

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MINUTES OF MEETING
October 22, 2021**

Meeting held by Video Conference

Directors Present/Absent*

Julia Brown, Chair
Malinda Gaul, Vice Chair
Peggy Cabaniss, Finance Vice Chair
Cheryl Sorokin, Secretary
Joseph Bertolino**
Lisette Garcia
Elizabeth Haynes
Jenna Kirkpatrick Howard
Karen Kirkwood
Jeanie Latz
Eileen Menton
Edwina Frances Martin
Shaila Rao Mistry
Mary Zupanc
Gloria Blackwell, Ex Officio

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

Staff Present

Shannon Wolfe, Managing Director and Chief of Staff
Mary Hickey, Senior Director, Communications and External Relations
Kate Nielson, Senior Director, Public Policy, Research, and Legal Advocacy
Katrina Sun Breese, Senior Director, Institutional Advancement
Tom Chappell, Vice President, Finance
Leshell Hatley, Director, STEM Programs

By Invitation

Nancy Rustad
Ruth Sweetser
Sandy Bernard
Sharon Schuster

Call to Order

Noting the presence of a quorum, Julia Brown, Chair, called the meeting to order. She welcomed the four former national board chairs in attendance, noting that she had asked them to join in order to hear from Gloria Blackwell on the occasion of her first meeting with the board as AAUW's new CEO. She expressed appreciation to the members of the Hiring Committee and Executive Committee for their efforts which culminated in the board being able to appoint Ms. Blackwell as CEO effective October 18, 2021. She then congratulated Ms. Blackwell on her new position with AAUW, noting her 17-year history with the organization, most recently as Executive Vice President and Chief Program Officer.

CEO Update

Ms. Blackwell expressed her appreciation to the board for her appointment as CEO and for the messages of support she was receiving from internal and external AAUW constituents.

Transition Matters. Referring to a PowerPoint presentation titled “CEO Update October 22, 2021” Ms. Blackwell reviewed plans for the first 90 days following her appointment and for the remainder of the fiscal year in her new role. She outlined her approach to working with staff to help ensure AAUW’s values remained integral to operations, providing her perspective on the importance of respect for one another, intersectionality, diversity, inclusiveness, integrity, growth and development, and commitment to the mission. She noted that she anticipated the same values would be integral to board operations as well.

Ms. Blackwell then reviewed her intent to continue essential organizational functions and to work on identified priorities and plans for Q3/Q4, including efforts to move forward with key, funded projects. She also confirmed her commitment to remaining focused on financial stability and efforts to engage new funding partners.

Ms. Blackwell explained that she was supportive of AAUW’s current strategic direction and, although she would take the opportunity presented by the transition to re-examine and question past successes, failures, and approaches to implementation of AAUW’s mission, she did not expect major changes in strategy. She noted her interest in finding new ways to leverage AAUW’s successes through innovation in programming and testing of new ideas. She expressed pride in AAUW’s ability to pivot and remain flexible to address the needs of women during the pandemic, including the needs of women of color who were disproportionately affected by the pandemic. She commented on how staff creativity during the pandemic had expanded AAUW’s audiences and impact and she expressed appreciation to staff present at the meeting for their work. She provided her perspective that AAUW continued to be unique as an organization, offering opportunities that many other organizations do not and affecting the lives of many individuals in ways others cannot. She expressed her desire to leverage AAUW’s successes, acknowledging the complementary work of other organizations, but highlighting AAUW’s own successes more than may have been done in the past. She commented on opportunities for improving AAUW’s “collective story” of efforts at both the local and national level to improve the lives of women and girls.

Ms. Blackwell noted that in phase one of her transition she would focus on expanding her insights, with multiple opportunities being scheduled for engaging with members, supporters and donors, targeted new audiences, and a broad range of other stakeholders. She noted the intent of this engagement was to provide her with the opportunity to learn and listen and to help inform possible future actions that would capitalize on AAUW’s strengths and increase its impact. During phase two of the transition, she explained she would begin to outline her vision of AAUW’s future, how and in what way the organization might change, and what would be needed to support this vision. She cautioned not to expect significant changes or actions during the first phase of the transition period as these phases would largely focus on learning, connecting and preparing for possible change. However, she pointed out that staff hiring and some internal organizational changes were likely to occur within the next 90 days, noting that, for example, Mia Smith would be named interim Vice President of Programs & Fellowships to handle responsibilities associated with Ms. Blackwell’s former position while she and senior staff reviewed organizational structure issues and opportunities.

