

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)  
BOARD OF DIRECTORS  
MEETING MINUTES  
June 11, 2021**

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

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

By Invitation

Lisette Garcia

Call to Order and Expression of Appreciation

Noting the presence of a quorum, the Chair called the board meeting to order. She expressed appreciation to Lynn Gangone who would be completing her term of service on the board at the end of the month, and she welcomed Lisette Garcia, incoming director effective July 1, 2021, as a guest at this meeting. The Chair also expressed appreciation to all directors for their service given all the personal, professional and organizational difficulties caused by the pandemic in the past year and a half. She and Kim Churches, CEO, emphasized the important role AAUW could play in working to address the racial, gender and economic disparities which were heightened and made more visible during the pandemic.

Diversity, Equity and Inclusion

Ms. Churches commented on the work the board had been doing as a group, and directors individually, to understand issues of systemic racism in the United States and in particular how these issues affected the work of AAUW and could inform future work of the organization and the board.

Shannon Wolfe, Managing Director and Chief of Staff, using a series of PowerPoint slides she presented at the meeting, reviewed the results of a recent survey of board members conducted by MindSpring, AAUW's consultant on diversity, equity and inclusion (DEI) issues. She noted that results of the survey indicated differing perceptions on whether board members are actively promoting the value of diversity and inclusion and also different perceptions on whether leading in diversity and inclusion efforts should be part of the board's responsibilities.

The board discussed the survey results, as well as perceptions of individual board members with respect to the survey and the framing of certain questions. In response to questions, the Chair commented on the role of the Nominating Committee in recruiting diverse candidates for the board and noted the importance of all board members helping to identify potential candidates for the board.

Following further discussion of the survey results, directors then participated in small group discussions to consider:

1. what the board and AAUW should be trying to achieve or change in addressing issues related to diversity, equity and inclusion;
2. what Board's DEI goals should be in FY 2022, for the next 3-5 years, and for the longer term; and
3. what role the board itself should be playing in addressing DEI issues.

Results from each discussion group were reported out to the full board and Ms. Wolfe indicated she would circulate comments reported out as well as those noted on the "jam boards" used in each breakout session, to facilitate further discussion at a subsequent meeting and final agreement on board DEI goals.

#### Affiliate Structure

Referring to a previously distributed memorandum dated June 4, 2021, titled Affiliate Structure and Strategy, Mses. Churches and Wolfe reported and responded to questions on the work done by a subcommittee of the Governance Committee to consider how AAUW's affiliate structure might be modified and simplified in light of the difficulties many affiliates are facing related to declining membership and problems sourcing affiliate leadership. The board agreed that a number of the suggestions from the subcommittee could be helpful in the near term, including the suggestion of having state organizations play a greater role in fielding questions and directly assisting branch affiliates with issues that now typically come directly to the national staff. The board suggested to Mses. Churches and Wolfe that this suggestion be pursued with AAUW State Presidents.

It was the consensus of the board that further work was needed by the Governance Committee to address the reality that affiliates, many of which have under 50 members and some much fewer, are declining in numbers and having difficulty in operating under the current structure.

Ms. Churches and the Board Chair announced that she had asked Vice Chair Malinda Gaul to chair the Governance Committee in the next fiscal year, with the assistance of Jeannie Latz as Vice Chair of the committee. Mses. Gaul and Latz noted that one of the goals of the committee would be to continue to work on affiliate restructuring, including ways to minimize the effort required of national staff in dealing with affiliate issues and to improve affiliate structure and processes in ways that can serve members more effectively.

Mses. Gaul and Latz also noted that the Governance Committee would also be focused on updating of AAUW's bylaws to bring them more in line with the needs of the organization and with best practices in governance. In response to questions, Ms. Gaul reminded directors that AAUW had not undergone a

major revamp of its bylaws in many years, only a restatement clarifying some language and changes to a few individual sections. Both she and Ms. Latz expressed the opinion that the current bylaws limited the ability of the organization to modernize, and a major update was needed. They responded to director questions on whether elimination of the membership degree requirement would be part of the updates proposed, noting that this issue would require further discussion after the planned post-mortem on the recent vote on the membership requirement was conducted. [The post-mortem is discussed later in these minutes.]

