Ms. Churches encouraged board members to continue to contact her with suggestions on plan revisions.

#### Membership Dues

Ms. Wolfe referred the board to the following previously distributed documents: Memorandum dated July 17, 2020 re Membership Revenue/Expense Analysis; and Memorandum dated January 31, 2020 re Dues Increase Options which had also been distributed to the board at the February 2020 board meeting. She reviewed the analysis of the revenue generated by AAUW members from dues and also from contributions, noting that expenses related to membership were in excess of the revenue generated, with much of the expense centered on acquisition and marketing costs for national only members, since affiliates absorb their own acquisition and marketing costs for members joining local branches or state affiliates. She responded to board member questions on AAUW's history of dues increases. Discussion ensued on the potential for reducing membership acquisition costs or changing the approach to membership acquisition at the national level, the value to members of belonging to AAUW, the level of donations received from members, the dues for AAUW membership in comparison to dues charged by other organizations, the benefits and drawbacks of adopting a policy of more frequent dues increases, and the likely effective date for any potential increase. The board discussed and Ms. Churches and Wolfe respond to questions and comments from board members on a range of potential dues increases. Ms. Wolfe reviewed AAUW's bylaw requirements related to the timing of any board action to increase dues. Following further discussion, it was the consensus of the board that a range of possible dues increases be considered at the October board meeting, subject to legal advice from AAUW's attorney on whether the

advance notice to be sent to members needed to contain a specific proposed amount of the increase or could indicate a range of option. Ms. Wolfe indicated that, assuming a favorable opinion from the attorney, the board would receive an action by written consent to confirm its intention to consider a range of potential dues increase options and to approve the notice to the membership accordingly.

#### Minutes

Referring to the previously distributed minutes of the board meeting of June 12, 2020, on motion made seconded and carried, the board adopted the following resolution:

#### Resolution re Minutes of Board of Directors Meeting

The Board of Directors of AAUW approves the minutes of the June 12, 2020 minutes as presented.

#### Approval of Board Liaison Appointments

Ms. Brown reported on her conversations with individual board members with respect to serving as board liaisons and voting members of various board and advisory committees. On motion made, seconded and carried, the board approved the appointment of the following board members as board liaisons and voting members of the following committees:

#### Resolution re Committees and Task Forces

The Board of Directors of AAUW appoints the following board members to the standing committees as board liaisons:

##### Advancement Committee

Jenna Kirkpatrick Howard  
Shaila Rao Mistry

##### Audit Committee

Eileen Menton

##### Governance Committee

Lynn Gangone  
Malinda Gaul  
Jeanie Latz  
Cheryl Sorokin

##### Finance Committee

Elizabeth Haynes

##### Inclusion & Equity Committee

Edwina Frances Martin

##### Public Policy Committee

Dia Cirillo  
Mary Zupanc

Adjournment

There being no further business, the meeting was adjourned.

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Cheryl Sorokin  
Board Secretary