Ms. Blackwell noted that while she would be relying on her past experiences at AAUW, she planned to approach the transition as if she were an external hire, using a coach to help ensure she was taking advantage of the latest learning on implementing successful CEO transitions.

Ms. Blackwell then reviewed highlights of the communications plan to introduce her as AAUW's new CEO, including through videos, social media, expanded writing and speaking engagements, and opportunities to meet with branches and members and other stakeholders.

Ms. Blackwell concluded her remarks on the transition plan by expressing her desire to lead "an AAUW that lives its values and looks like and creates a better future for all women and girls."

Ms. Blackwell responded to director questions and comments on various aspects of her transition plan as well as possibilities for future programming and priorities.

Priorities

Referring to a PowerPoint titled "Strategic Plan and FY 2022 Q2 Priorities," Ms. Blackwell provided an update on activities during the first quarter of FY 2022, including the development of Money Smart with funding provided by the Coca Cola Foundation grant in connection with AAUW's work with historically black colleges and universities, the pilot of a social change ambassador certificate program for the Equity Network, an update to AAUW's Deeper In Debt publication and new research on systemic racism and the pay gap. She also reported on AAUW's work with the Black Creative Group in the rollout of the STEMEd for Girls program and in the development of Money Smart. She noted a new program with the Office of Angela Scott, a woman owned and funded shoe design firm, for funding community action grants under the Office of Angela Scott Women Who Mean Business grant program. She noted that partnering with women owned brands that are acting in the same areas as AAUW could provide additional leverage for AAUW programs and new opportunities for executing on the mission.

Ms. Blackwell then reviewed the major projects underway for the second quarter, noting in particular:

- Ongoing work in the NYC metro area to identify programming addressing the needs of women in that area that would have the most impact for AAUW to fund under the NYC metro fund.
- Pandemic-related research about post pandemic changes in the workforce and the manner in which work is conducted, especially with regard to women leaving the work force while at the same time workplace disparities continue to exist.
- Efforts to obtain continued funding from the Coca-Cola Foundation once the current grant terminates at the end of December 2021.
- Ongoing research on the pay gap and student debt issues.
- Discussions with the University of Maryland on use of campus facilities for NCCWSL post pandemic and the possibility of continuing to offer NCCWSL as virtual online conference, or a hybrid model with some in person gatherings as well as online conference opportunities.

Ms. Blackwell noted that AAUW was recruiting staff in several areas, particularly in the area of STEM programming, and had recently hired Patricia Sias as the new Director of Human Resources.

Ms. Blackwell then introduced Dr. Leshell Hatley, Director of STEM Programs, explaining that she had joined AAUW in the spring of 2021 to help focus and enhance AAUW's STEM work in light of funding received in a bequest from Nancy Grace Roman.

Referring to a PowerPoint titled “A 2021 Perspective Toward STEM Programs,” Dr. Hatley reviewed her background as an educator and her previous work in STEM fields.

Dr. Hatley then provided an overview and responded to questions on the STEMEd for Girls pilot that was developed and conducted over the summer in 2021 with funding from the Arconic Foundation. She noted that 632 high school girls had registered along with 333 caregivers (parents, guardians, or others engaged in raising the girls) and pointed out that former AAUW fellows and grant recipients had participated as “STEM ambassadors” throughout the program. She then reviewed the substance and format of the program, noting some of the program design choices that contributed to its overall success. She reported that the Arconic Foundation was pleased with the results and discussions were continuing with staff at Arconic about increased funding for future STEMEd programs. Ms. Blackwell noted that Baxter International would be providing funding for the expansion of the program as well. Ms. Hatley responded to questions on the background and diversity of the participants, noting that the program was open to all, but targeted outreach to underserved communities and groups had been a focus in the design and marketing of the program. She also noted that the program was also specifically designed to engage parents and others involved counseling or mentoring participants to help them understand the value of STEM careers and the pathways for preparing for such careers. She responded to questions on next steps for the program and how learning from the program could be shared with AAUW affiliates who were interested in or already engaged in STEM programming of their own. Several directors with backgrounds and expertise in STEM offered to volunteer with future STEMEd for Girls programming.

Ms. Blackwell introduced Katrina Sun Breese, Senior Director of Institutional Advancement, who also had joined AAUW in 2021. Ms. Breese and Board Chair Julia Brown both expressed appreciation to members of the board, including Ms. Blackwell, for their 100% participation in the year-end matching gift initiative.

