

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)  
BOARD OF DIRECTORS  
MEETING MINUTES  
June 12, 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  
Edwina Frances Martin  
Eileen Menton  
Lee Roper-Batker  
Mardy Stevens  
Mary Zupanc  
Kimberly Churches, CEO (ex-officio)

\*\*Joined the meeting at the point indicated in these minutes

Staff Present

Sheila Amo, Chief Administrative Officer  
Gloria Blackwell, Senior Vice President, Fellowships & Programs  
Tom Chappell, Vice President, Finance  
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

Jeanie Latz  
Shaila Rao Mistry

Call to Order

Julia Brown, Chair, called the meeting to order, noting that a quorum was present. She welcomed Jeanie Latz and Shaila Rao Mistry who were attending the meeting as guests in advance of the commencement of their terms as elected directors on July 1, 2020 and she congratulated Dia Cirillo and Jenna Howard, who had been elected, and Edwina Martin who had been appointed, to the board for second terms beginning July 1, 2020.

The Chair expressed her personal, as well as the board's, appreciation to Mardy Stevens and Lee Roper-Batker who would be leaving the board at the end of the month, thanking them for their service and

requesting that they continue to offer their expertise, suggestions and advice to the organization even though no longer on the board.

The Chair noted that staff was continuing to work from home in light of the COVID-19 pandemic. She expressed the board's appreciation for all the work staff was doing to enable AAUW to continue pursue its mission in new ways in light of how the pandemic had disrupted, and would be continuing to disrupt, lives across the county and the world.

The Chair commented on the racial unrest and increased demands and expectations for addressing systemic racism and racial injustice that were occurring across the country, sparked by the death of George Floyd caused by the Minneapolis police during an arrest. She reported that AAUW had publicly reaffirmed its opposition to racism in a press release on June 1, 2020 and with additional statements on the national website and in messaging to members and supporters. The Chair noted that a few members had expressed concern about or opposition to AAUW's statements and that staff was responding to those members reminding them of AAUW's long-standing commitment against racism. She noted that she would also be talking about the nexus of racism and sexism in the upcoming board leadership town hall with members. She then requested a moment of silence in recognition of George Floyd and others who had lost their lives as a result of racism and the fight for equality.

#### Strategic Plan Discussion

Ms. Churches referred the board to previously distributed material related to the strategic plan adopted in 2018, including the Strategic Plan Revisioning Exercise, the Strategic Plan adopted in 2018, an AAUW SWOT Analysis as of 2020, and FY 2020 3<sup>rd</sup> Quarter Strategic Plan Implementation Metrics. She then reviewed and responded to questions on the status of various objectives and priorities under the plan, as well as the process for adapting and refining the plan to ensure that AAUW's work continues to have meaningful impact. She noted that the pandemic had heightened the need for revising priorities under the plan and that staff had already begun to consider opportunities for refocusing plan objectives and priorities and to increase opportunities for collaborative work with other organizations in light of issues raised by the pandemic. She pointed out that AAUW's reduction in staff would also affect how plan priorities will need to be refined going forward.

The board discussed continued and increased competition from nonprofits working on gender equity issues, the general lack of philanthropic funding in the area of gender equity, and the impact of the pandemic and ensuing economic upheaval on funding opportunities in the gender equity space.

Ms. Churches reviewed and responded to questions on the updated SWOT analysis and on the results of the Strategic Plan Revisioning Exercise directors had responded to in advance of the meeting to provide their initial thoughts on possible revisions to the plan. The board discussed ways in which the pandemic, the economic upheaval, and the demand for racial equity could provide unexpected opportunities to strengthen and expand AAUW's efforts to advance equity for women and girls. Discussion ensued on various potential refinements of the priorities under the overarching plan focus areas of education, economic security, leadership, and governance.

Director Joe Bertolino joined the meeting at this time.