Director Joe Bertolino left the meeting at this time.

#### Financial Performance

Peggy Cabaniss, Board Finance Vice Chair, commented on financial and investment performance through April 2021, referring to the previously distributed Finance Memo for April 2021 and the Performance Evaluation Report for April on AAUW's investment portfolio. She commented on the increase in assets in FY 2021 over FY 2020, and the efforts of staff to control expenses in both FY 2020 and 2021. She pointed out that there continued to be a need for an increase in unrestricted assets and for building a contingency fund. She pointed out that AAUW's improved financial position was due to the hard work of staff in setting realistic, conservative budgets and controlling expenses. She also noted that the messaging on the importance of making unrestricted donations appeared to be resonating with members as unrestricted or favorably restricted donations were increasing.

#### Budget for FY 2022

Ms. Churches commented on the continuing uncertainties of the economy, the likelihood of an economic downturn in FY 2022 and the importance of maintaining a balanced, realistic budget. She commented on a number of priorities for the coming fiscal year, the importance of being fiscally conservative and continuing to focus staff on work that is funded. She reviewed the potential for an additional grant from the EOS Foundation; the continuing work under the Coca Cola Foundation grant with historically black colleges and universities, with tribal colleges, and with colleges in other underserved areas; work funded in the New York area under the New York Metropolitan Fund; and new work occurring and planned in the STEM area funded by the Nancy Grace Roman bequest as well as other funding available for STEM.

Referring to the previously distributed memorandum dated June 4, 2021 titled Fiscal Year 2022 Budget, Ms. Wolfe reviewed and responded to questions on the main goals in the budget setting process, including creating a balanced budget without using unrestricted reserve to cover operating costs; realistic estimates of revenue in light of COVID giving trends and uncertainties; maximizing work from temporarily restricted funds such as STEM funds from the Nancy Grace Roman gift, activities and programs that can be supported through the New York City Metropolitan Fund and American and International Fellowships; and inclusion of a modest contingency fund.

Ms. Wolfe reported that the proposed budget continued to reflect a 5% withdrawal rate from endowed funds per the organization's withdrawal policy. She reviewed and responded to questions on estimated sublease revenue, noting that two tenants were currently behind in payment and efforts we continuing to work with them to remedy this situation.

Ms. Wolfe reviewed and responded to questions on other revenue projections for the FY 2022, including projections of dues revenue and donations from individuals. She then reviewed expenses anticipated for FY 2022, including expenses related to the implementation of the new customer relationship management software (NIMBLE), expected increases in credit card processing fees as more donors give

online, and anticipated expenses related to marketing as well as promotion of giving opportunities related to AAUW's 140<sup>th</sup> anniversary.

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

### **Resolution Approving the AAUW FY 2022 Budget**

The Board of Directors of AAUW approves the FY 2022 Budget (Exhibit A).

#### Operations Updates

The Chair commented on the events of the past 15 months as a result of the pandemic. She commended the senior team for their efforts during what she characterized as an extraordinary year.

Recruitment. Ms. Churches noted that staff recruitment had continued throughout the pandemic and several new staff had joined the organization and were working effectively even though unable to meet with others in person as yet. She introduced Katrina Sun Breese, the new Senior Director of Institutional Advancement, noting that she had been on board for approximately one month.

Return to In-Headquarters Operations. Ms. Churches reported that timing for returning to work at the headquarters was under discussion in light of changing pandemic-related guidelines, but flexibility remained critical in light of continuing the stresses of the pandemic, particularly related to staff needs for childcare and transportation.

Human Resources Report. Referring to a previously distributed memorandum dated June 4, 2021 titled "HR Dashboard," Ms. Churches reviewed and responded to questions on the annual report to the board on staff turnover and diversity statistics for the period ending as of June 2021 and in comparison to comparable periods in 2020 and 2019.

