

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MEETING MINUTES
October 16, 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)

**Joined the meeting at the point noted in these minutes

Staff Present

Gloria Blackwell, Senior Vice President, Fellowships and Programs
Tom Chappell, Vice President, Finance
Kate Nielson, Director of Public Policy and Legal Advocacy
Laura Segal, Senior Vice President, Communications and External Relations
Shannon Wolfe, Managing Director and Chief of Staff

Call to Order and Opening Remarks of the Chair

Noting the presence of a quorum, Julia Brown, Board Chair, called the meeting to order. She expressed appreciation to board member Peggy Cabaniss, Finance Vice Chair, who recently joined the Legacy Circle, and to board member Cheryl Sorokin whose contributions had served as the impetus for the fiscal year-end and calendar year-end board matches to donations. She reported that there was 100% participation from the board in the calendar year-end match and she expressed her appreciation to all board members, noting the importance to the organization of all contributions, particularly those which are unrestricted donations.

Ms. Brown reminded board members whose terms were expiring in 2021 of the date for applying for a new term, noting that she planned to apply for another term as board chair. Malinda Gaul, Vice Chair, and board member Elizabeth Haynes both indicated their intention to apply for an additional term on

the board. The chair indicated that board member Joe Bertolino had indicated he also planned to apply for second term, but that board member Lynn Gangone was unable to continue on the board because of her increasing work responsibilities as Executive Director of another organization. She noted that Ms. Gangone intended to continue to support AAUW, providing assistance and advice and counsel as time permitted after her term ends.

Racial and Social Justice Working Group

Referring to the previously distributed memorandum dated October 9, 2020 titled Racial and Social Justice Working Group POP Analysis, Ms. Brown asked Ms. Gaul to report on the efforts of the working group she had organized to assist the board and AAUW as an organization in working on issues of racism as well as the elimination of the degree requirement for membership in AAUW.

Ms. Gaul reviewed and responded to questions on the planning for a multi-pronged campaign to encourage member acceptance of the idea of eliminating the degree requirement, including development of branch tool kits and talking points, use of volunteer leadership to manage action plans, coordination with the Advancement Committee, and the board's own state liaisons. She noted that there were existing groups within the membership that had supported the idea of elimination of the degree requirement and that those groups and individuals would be contacted to help with achieving the necessary support for this proposed change.

Mr. Bertolino joined the meeting at this time.

Ms. Gaul noted that the Governance Committee had requested information on how student memberships would be handled if the membership degree requirement is eliminated. She reported that the working group planned to recommend that students be offered two choices: full membership in AAUW with payment of dues, or participation in the Equity Network, which would be donation-based participation, rather than dues-based. Several directors indicated consideration should be given to lowering dues for younger student members, assuming the degree requirement is successfully eliminated.

Ms. Gaul thanked board members who had sent in a summary of their recent calls with state presidents.

Ms. Brown expressed appreciation to the staff for their efforts in reviewing possible consultants to work with the board and staff on racial equity issues, and in providing recommendations for the board to help deepen personal understanding of issues related to individual bias and structural racism.

At the request of the chair, Kim Churches, CEO, described the process of selecting the consultant to work with the board, staff and the working group on issues related to racism and racial justice, noting that the firm of MindSpring Metro DC had been selected and was planning to begin their work with AAUW in November 2020. She provided the board with information on the firm and a link to their website for further information.

Ms. Churches noted that the first phase of the work with MindSpring would be a questionnaire to provide a baseline for their work. She reviewed and responded to questions on the scope of the work to be conducted with the board and staff.

Ms. Brown then led the board in a discussion of the materials on racism suggested as advance preparation for this meeting. Individual directors provided their perspectives and shared their feelings

on the issues raised in the materials. Ms. Brown encouraged directors to communicate with her and with others on the board on the topic of racism in between board meetings, in light of the importance of the topic and the limited time available for discussion during regularly scheduled board meetings.

Finance Update

Referring to previously distributed financial statements for the period ending August 31, 2020, Ms. Cabaniss reviewed and responded to question on AAUW's finances for the first two months of the fiscal year, noting the impact of the pandemic on timing of receipt of revenue as well as timing of expenses in comparison to budget.

Several members of the board expressed appreciation for the PowerPoint presentation which had been distributed for use by state liaisons in communications with state presidents on the topics of AAUW finances and issues related AAUW dues and the proposed dues increase.

Ms. Churches noted that the pandemic and resulting economic uncertainty were having a negative effect on fundraising for many nonprofits. She reported that as many as 25% of all nonprofits might fail as a result. Referring to the previously distributed document summarizing the advancement pipeline, Ms. Churches commented on the difficulty of determining how AAUW's fundraising from corporations and foundations might be affected during the fiscal year. The board discussed the potential impact of the uncertainty in anticipated levels of contributions. Ms. Churches also reported that one of AAUW's sublessees was attempting to cancel its sublease. She responded to questions on AAUW's ability to enforce the terms of the sublease.