At the request of Ms. Churches, Gloria Blackwell, Senior Vice President, Fellowships & Programs, Kate Nielson, Director of Public Policy and Legal Advocacy, and Laura Segal, Senior Vice President, Communications & External Relations, commented on potential changes to the strategic plan as well as

adjustments to current activities in their areas of responsibility in light of the pandemic. Ms. Blackwell reviewed areas in which AAUW's activities were supporting women of color, and opportunities for building on and heightening awareness of these existing efforts. The board discussed possible collaboration with other organizations focusing on issues specifically related to women of color, and possible opportunities to heighten awareness of the overlap of racism and sexism. Ms. Churches responded to questions on possible funding from corporations working on diversity and inclusion issues. Ms. Nielson commented and responded to questions on her team's efforts to increase collaboration with local groups across the country on grassroots advocacy efforts supporting the advancement of women and girls, as well as possibilities for collaborating with organizations involved in policy research and development. Ms. Segal reviewed and responded to questions on communications efforts to highlight and leverage the work of AAUW fellows involved in work related to AAUW's mission.

The board discussed AAUW's current complex affiliate structure and the issues facing membership organizations in general in the current environment. Ms. Churches said the Governance Committee was currently beginning to look at possible ways to streamline or simplify AAUW's affiliate structure which currently consists of 800 branches and 49 state organizations and a mix of 501(c)(4) and 501(c)(3) entities. She noted that affiliate membership dues make up approximately 15%-20% of AAUW's budget but required a number of fulltime staff to manage and respond to affiliate issues and concerns.

Director Dia Cirillo joined the meeting at this time.

The board discussed alternative structures in use by other organizations and board members offered their personal experiences in working with organizations with other structures.

Ms. Churches commented on current efforts to revitalize AAUW's engagement with colleges and universities and Mr. Bertolino provided his perspective on changes taking place in higher educational institutions as they review their affiliations, and the actual value created by relationships, with external organizations interested in serving students, faculty and alumni.

#### Finance Update and 2021 Budget

Referring to the previously distributed finance memo for April 2020, Ms. Churches reviewed and responded to director questions on financial performance for the year-to-date and the forecast for FY year-end 2020, noting the impact of the pandemic on both revenue and expenses as well as the accounting requirements related to the sub-leasing of the 9<sup>th</sup> floor of AAUW's headquarters space. She noted that several major grants that had been close to being finalized were no longer likely because many foundations associated with corporations were pausing contributions as a result of the economic uncertainties brought on by the pandemic and other foundations were re-assessing their giving priorities. Referring to the previously distributed Fiscal Year End Advancement Pipeline-2020, she responded to questions on anticipated declines in contributions for FY 2020 and commented on estimates of contribution levels for FY 2021, including the potential impact on AAUW's unrestricted assets.

Ms. Churches referred the board to previously distributed documents titled FY 2021 Budget and Resolution and accompanying FY 2021 excel spreadsheet titled FY 2021 Proposed Budget. Ms. Churches reported on the complexity of the budgeting process for FY 2021 in light of pandemic-related circumstances and future economic uncertainties. She reviewed and responded to questions on anticipated revenues and expenses, noting areas in which the pandemic had resulted or would result in cancellation of in-person programming during FY 2021. She reviewed plans to pivot to online

programming when feasible. She also reviewed plans for developing new programming focused on STEM in light of funding available in this area as a result of the Nancy Grace Roman gift to AAUW in the prior fiscal year. She also noted programming possibilities under consideration in the New York metropolitan area as a result of funding available from funds restricted to use in the New York metro area. Ms. Churches responded to questions on her level of confidence in AAUW being able to achieve the contributed income level in the proposed budget in light of the pandemic.

Shannon Wolfe, Managing Director and Chief of Staff, noted efforts to continue to maintain close control over expenses. She pointed out anticipated expenses in the budget related to preparing AAUW's office for re-opening at some point in 2020 or 2021.

The board noted and discussed the anticipated reduction in AAUW's unrestricted assets and the importance of continuing efforts to build AAUW's operating reserves. Ms. Wolfe responded to director questions on alternatives for handling a potential deficit in unrestricted assets should that occur.

Ms. Wolfe responded to questions on the Paycheck Protection Program loan received by AAUW and the process for applying for the loan to be forgiven, thus avoiding the need to repay the funds received.

Discussion continued on financial sustainability issues, current economic uncertainties, and potential new opportunities for AAUW created by the pandemic.

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

Resolution Approving the AAUW FY 2021 Budget

The board of AAUW approves the AAUW FY 2021 Budget in the form presented to the board at this meeting.

