

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MINUTES OF SPECIAL MEETING
August 18, 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*
Lisette Garcia
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

Shannon Wolfe, Managing Director and Chief of Staff

CEO Search

Julia Brown, Chair, called the meeting to order noting the presence of a quorum. She expressed appreciation to all for making themselves available for this special meeting, noting that director Joe Bertolino had been excused as the meeting conflicted with fall opening ceremonies at his university.

Ms. Brown reported that the Executive Committee had met twice to consider options and process for determining a replacement for Kim Churches in the position of CEO in light of Ms. Churches announced resignation effective October 1, 2021. Referring to the previously distributed draft CEO job description, she noted that the committee had updated the job description for the position and recommended that the board approve the revised description. She then reviewed and responded to director questions on the recommendations from the committee on the interview and hiring process, including use of an internal hiring committee. Following comments from Ms. Churches and Shannon Wolfe, Managing Director and Chief of Staff, as well as discussion of board member perspectives on AAUW's needs in the current environment, the potential benefits and drawbacks of hiring from within versus conducting an external search using a recruiter, on motion made, seconded and carried, the board adopted the following resolutions:

Resolution re: CEO Hiring Process

The Board of Directors of AAUW establishes the AAUW Hiring Committee and appoints the following individuals to the Hiring Committee indicated below:

Julia Brown, Board Chair
Cheryl Sorokin, Board Secretary
Joe Bertolino
Lisette Garcia
Jenna Kirkpatrick Howard

The AAUW Board of Directors grants the AAUW Hiring Committee the authority to facilitate the process for presenting a final CEO recommendation to the AAUW Board of Directors, including interviewing candidates for the AAUW CEO position and facilitating meetings with staff. The Hiring Committee is also responsible for selecting a CEO search firm if necessary. The Hiring Committee will negotiate the CEO contract, including salary and benefits, for approval by the AAUW Board of Directors.

Resolution Approving CEO Job Description

The Board of Directors of AAUW approves the CEO Job Description (Exhibit A).

Ms. Churches and Ms. Wolfe left the meeting at this time.

Executive Session

The board met in Executive Session.

Adjournment

There being no further business, the meeting was adjourned.

Cherie Sorokin
Board Secretary

Exhibit A

AAUW Chief Executive Officer Job Description

Overview of Responsibilities

Since 1881, AAUW has been one of the nation's leading voices promoting education and equity for women and girls. The Chief Executive Officer (CEO) provides a compelling vision for the organization consistent with its mission and values and plays a central role in defining the AAUW organizational culture. The CEO leads a talented and diverse staff as well as a membership organization consisting of 170,000 members and supporters as well as 1,000 affiliates around the nation. As the primary spokesperson for AAUW, the CEO mobilizes support by representing the organization to all its stakeholders and is a visible champion of its mission: to advance gender equity for women and girls through research, education and advocacy.

Reporting to the Board of Directors, the CEO ensures effective and efficient AAUW operations, overseeing strategy, finances, fundraising, marketing, human resources, policy/advocacy, technology, and programming. This position is located in Washington, D.C. at the AAUW headquarters. The major responsibilities of the position include, but are not limited to:

Strategic Management

- With the board of directors, continually updating AAUW's comprehensive strategic plan to ensure relevance and mission impact, translating the strategy into short- and long-term goals and actions which will safeguard the viability of the organization.
- Managing and implementing necessary change to meet current needs in an organization with a complex governance structure and long-cherished traditions.
- Embodying the goals and spirit of equity, inclusion, diversity and intersectionality across all AAUW activities and participants, prioritizing women of color.
- Building on past successes to create new opportunities.

Organizational Management

Staff Management

- Providing a lead role in recruiting, developing, motivating, managing, and retaining a talented staff at all levels of the organization, and bolstering AAUW's commitment to diversity, equity and inclusion.
- Instituting and leading transparent decision-making processes that make lines of authority clear, encouraging and incorporating input from staff at all levels.
- Fostering an organizational culture that models AAUW's vision of gender equity by championing intersectional diversity and by steadfastly pursuing a positive, fair, and healthy work environment.

