

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
BOARD OF DIRECTORS
OFFICIAL MINUTES
September 24, 2018**

The AAUW Board of Directors met on September 24, 2018 via conference call. 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 (absent)
Susan Barley, Director
Melody Jackson, Director (absent)
Melissa Johnsen, Director
Karen Kirkwood, Director
Dot McLane, Director (absent)
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
Thomas Chappell, Vice President, Finance
Roberta Jackson Travis, Director, Board Relations

Monday, September 24, 2018

Call to Order

AAUW Chair Julia Brown called the meeting to order at 4:00 p.m. on Monday, September 24, 2018 and welcomed board and staff. The presence of a quorum was noted.

Review Year-end Financials and Forecasting

Finance Vice Chair Janet Bunger and Vice President Thomas Chappell reviewed AAUW's year-end financials and projections, and shared financial trends for the last 10 years. Mr. Chappell highlighted continued challenges related to the level of AAUW's unrestricted funds and projections of future unrestricted net assets. Staff reviewed and responded to board question on major unfunded areas of expense based on the FY2019 budget as well as financial forecasting and projections of expected revenues and expenses in FY2019.

Additionally, Chief Executive Officer Kim Churches shared major organization-wide objectives, including implementation of the Strategic Plan and promotion of the plan to key potential funders and donors, and plans to right size the organization. Ms. Churches highlighted recent actions taken to address the organization's overall financial status, and shared details on strategies and opportunities for future growth and long-term sustainability.

Committee Review Update

Managing Director and Chief of Staff Shannon Wolfe thanked committee review members Sue Barley, Melissa Johnsen, Karen Kirkwood, Leah Sakacs, Cherie Sorokin and Mardy Stevens for their insight and guidance during the committee review and analysis process. Ms. Wolfe shared details on ongoing committee work with regards to the creation of formal committee charters, and reviewed current and proposed committee and task force composition, highlighting major proposed changes, and responded to board questions.

The board discussed the newly proposed committee and task force composition comprised of several current committees, including the Executive Committee, Audit Committee, Investment Committee, Finance Committee, Governance Committee, Nominating Committee, Public Policy Committee, Legal Advocacy Fund Committee, Inclusion & Equity Committee, Strategic Planning Task Force, and a newly created Advancement Committee tasked with expanding and enhancing membership and giving. The committee review task force further recommends establishment of a Fundraising Subcommittee, and Member and New Audience Engagement Subcommittee to work under the guidance of the Advancement Committee.

Members addressed the role of committee chairs and explored the feasibility of board members assuming the role exclusively. The board considered potential advantages and disadvantages of the concept, but did not reach consensus on the matter. One suggestion made was to make the board liaison role more robust and perhaps with voting capacity on a committee, and another was to consider board members assume the chair position for all standing committees. Members will revisit the topic during the upcoming October 2018 board meeting.

The board anticipates having the new committee and task force structure in place effective July 1, 2019.

2019 Campaigning Recommendations and Discussion

Ms. Wolfe provided rationale and context on a request submitted to the board by Dale Satake, Nominating Committee Chair and Carolyn Garfein, Nominating Committee Vice Chair to revise Board Policy 116 Campaigns and Elections and the companion Procedures to Policy 116 that would eliminate personal campaigning with regards to future board elections. The Nominating Committee notes that the elimination of personal campaigning will streamline and enhance the overall nominations and election process and encourage a larger pool of qualified candidates to apply for future boards, thereby strengthening board composition and leadership structure. In addition, the process appears dated, as very few organizations allow or encourage personal campaigning.

Board members offered comments and expressed concern with language in Policy 116 Campaigns and Elections stating that the candidate is responsible for actions taken by supporters, and language in Procedures to Policy 116 stating that affiliates (states and branches) are required to inform all candidates of the opportunity to appear in state or branch newsletters or on websites. Following further discussion, the board recommended that the sentence in Policy 116 "Candidates are responsible

for all activity and communication used by their supporters" be removed and that Procedures are amended to require states and branches to link to the AAUW candidate website when one or more candidates is developed. Staff will develop a communication plan for states and branches to ensure that they are fully informed of the changes to Policy 116 and Procedures.

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

Resolution Revising Board Policy 116 Campaigns and Elections and Campaigns and elections Procedures to Policy 116

The Board of Directors of AAUW revises Board Policy 116 Campaigns and Elections, attached as Exhibit A to this resolution, and Campaigns and Elections Procedures to Policy 116, attached as Exhibit B to this resolution submitted with the following revisions:

Exhibit A

CAMPAIGNS AND ELECTIONS

Adopted by the AAUW Board of Directors June 1984, as addendum; revised June 1986, October 1986, September 1991, June 1996, February 1998, June 1998, March 2000, March 2001, May 2001, August 2002, June 2004, June 2006, July 2009, June 2012, November 2014, February 2016, September 2018

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

Campaigns and Elections Policy

Campaign. Any activities and communications in any form by or at the direction of a director candidate, supporter, or surrogate for the purpose of gaining votes for the election as an AAUW-elected director.

Candidates shall adhere to AAUW's Values and Code of Ethics. Personal campaigning shall be limited to candidate presence in the annual voting guide, on the AAUW website, and in other publications or events that will be offered to all candidates, and shall follow procedures approved by the Board of Directors.

Director candidates shall inform their supporters regarding campaign procedures and shall encourage their supporters to follow these procedures.

Campaigns and Elections Policy 116 and the companion Campaigns and Elections Procedures shall bind all candidates. Receipt of these documents by the candidate indicates the candidate agrees to abide by the campaign and election policies and procedures.

Exhibit B

Campaigns and Elections Procedures for Policy 116

- Questions about deadlines or any campaign and election procedures should be directed to AAUW's Director of Board Relations. When appropriate, answers to such questions shall be distributed to all candidates.
- Candidates will be asked to submit a photo and information for use on the AAUW website and in the voter guide (print and web).
- Candidates may also be asked to provide answers for predetermined questions for publication on the website and/or in print and may be asked to participate in a virtual candidate forum or town hall, or to respond to member questions.
- Affiliates may notify their members and others if one of their local or state affiliate members is standing for election to the national board, but they must concurrently refer recipients of such notice to the AAUW website where all candidates for election are listed. Affiliates may not endorse a candidate.

Adopted 09/24/2018

Adjournment

The AAUW Board of Directors meeting adjourned at 5:17 p.m. on Monday, September 24, 2018.