Potential Dues Increase for FY 2022

Referring to a previously distributed memorandum from January 2020 titled Dues Increase Options, Ms. Churches requested director comments on the possibility of raising membership dues at the national level effective July 2021. Following discussion of the current dues level, possible levels of increase to national dues, the impact of national dues increases on branch members who also much pay dues at the state and branch level, current economic uncertainties, the cost to the national organization to maintain the membership structure and offer support to members, the potential ability of the organization to allow monthly payments for dues, and bylaw requirements for notifying members of a planned dues increase, it was the consensus of the board that a proposal for increasing dues should be formally considered by the board at its October 2021 meeting. Further the Board asked for a cost benefit analysis of membership currently, which staff will take on and share.

Ms. Churches responded to questions on the revenue potential of the Equity Network, which is still in pilot phase, and intended to be based on a donation model, rather than a membership dues model.

Edwina Martin left the meeting at this time.

CEO Update

Ms. Churches shared a PowerPoint during the meeting covering virtual programming, the 5 Star National Recognition Program, and results of current fundraising appeals to the membership. Ms. Churches pointed out that online programming was now being offered by AAUW to the Equity Network (still in pilot, but designed for nonmember young professionals), as well to members. She commented on the attendance levels at both types of programming, how the professional development aspects of the programming were resonating with the Equity Network, and how the intensified level of online programming for members was increasing and revitalizing the national organization's connection to them. Several directors commented on the value of the programming and congratulated Ms. Churches on how quickly she and staff had moved to making online programming available.

Ms. Churches reviewed and responded to questions on the 5 Star National Recognition Program launched in the spring of 2019, noting that the number of branches participating in the program was increasing and staff was doing outreach to branches to help inspire them to continue try to achieve stars in all five areas of the program. She noted that adjustments were in progress based on branch and state leader feedback on how to stimulate greater interest and participation in the program.

Ms. Churches reported on the results of the recent matching gift campaign, the traditional spring notecard fundraising campaign, and the current FY year-end fundraising campaign.

Ms. Churches reported on efforts underway and funded by the 2<sup>nd</sup> \$500,000 Coca-Cola Foundation grant to develop programming with historically black colleges and universities related to women's economic security. She noted that the Coca-Cola Foundation was being kept informed of progress, as well as issues created by the pandemic that will likely require changes to programming that was originally envisioned.

Ms. Churches reported on the state of the Rothschild litigation.

Referring to PowerPoint slides which she shared at the meeting, Ms. Churches reviewed AAUW's staff turnover statistics as well as diversity statistics comparing 2019 and 2020. She pointed out that because of intentional efforts to increase staff diversity since she joined the organization, AAUW staff was now 9% Asian, 32% Black, 11% Latino, and 48% white, making staff of color 52% of total staff. She noted the importance of this statistic in helping to confirm AAUW's commitment to equity, diversity and inclusion.

#### Appointment of Auditor

Referring to a previously distributed memorandum titled Approval of Auditors for FY 2020, Ms. Wolfe reported that the Audit Committee was recommending the appointment of Councilor Buchanan & Mitchell PC as AAUW auditors for fiscal year 2020. She responded to director questions on the committee's recommendation. The board suggested that as a matter of governance it would be appropriate for the Audit Committee to formally consider the possible need for rotation of the audit firm or audit partner in FY 2021. Following further discussion, on motion made, seconded, and carried, the board adopted the following resolution:

#### Resolution Approving Independent Auditor for Fiscal Year Ending June 2020

The board of directors of AAUW approves Councilor Buchanan & Mitchell as AAUW's Auditor for the fiscal year ending June 30, 2020.

#### Committee Matters

Referring to the previously distributed memorandum titled Continuation of National Committee Discussion submitted by the ad hoc committee appointed earlier in the year to review AAUW's committee structure, Cheryl Sorokin, Board Secretary, pointed out that three matters raised in the memorandum originally distributed to the board in conjunction with its May 2020 meeting had been deferred by the board to today's meeting: a. making board appointed liaisons to AAUW's advisory committees voting members of the committee for which they serve as liaison; b. consideration of whether each member of the board should be expected to participate as a member of an AAUW committee; and c. consideration of whether all of AAUW's national level committees should be chaired by a board member. In the ensuing discussion, there was consensus that board liaisons should be voting members of committees and that committee charters should be amended as recommended. There was no consensus on whether every board member should expect to serve on a committee, nor whether committees should be all chaired by board members, but the board encouraged the chair to hold further discussions on these matters early in the next fiscal year.