Legal Matters. Referring to the previously distributed memorandum dated June 4, 2021 titled Confidential-Rothschild Case Legal update, Ms. Wolfe reported on the status of the cases brought by the trustee of the separate Henry and Gertrude Rothschild Trusts against AAUW as a beneficiary of the trusts.

CRM System. Ms. Wolfe then provided an update on rollout of NIMBLE, the customer relationship management (CRM) system designed to replace a number of legacy systems at AAUW. She commented for plans to train staff on the new CRM system, noting the substantial changes that were involved in moving to the new system. She also noted that affiliate officers and members had been consulted on aspects of the CRM system related to their needs during the design phase and training would also be provided to branch and state organization officers following the training for staff. She reported that an overview of the new CRM system would be provide to board members who were interested. In response to questions, Ms. Wolfe noted that although the switch to the new system was likely to be difficult initially, the new system was designed to upgrade AAUW's data base capacity and efficiency.

#### Emergency Plan and Succession Plan

Referring to the previously distributed memorandum dated June 4, 2021 titled "Business Continuity and Emergency Succession Plans," Ms. Wolfe reviewed and responded to questions on AAUW's disaster and emergency planning process, noting areas of risk and vulnerability covered in the plan. In response to

questions on how review of risk was best handled at the board level, she noted that the Audit Committee had begun reviewing risk as part of its responsibilities. Ms. Churches responded to questions on staff's management of cyber security risk matters and insurance risk.

Ms. Wolfe reviewed and responded to questions on the proposed emergency succession plan to be approved by the board, noting options that had been considered and discussed with the Executive Committee.

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

**Resolution Approving AAUW's Business Continuity Plan and Emergency Succession Plan**

The Board of Directors of AAUW approves AAUW's Business Continuity Plan and Emergency Succession Plan as presented.

Committee Goals and Membership. Referring to the previously distributed memoranda titled respectively FY 2022 Committee Goals and Committee Appointments, each dated June 4, 2021, the Chair indicated that in the interest of time, rather than discuss the memoranda at this meeting board members should individually contact her with suggestions on the committee goals and to indicate their interest in serving on an AAUW committee in the next fiscal year. She noted that the goals and committee appointments would be approved by a board action by written consent early in July 2021. She also requested that directors review the previously distributed memorandum dated June 4, 2021 titled "Governance Committee Report to the Board re Committee Evaluation Survey" which contained recommendations from the Governance Committee based on the results of the AAUW committee effectiveness evaluation conducted by the Governance Committee. She noted that the survey and the recommendations from the Governance Committee based on the results of the survey should be helpful in strengthening AAUW's committees and she requested that staff work with the Governance Committee to assure appropriate follow up.

Membership Vote

The Chair noted plans to conduct a review and analysis of the effort to amend AAUW's bylaws to eliminate the degree requirement for membership. She invited board members to attend the "post mortem" scheduled for June 30. She noted the importance of learning from this effort in connection with any future decision to ask members to vote on eliminating the degree requirement or to vote on changing other bylaw provisions. She pointed out the importance of helping members to remain committed to AAUW's mission whether or not they supported the elimination of the degree requirement.

Ms. Churches responded to questions on the level of member participation in the vote, initial problems with email communications to some members, efforts to make sure that every member received a paper ballot if they weren't able to vote online, and the process for reminding members to vote.

Ms. Churches pointed out that 63% of those voting had supported the proposed change, a substantial increase in the percentage favorable votes since the prior time this issue was submitted to a vote, even though the required 66% favorable vote had not been achieved.

Lynn Gangone and all staff left the meeting at this time.

Executive Session

The board met in executive session. At the conclusion of the Executive Session the Chair directed the Secretary to report to Ms. Wolfe that the board had concurred with Executive Committee's evaluation of Ms. Churches' performance and agreed with the Committee's recommendation on payment of a performance bonus to Ms. Churches for FY 2021.

Adjournment

There being no further business, the meeting was adjourned.

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Cherie Sorokin  
Board Secretary