Ms. Breese asked board members to save the date of November 17 at 4:00 pm Eastern Time for an online celebration of AAUW’s 140th anniversary. She outlined the program, noting plans to celebrate a number of affiliate anniversaries at the same time. She also reported plans to unveil an alumnae achievement award during the program as well as plans for a 140th anniversary commemorative video.

Recess

Ms. Brown recessed the meeting for a brief break in the proceedings at this time and Mses. Runstad, Sweeter and Schuster discontinued their participation in the meeting.

Call to Order Following Recess

Ms. Brown called the meeting to order again following the recess.

Ms. Blackwell continued her review of current FY priorities, noting several potential opportunities for new funding and a recent major unrestricted donation from the Washington Football Team, a new corporate donor. She noted that grant proposals were in various stages of discussion with, or had been approved by, the Arconic Foundation, Rochester Institute of Technology (a subcontract from the National Science Foundation), and the EOS Foundation. She also noted that AAUW had been invited to be a featured guest at the 100th anniversary of the Curie Foundation in light of AAUW’s success in the past in helping Marie Curie to purchase a gram of radium for her research. She also reported a \$150,000 grant from the Vera Julia Gordon Trust.

Finance Update

Referring to previously distributed financial statements as of September 30, 2021, and to a PowerPoint visual representation of AAUW's assets, Peggy Cabaniss, Board Finance Vice Chair, reviewed and responded to questions on the amount of AAUW's restricted, temporarily restricted and unrestricted assets as of the end of September, noting that although progress had been made in building unrestricted assets, it remained important to AAUW future sustainability to continue to increase those assets.

Ms. Cabaniss commented on the various categories of revenue and expenses in AAUW's \$17 million FY 2022 budget and noted the growth of AAUW's investment portfolio as a result of stock market performance. Ms. Cabaniss and Finance Vice President Thomas Chappell reminded the board that it was too early in the year to forecast performance for the full year with certainty, but it did appear that donors were responding to requests for unrestricted donations or donations loosely restricted to priorities under the strategic plan. Mr. Chappell reviewed current GAAP accounting rules for reporting the value of investments, noting that current appreciation can be recognized but must be pegged to a specific date, resulting in fluctuations month to month. He noted that over the last 10 years AAUW's investment portfolio had an average 7% return.

Shannon Wolfe, Managing Director and Chief of Staff, noted that expenses were being monitored closely, but that timing issues largely accounted for expenses being below budget at this point in the year.

Ms. Wolfe noted that it appeared AAUW would be able to meet the requirements to qualify for forgiveness of its second PPP loan and staff was now working with AAUW's accounting firm to determine how and when to present the application for forgiveness.

Mses. Cabaniss and Wolfe then reviewed and responded to questions on various aspects of revenue and expenses to-date and the importance of year-end fundraising.

Referring to the previously distributed Advancement Revenue Pipeline, Ms. Breese reviewed calendar year end and board match fundraising goals, comparing the current status in achieving the goals to prior years. She noted that the goal of \$75,000 for the year-end match was close to being achieved and outreach to national committee chairs and participation by some staff members it seemed likely the goal would be achieved. The board chair offered to contribute an additional amount to bring the level of the board match up to the amount committed in the prior fiscal year.

Ms. Breese commented on plans to recognize 140th anniversary donors on the website along with contributors to the year-end match.

Mr. Bertolino joined the meeting during the Finance Update.

Governance Committee Update

Malinda Gaul, Board Vice Chair and also Chair of the Governance Committee, reported on discussions with members of the taskforce that had helped in FY 2021 with the effort to convince members to eliminate the degree requirement for membership in AAUW. She noted that the leadership of the taskforce believed further efforts to eliminate the requirement should not be undertaken at this time in light of many factors, including the recent appointment of a new CEO, the current status of the project

to rollout the new membership data base, the amount of staff time that would be required in another similar campaign, and the continued uncertainty of achieving a successful vote on this bylaw provision. She noted that the Governance Committee agreed with the recommendation of the taskforce not to proceed with another vote on the membership issue in the Spring of 2022.

Ms. Blackwell also indicated her support for not attempting another vote on the membership requirement in FY 2022, largely because of the amount of staff time that would be involved in another campaign effort this year when many critical projects were in progress at the national level and staffing and recruitment were still in flux.

