

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)  
BOARD OF DIRECTORS  
MINUTES OF SPECIAL MEETING  
September 1, 2021**

Meeting held by Video Conference

Directors Present/Absent\*

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

Staff Present

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

Call to Order and Acknowledgement of the Contributions of Kimberly Churches, CEO

Noting the presence of a quorum, Julia Brown, Chair, called the meeting to order. She noted that this was likely CEO Kim Churches' last board meeting before leaving AAUW as CEO on October 1, 2021. She expressed her appreciation to Ms. Churches for her contributions as CEO and for the passion and energy she devoted to AAUW and its mission during her tenure. Ms. Brown then asked Ms. Churches to open the package which had been delivered earlier to her home, containing a framed copy of a resolution of appreciation adopted by the board in executive session at its meeting on August 18, 2021 meeting (Exhibit 1 to these minutes.). Ms. Churches read the resolution aloud and expressed her thanks to the board and to the members of the management team present at the meeting for their support during her tenure and reiterated her intention to remain closely connected to AAUW as a member and supporter.

Individual board members each expressed their own personal appreciation to Ms. Churches for leadership of AAUW and Ms. Churches responded with her own comments on her work with the board and individual board members.

Report on Operations

CEO Update. Referring to a PowerPoint which she shared at the meeting, Ms. Churches summarized some of the major changes that occurred at AAUW under her leadership and with the assistance of staff and the support of the board, including right-sizing of the budget and staffing; development of the strategic plan and recent updating and revisions to the plan; recognition and adaptation to the increasingly competitive environment in the gender equity field; continual analysis of AAUW's strengths and weaknesses in comparison to competitors; development of programming to meet needs not already being addressed by other organizations; disciplined focus on areas and programs in which AAUW can achieve measurable impact; development of cross-functional teams to support programming; increased diversity of staff; efforts to make AAUW more inclusive; and efforts to increase external foundation and corporate funding to support AAUW's operations and programs. She commented on the challenges and opportunities brought on by the pandemic, cultural changes related to the MeToo movement and the national reckoning on racial inequity. She expressed appreciation to the leadership team as well as staff for their efforts to adapt quickly to the changing environment.

She encouraged the board to continue to engage in analysis of AAUW's "strengths, weaknesses, opportunities, and threats" on a regular basis going forward and to continue the strategic plan work to make the organization agile enough to respond to changing circumstances and to increase its focus, relevance, and quantifiable impact. She noted the importance of regular updates and revisions to the strategic plan to address changes in circumstances and ensure AAUW's work remains relevant.

Ms. Churches noted that staff was working on fiscal year Q1 and Q2 priorities in particular in the areas of fellowships and grants and programming, policy and research, advancement and communications. She noted continuing internal work on succession planning, diversity, equity and inclusion, finance and operations and information technology.

Referring to the previously distributed Finance Memo and Executive Summary of financial Performance for the period ending June 2021, as well as to a year end summary PowerPoint slide showing of unrestricted net assets for the period 2010 to 2021, Ms. Churches commented on financial performance for the year 2021 and noted the factors that had made the 2021 year end increase in unrestricted assets possible. She emphasized the importance of continuing efforts to strengthen and increase sources of unrestricted revenue and operating reserves, including funding from new individual donors, corporations and foundations.

Ms. Churches expressed appreciation to Shannon Wolfe, Managing Director and Chief of Staff, for her leadership and support with the Executive Committee in facilitating the current search for a new CEO for the organization. She also thanked the senior staff team present, noting that it was the combined efforts of all that led to the organizational accomplishments in the four plus years.

Rothschild Litigation. Referring to a previously distributed document dated August 27, 2021 titled Confidential-Rothschild Legal Case Update, Ms. Wolfe reported on the recent agreement on terms of settlement in the Henry Rothschild litigation, noting that this non-financial settlement agreement of the litigation would require a report on use of the Rothschild funds contributed to the Legal Advocacy Fund to be sent to a set of charities (who are also beneficiaries) listed in the Henry Rothschild Trust documents. The settlement terms also specified no salary or benefits could be used for "public education" work by LAF but the funds could be used for support of more than one case annually.

Ms. Wolfe noted that the litigation related to the bequest from the Gertrude Rothschild Trust remains unresolved and negotiations on settlement were continuing.

Staffing. Ms. Wolfe reported that a new director of Human Resources had been hired and recruiting was in progress for several open positions on the staff.

Technology Update. Ms. Wolfe reported on the status of the project to revamp and replace the software supporting multiple functions in the organization, noting that end-to-end testing had been delayed so the project could not “go live” as planned in September, but could be ready for roll-out in November. In response to questions she noted that it might be necessary to delay implementation until early in 2022. She reviewed and responded to questions related to service provide by the developer, the complexity of the project, timing for implementation and plans for training of end-users.

Governance Update. Malinda Gaul, Vice Chair and Chair of the Governance Committee, reported that the Governance Committee would be undertaking a comprehensive review of AAUW’s bylaws as well as continuing efforts already started in the past year to find ways to simplify branch and state affiliate structures and governance. She noted that as part of this effort, the committee expected to involve grassroots leaders in order to facilitate affiliate and membership acceptance of any proposed changes. In response to questions, she noted that the committee would also be reviewing whether member voting on elimination of the degree requirement should be handled as part of a more comprehensive restructuring of AAUW’s affiliate network and AAUW’s bylaws, rather than being presented again as a separate item of business for a vote of the members. In response to additional questions, she noted that she expected the committee to be able to make recommendations to the board in time to allow a substantial period for educating and communicating with the membership in advance of the annual meeting in May of 2022.