Budget and Finance Management

- Working with the Board's Finance Committee to prepare a comprehensive and transparent annual budget.

- Monitoring ongoing income and expenses to ensure the financial viability and sustainability of the organization.
- Stewarding AAUW's assets, revenue, and other resources in a way that preserves donor and member trust, ensuring that ethical fundraising practices and standard financial practices are followed, and an annual audit is completed.

Advancement of AAUW's Priorities

- Providing an inspirational and non-partisan view of gender equity reinforcing AAUW's position as a leading advocate in advancing equity for all, particularly focused on the three program pillars of AAUW's strategic plan: Education and Training, Economic Security and Leadership for women and girls.
- Engaging members, researchers, policy makers, educators, media, corporations and nonprofit organizations.

Advocacy

- Acting as the most visible advocate of the organization within the public and private sectors towards gender and racial equity.
- Leading the identification of AAUW's public policy priorities and participating in the development of short- and long-term strategies to advocate at the federal, state, and local levels.
- Playing a key role in securing the support of key government officials across the political spectrum.
- Encouraging and leading the exploration of innovative approaches and partners that support and improve AAUW's advocacy and broaden engagement in its mission.

Member Relations

- Forging and promoting excellent communication and collaborative relationships with AAUW members.
- Ensuring opportunities for members to participate in advocacy and programing in furtherance of the AAUW mission.
- Showcasing ways affiliates can support national initiatives and priorities in ways that round out the local impact affiliates are making.
- Inspiring and encouraging active participation by members in AAUW's mission as leaders, volunteers and donors.

Revenue Generation and Donor Relations

- Complementing existing membership model with new modes to engage new audiences, increase donor populations, and achieve greater impact through partnerships. One example is the Equity Network launched in 2020.
- Taking a leadership role in developing relationships and stewarding significant corporate and foundation relationships.
- Providing direction for a comprehensive organizational revenue strategy that includes membership dues, contributions, investment income, program and service fees, partnerships and other innovative revenue sources.

Board Relations

- Maintaining a transparent, open relationship with the board
- Developing a strong working relationship with the Board Chair
- Communicating regularly with the board in between meetings
- Assisting the board in building and maintaining its own effectiveness and sound governance practices

Experience and Background

The CEO will have energy and passion for AAUW's values including its commitment to diversity, equity and inclusion in all its dimensions; the candidate should also have experience in management of large and complex organizations. A successful CEO will have in general the following experiences and background:

- Substantial experience with complex organizations, demonstrating the ability to work collaboratively and transparently with Boards of Directors, management teams, and organizational members.
- Understanding of membership organizations with ability to gain confidence, respect, and trust of diverse grassroots members and other internal stakeholders through transparency and communication.
- Demonstrated ability to foster and maintain a healthy organizational culture.
- Superior leadership, team building and talent development skills and willingness to delegate to and hold staff accountable.
- Demonstrated commitment to diversity, equity and inclusion internally and externally.
- Demonstrated strong analytical problem-solving skills with the ability to establish priorities, identify risks, and resolve critical organizational issues.
- Proven change management skills and experience altering and modifying long held and cherished traditions.
- Experience in sound fiscal financial management with detail orientation and budget focused mindset.
- Experience with marketing, public policy, government relations, fundraising and advocacy activities with the ability to work collaboratively with diverse groups.
- Strong communication and presentation skills including public speaking as well as the ability to formulate and convey messages in multiple media.
- Experience working with the media.
- Track record of revenue generation, through fundraising, marketing and partnerships.
- Ability to build on current operational and financial initiatives as well as mission-based projects.
- Demonstrated high level of intellectual curiosity, creativity, and desire to explore new ideas and innovative approaches to growth.
- Ability to assess options and actions based on outside trends and how they affect AAUW's mission and operations.
- Bachelor's degree in a related field is required; advanced degree is preferred.