Ms. Gaul pointed out that the Governance Committee was considering a few possible bylaw changes to be voted on in the Spring of 2022, noting that such changes would be administrative in nature and for the purpose of helping to modernize deadlines and notice requirement associated with the annual meeting process.

Ms. Gaul responded to comments from directors on the benefits and drawbacks of not moving forward at this time with efforts to eliminate the degree requirement for membership in AAUW. She also responded to director questions on how a decision not to move forward would be communicated to members, especially those who strongly support the elimination of the membership requirement. Ms. Sandy Bernard, former AAUW President and a member of the taskforce that worked on the prior effort to eliminate the membership requirement, noted that the network of 300 people who had assisted in the last campaign to eliminate the requirement had received a letter from the leadership group explaining the rationale for not moving forward with another vote on the membership requirement in 2022. She noted that the response to the communication had been largely favorable.

Ms. Gaul reported that the Committee would be considering a comprehensive overhaul of AAUW's bylaws for a vote of the membership at a future time but noted that there was not sufficient time to complete this work for the 2022 annual meeting.

Ms. Gaul noted that the committee was also beginning to examine possible ways to better facilitate handling of member and affiliate requests for information or assistance from the national office, since delays in responses, and the amount of staff time needed for responding, were repeated issues for both staff and the membership. She indicated the committee would also continue work already begun by the committee in prior years to help alleviate affiliate governance structure issues.

Board members offered comments on affiliate structure issues as well as current bylaw requirements for affiliates, noting the importance of continuing to find ways to simplify structures and offer affiliates various governance structure options.

Ms. Bernard left the meeting at this time.

Appointment of Director

Jeanie Latz, Chair of the Nominating Committee, reviewed the board's authority to appoint a director to fill a vacancy on the board and reported that the board members on the Nominating Committee recommended the appointment of Kimberly Adams to the board to fill the unexpired term of Dia Cirillo who had resigned earlier in the year. Referring to the previously distributed memorandum dated October 12, 2021, titled "Director Appointment Recommendation," Ms. Latz reviewed the process that led to the recommendation, including an interview conducted by a subset of members of the Executive

Committee. She then reviewed Ms. Adams background, referring to her previously distributed biographical information. Ms. Blackwell noted that Ms. Adams had been a strong advocate for AAUW with students and had also participated for a number of years on the selection panel evaluating AAUW fellowship and grant proposals. Ms. Latz commented on Ms. Adams prior board experience with organizations with missions similar to AAUW. Following discussion, on motion made, seconded and carried, the board adopted the following resolution:

Resolution re Director Appointment

The Board of Directors of AAUW approves the appointment of Kimberly Adams to the AAUW Board of Directors effective October 22, 2021 for a term ending June 30, 2023.

Ms. Latz noted that the Nominating Committee was in the process of updating the director candidate “pipeline” list and she encouraged board members to contact her with names of potential candidates, noting that building the pipeline and director recruitment were not just the responsibility of the Nominating Committee, but also the responsibility of the full board. She also requested that board members help identify candidates for AAUW committee membership and chair positions.

Approval of minutes and Acknowledgement of Reports and Information Items

Minutes

Referring to the previously distributed minutes of the September 29, 2021 special meeting of the board of directors, on motion made, seconded and carried the board adopted the following resolution:

Resolution Re: Minutes of AAUW Board of Directors’ Special Meeting

The Board of Directors of AAUW approves the minutes of the September 29, 2021 special board meeting as presented.

Membership Consent Calendar

Referring to the previously distributed memorandum dated October 15, 2021 titled Membership Consent Calendar, 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 October 15, 2021.

Reports, Information Items and Annual Reminder of Fiduciary Duties

Referring to previously distributed reports and information items, the board acknowledged receipt of the following:

- a. October 15, 2021 memorandum titled “Operational Updates.”
- b. October 15, 2021 memorandum titled “Confidential-Rothschild Case Legal Update.”

- c. National Committee Reports from the Advancement Committee, Audit Committee, Finance Committee, Inclusion & Equity Committee, Investment Committee, Nominating Committee, and Public Policy Committee.
- d. October 15, 2021 memorandum titled "Fiduciary Duty Reminder."

All members of staff left the meeting at this time other than Mses. Blackwell and Wolfe.

Executive Session

The board met in executive session with Mses. Blackwell and Wolfe and then excused them from the meeting and continued to meet in executive session.

Adjournment

There being no further business, the meeting was adjourned.

Cherie Sorokin
Board Secretary