Nominating Committee Update. Referring to the previously distributed memorandum dated August 30, 2021 titled 2022 Director Elections- Application and Criteria, Jeanie Latz, Chair of the Nominating Committee, reminded the board that under AAUW’s bylaws the annual nomination process for elected directors commences 8 months prior to the election, beginning with the posting of the application for elected director positions. She noted that part of the committee’s responsibility was to consider the areas of competency that the board was seeking in candidates for the next election and to refine the director application accordingly. She reported that the committee had determined that the same four competencies identified in the prior year should be retained in the current year’s application: Financial oversight/budget planning; professional experience or proven ability in fundraising; nonprofit governance experience; and experience with oversight of complex organizations. She noted that the final copy of the application would be posted on September 13<sup>th</sup> so any director wanting to suggest changes to the application should contact her immediately following the board meeting.

Ms. Latz noted that the application period would be open for 6 weeks, after which the Nominating Committee would review applications and determine which candidates to interview in order to delve more deeply into individual candidate expertise and experience in light of the board’s needs. She also noted that consideration would be given to the skills matrix being prepared by the committee identifying skills and experience of current board members. Ms. Latz noted that the committee’s recommendations on candidates for the four elected positions would be presented at the February 2022 meeting.

Ms. Latz noted that the board is responsible for filling vacancies on the board during the year and also appoints a director each year following the annual meeting. She noted that in light of the current vacancy on the board, the Executive Committee had discussed several potential candidates identified from a prospect list maintained by the Nominating Committee or recently recommended by other members of the board for consideration in filling the vacancy. She explained that she as Chair of the

Nominating Committee, Ms. Gaul as Chair of the Governance Committee, and Cherie Sorokin, Board Secretary conducted interviews with two of the potential candidates, noting that all three interviewers were in agreement that both candidates were qualified and would be good additions to the board, although each had very different backgrounds and skills. She reviewed the differences and reported that the three interviewers recommended that a decision on filling the vacancy be deferred until later in the fall in light of the fact that the update of the current board's skill matrix was still in progress, the new CEO selection process was expected to be concluded relatively quickly and it would be useful to understand the new CEO's priorities before making the appointment. Ms. Latz responded to board questions on issues related to potential timing for filling the vacancy and on the length of the term to be filled by the appointed candidate.

Approval of Minutes. Referring to previously distributed draft minutes of the June 11, 2021, and the August 18, 2022 meetings of the board, on motion made, seconded and carried, the board adopted the following resolution:

**Resolution Re: Minutes of AAUW Annual and Board of Directors' Meeting**

The Board of Directors of AAUW approves the minutes of the June 11, 2021, board meeting and August 18, 2021, special board meeting as presented.

Membership Consent Calendar. Referring to the previously distributed memorandum dated August 27, 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 for the period June 4, 2021, through August 26, 2021.

Appointment of Additional Members to the Advancement Committee. Referring to a previously distributed memorandum dated August 27, 2021, titled Additional National Committee Appointments, on motion made, seconded and carried, the board adopted the following resolution:

**Resolution re Committee Appointments**

The Board of Directors of AAUW appoints the individuals below to the Advancement Committee for two-year terms commencing as of July 1, 2021.

Jan Carey  
Lisa Cherry  
Claudia Gray  
Caroline Pickens  
Kathy Shaw  
Mary Williams

Information Items

The board acknowledge receipt of the following information items:

- a. The previously distributed memorandum dated August 27, 2021, titled Board Effectiveness Survey, and
- b. The previously distributed memorandum dated August 27, 2021, titled Executive Committee Report and Minutes.

All staff left the meeting at this time.

Executive Session

The board met in executive session.

Report of Adoption of Resolution

During the Executive Session the board adopted a resolution appointing Shannon Wolfe as interim CEO effective October 2, 2021 and authorized the Board Secretary to report adoption of this resolution to the Managing Director and Chief of Staff and to attach a copy of the resolution as Exhibit 2 to these minutes.

Adjournment

There being no further business, the meeting was adjourned.

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Cheryl Sorokin  
Board Secretary

**EXHIBIT 1**

**Resolution of Appreciation to Kimberly Churches**

**Whereas** Kimberly Churches has served as CEO of AAUW from June 2017 through September 2021;

**Whereas** Kimberly Churches is highly regarded by the Board of Directors of AAUW as an inspirational leader who identified and addressed organizational challenges with clarity of vision;

**Whereas** during her tenure as CEO she provided extraordinary leadership to enable AAUW to meet external and internal challenges during a time of great uncertainty, including a global pandemic;

**Whereas** she brought renewed vigor to the organization and worked tirelessly in support of AAUW's mission, positioning AAUW to move forward and thrive in a changing environment in which our mission is increasingly more vital;

**Now therefore be it resolved** that the Board of Directors of AAUW expresses its deep and abiding appreciation to Kimberly Churches for her devotion and service to AAUW and her passionate support for our mission to advance gender equity for women and girls through research, education and advocacy; and

**Resolved further** that we wish her well in her new endeavors and look forward to a continuing relationship with her as a member and supporter of AAUW.

Julia T. Brown, Esq.  
AAUW Board Chair

September 1, 2021

**EXHIBIT 2**

**Resolution re Interim CEO**

The Board of Directors of AAUW appoints Shannon Wolfe Interim CEO of AAUW, effective October 2, 2021.