Dues Increase

Referring to the previously distributed memorandum dated October 9, 2020 titled Dues Memo and Resolution and accompanying chart on membership trends, Ms. Churches recommended that the board approve a three-year dues increase in the following amounts: a \$3 increase in dues as of July 1, 2021; a \$5 increase in dues as of July 1, 2022, and a \$5 increase in dues as of July 1, 2023, which would result in dues for national membership in AAUW of \$62 effective July 1, 2021, \$67 as of July 1, 2022, and \$72 as of July 1, 2023. She explained that this approach would give branches time to plan for the increase and normalize the idea of regular annual increases. She responded to questions or concerns received by staff in response to the notice sent to members on the proposed increase. Ms. Cabaniss reviewed the impact of the proposed dues increase and reaffirmed the importance of moving the organization toward annual dues increases. She reminded the board that the last increase had been in 2017 and it has been almost 10 years between dues increases at that time. The board discussed the recommendation, including questions from members as to whether the amount was sufficient, and as to whether the smaller amount proposed for 2021 was appropriate.

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

Resolution Re: Individual Member Dues Increase

The Board of Directors of AAUW approves the following Individual Member dues starting July 1, 2021:

- \$62 effective July 1, 2021
- \$67 effective July 1, 2022
- \$72 effective July 1, 2023

Strategic Plan

Referring to the previously distributed documents titled Strategic Plan 2.0 Full Plan and Strategic Plan 2.0 External Version, Ms. Churches reviewed staff work on revisions to the strategic plan adopted in 2018. She noted that based on prior conversations with the board and with staff, the major focus areas of the plan, Education & Training, Economic Security, Leadership and Governance & Sustainability, continued to be appropriate but there is a need for specific objectives and priorities to be changed or adapted in light of the pandemic and other changes in circumstances, including anticipated changes in interest and support available from corporate and foundation donors. She commented on and responded to questions on proposed changes outlined in the previously distributed documents.

Update on Operations

Referring to the previously distributed memo dated October 15, 2020, titled STEM Roman Work Status, Ms. Churches reviewed the status of possible new research or programming in STEM supported by the bequest from Nancy Grace Roman. She explained that the external consultant who was assisting with reviews of possible projects had resigned, slowing down the process of moving forward to utilize the funds already received. Ms. Churches then reviewed the terms of the bequest and various options still under consideration for use of the funds in accordance with the terms of the bequest.

Gloria Blackwell, Senior Vice President, Fellowships and Programs, reviewed and responded to questions on activities in her area of responsibility. She noted the continuing upheaval in higher education as a result of the pandemic and its effect on AAUW fellows. She reported on efforts to renew relationships and licensing arrangements with college campuses for AAUW's Start Smart program, noting that Start Smart could now be offered virtually and that outreach to historically black colleges and universities funded by the current grant from the Coca Cola Foundation had already resulted in 28 new memoranda of understanding with HBCUs, and outreach was continuing. Ms. Blackwell reported that AAUW's salary negotiation training work with the City of Boston was ending, with approximately 10,000 women having been trained.

Ms. Blackwell reported that AAUW's work with the Global Commission on the Status of Women as well as its work with Lehigh University youth representatives to the UN was continuing. She noted that the UN conference in 2021 was expected to be virtual. She also noted that the NCCWSL conference in 2021 would likely be virtual, and efforts to reimagine the conference were currently underway. She responded to questions on how the University of Maryland, where the NCCWSL conference had traditionally been held was currently handling in-person classes and conferences. Ms. Churches noted the importance of AAUW following local public health regulations and recommendations for all programming. She noted that Tech Trek camps would also likely have to be virtual in 2021, considering uncertainties about the availability of an effective and widely distributable vaccine. She noted plans to discuss this issue with Tech Trek camp leaders and AAUW state organizations later in the month.

Ms. Blackwell reported on the positive feedback being received from participants in the Equity Network webinars. She noted that the webinars appear to be successfully reaching men and women in the targeted demographic of 25-40 years of age.

Shannon Wolfe, Managing Director and Chief of Staff, noted that AAUW had hired a part-time archivist who would be leading AAUW's archival efforts and reengaging the archive corps. She reported that the annual period for benefits enrollment would commence shortly, and she noted continued efforts to review and update all of AAUW's employee handbooks and employee-related policies, including

benchmarking against other organizations' practices. She pointed out that flexible benefits and policies were helpful in recruitment and retention of employees.

Ms. Wolfe reported that the annual audit was in process. She expressed appreciation to Tom Chappell, Vice President of Finance, for his efforts in making sure the process proceeded smoothly. Ms. Wolfe noted that she was in the process of reviewing and refining AAUW's business continuity and emergency succession plans. She responded to questions on the status of the work to update AAUW systems.

Laura Segal, Senior Vice President, Communications and External Relations, reported on messaging efforts to highlight AAUW work. She reported on a planned update of AAUW's publication, *The Simple Truth*, which focuses on the gender pay gap, noting that data would be expanded to cover total compensation, not just salary discrepancies and would be further disaggregated to show how compensation differs by race and type of job. Ms. Segal noted efforts to increase messaging related to the success of AAUW fellows, continued work to improve AAUW messaging to members through newsletter and emails, including greater coordination with AAUW's internal database systems. In response to questions she noted that updates to the branch websites managed through AAUW would be coordinated with the database management system upgrades.