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

**Resolution Approving Changes to National Committee Charters**

The Board of Directors of AAUW approves the following changes to AAUW's national committee charters to grant board liaisons voting rights on national committees.

**Advancement Committee**  
*Committee Membership Section, Second Paragraph*

The board chair serves as a nonvoting ex officio member of the Committee. The board chair shall appoint a board liaison to the Committee from among the directors of the board. The board liaison shall be a voting member of the committee and shall communicate board priorities to and for the Committee and serve 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.

**Audit Committee**  
*Committee Membership Section, Third Paragraph*

If the Committee chair is not a board member, the board chair shall appoint a board liaison to the Committee from among the directors of the board. The board liaison shall be a voting member of the committee and shall communicate 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.

**Governance Committee**  
*Committee Membership Section, Fourth Paragraph*

If the Committee chair is not a board member, the board Secretary shall serve as a board

liaison to the Committee. The board liaison shall serve as a voting member of the committee and shall communicate 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.

**Inclusion & Equity Committee**  
*Committee Membership Section, Second Paragraph*

The board chair serves as a nonvoting ex officio member of the Committee. The board chair shall appoint a board liaison to the Committee from among the directors of the board. The board liaison shall be a voting member of the committee and shall communicate board priorities to and for the Committee and serve 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.

**Nominating Committee**  
*Committee Membership Section, Fourth Paragraph*

If the Committee chair is not a board member, the board chair shall appoint a board liaison to the Committee from among the directors of the board. The board liaison shall be a voting member of the committee and shall communicate 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.

**Public Policy Committee**  
*Committee Membership Section, Third Paragraph*

The board chair serves as a nonvoting ex officio member of the Committee. The board chair shall appoint a board liaison to the Committee from among the directors of the board. The board liaison shall be a voting member of the committee and shall communicate board priorities to and for the Committee and serve 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.

Committee Appointments

Ms. Wolfe referred board members to the previously distributed memorandum titled Committee Member Recommendations. She reported that the Governance Committee had reviewed and refined the committee appointment process and that 122 applications had been received. She explained that current board committee chairs had reviewed the applications and were recommending 22 appointments to fill vacancies or to increase committee size and that the board would be asked to approve the appointments in early July in an action by written consent. In response to questions she noted that it is still not clear that application process was sourcing applicants with the needed expertise, and further work on recruiting applicants with the appropriate level of expertise should continue to be a focus of the governance committee.

Risk Memorandum

Ms. Churches referred the board to the previously distributed memorandum on cybersecurity risks and reminded board members of the memorandum on risk distributed to the board in February 2020. Ms. Churches and Wolfe noted that the pandemic had caused delays in certain planned actions related to emergency preparedness planning and commented on efforts currently underway to improve the ability of staff and resulting cybersecurity safety issues related to working from home rather than in the AAUW office. Ms. Wolfe explained that issues cited in the memorandum continued to be priorities and staff would be reporting on progress in addressing risks on a regular basis.

Approval of Minutes, Membership Consent and Reports

Referring to the previously distributed minutes of the May 20, 2020 board meeting and the May 20, 2020 Annual Meeting, on motion made, seconded and carried the board adopted the following resolutions:

Resolution Re: Minutes of the AAUW Board Meeting

The Board of Directors of AAUW approves the minutes of the May 20, 2020 board meeting and May 20, 2020 annual meeting as presented.

Referring to the previously distributed Membership Consent Calendar covering May 16, 2020 through June 8, 2020, on motion made, seconded and carried, the board adopted the following resolution:

Resolution Approving the Membership Consent Calendar

The Board of Directors of AAUW approves the membership consent calendar dated June 8, 2020.

Executive Session

Members of staff left the meeting at this time and the board met in executive session.

Adjournment

There being no further business, the meeting was adjourned.

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Cheryl Sorokin  
Board Secretary