Kate Nielson, Director of Public Policy and Legal Advocacy, reviewed and responded to questions on AAUW's guides provided to members on positions taken by members of Congress on issues important to AAUW. She noted that additionally the Public Policy team was doing additional posts on candidate positions on AAUW's issues.

CEO Updates

Goals for FY 2021. Ms. Churches discussed with the board the impact of the pandemic on her performance goals for FY 2021. She responded to questions on specific projects and issues requiring her time and attention in various areas, including staffing, financial management, strategic planning, fundraising, and work to build new audiences.

Technology Update. At the request of Ms. Churches, Ms. Wolfe reviewed progress in updating AAUW's CRM system, noting that customization and testing were beginning, and the project was essentially on schedule for now. She noted that branch leaders had been surveyed to make sure branch and membership needs were understood and could, when feasible, be accommodated. She noted that 15 members of AAUW's staff of 42 were involved in the project because of its scope and importance. In response to questions, Ms. Wolfe explained that the process for updating branch and state websites was dependent on finishing the CRM system and would itself be a major project since many affiliate websites were out of date and needed major revisions, both from a technology and from a content and design standpoint.

Legal update. Referring to the previously distributed document dated October 9, 2020 titled Confidential: Rothschild Case Legal Update, Ms. Churches explained that the plaintiff had filed another appeal on venue. She responded to questions on the cost of the litigation.

Referring to the previously distributed memorandum dated October 9, 2020 titled Cleo C. Gibson Revocable Trust Gift Designation, Ms. Churches and Wolfe reported on the receipt of an unrestricted testamentary gift from a deceased member, and subsequent efforts by the estate's Trustee, attorney and others in the deceased's former branch to limit use of the funds to specific purposes mainly related to scholarships. Ms. Wolfe noted that to avoid potentially costly litigation with the individuals in

question, an agreement had been reached with the individuals for the funds to be allocated ½ to the Education and Training Fund and ½ to the Economic Security Fund, supporting activities under the strategic plan in those two areas. Ms. Churches noted that she had also agreed to have one of the office conference rooms named after Ms. Gibson, in honor of her gift. Following discussion, on motion made, seconded and carried, the board adopted the following resolution.

Resolution Re: Designation of the Cleo C. Gibson Revocable Trust Gift

The Board of Directors of AAUW approves designating the Cleo C. Gibson Revocable Trust gift in equal parts to the Education and Training Fund and the Economic Security Fund. In recognition of the gift, AAUW will name a conference room at 1310 L Street NW, Washington, DC in Cleo Gibson's honor.

Approval of Minutes, Membership Consent and Reports

Referring to the previously distributed minutes of the September 2, 2020 board meeting, on motion made, seconded and carried the board adopted the following resolution:

Resolution Re: Minutes of the AAUW Board Meeting

The Board of Directors of AAUW approves the minutes of the September 2, 2020 board meeting as presented.

Referring to the previously distributed Membership Consent Calendar covering June 9, 2020 through October 7, 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 for the period June 9, 2020 through October 7, 2020.

Referring to the previously distributed memorandum dated October 4, 2020 titled Basics of Internal Control, and to the previously distributed memorandum dated October 9, 2020 titled Fiduciary Duty Reminder, the board adopted the following resolution acknowledging receipt of the memoranda.

Resolution Acknowledging Receipt of Memoranda

The Board of Directors of AAUW acknowledges receipt of the memorandum dated October 4, 2020 titled Basics of Internal Control, and the memorandum dated October 9, 2020 titled Fiduciary Duty Reminder.

National Committee Discussion

Referring to the previously distributed memorandum dated October 7, 2020 containing committee reports from AAUW committees, on motion made, seconded and carried, the board adopted the following resolution:

Resolution Acknowledging Receipt of Committee Reports

The Board of Directors of AAUW acknowledges receipt of the memorandum dated October 7, 2020 containing reports from the following committees: Advancement, Audit, Finance, Governance, Inclusion & Equity, Investment, Nominating and Public Policy.

Ms. Wolfe noted that the board had requested time on each agenda to discuss committee reports and she noted that the Governance Committee report from the subcommittee on affiliate structure had presented some recommendations and issues for consideration. Following discussion, the board agreed that the recommendations from the Governance subcommittee be referred to staff for consideration and further action as appropriate and feasible.

Ms. Sorokin left the meeting at this time.

Ms. Wolfe reviewed and responded to director questions on committee expertise and its impact on committee function and effectiveness. Board members discussed the limits of current expertise on committees and potential changes to better align committee functions with expertise and the work of the board. Board members discussed the possibility of requiring the chairs of certain committee to be board members and the additional time commitment that would be required from board members. Board members also noted the importance and benefits of engaging members in the work of the organization through committee participation.

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

Resolution Re Governance Committee and Audit Committee Chairs

The Board of Directors of AAUW approves requiring that board members serve as Governance Committee Chair and Audit Committee Chair, effective July 1, 2021.

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.

Cheryl Sorokin
Board Secretary