

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MINUTES OF SPECIAL MEETING
September 29, 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 Howard
Karen Kirkwood
Jeannie Latz
Eileen Menton*
Edwina Martin
Shaila Mistry
Mary Zupanc
Kim Churches, Ex Officio

Staff Present

Shannon Wolfe, Interim CEO as of October 2**

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

Call to Order

Noting the presence of a quorum, Julia Brown, Chair, called the meeting to order.

Appointment of CEO

Ms. Brown reported that following discussion with the board at the September 1 meeting and subsequent meetings of the Hiring Committee and Executive Committee, the Hiring Committee had approached Gloria Blackwell, AAUW Executive Vice President and Chief Program Officer, to determine her interest in serving as AAUW's next CEO. She reported that following committee interviews with Ms. Blackwell, including an interview between Ms. Blackwell and Dr. Karen Whitney, outside consultant to the Hiring Committee, the committee had subsequently commenced negotiations with Ms. Blackwell to become AAUW's next CEO on terms to be approved by the AAUW Board. Ms. Brown then reviewed and responded to questions on the terms of the previously distributed employment agreement including the CEO compensation package, noting that both the Hiring Committee and the Executive Committee recommended the hiring of Ms. Blackwell as CEO on the terms specified in agreement. Following discussion of the compensation package and other terms of the employment agreement, as well as discussion of AAUW's financial capacity, market compensation data, changes in AAUW as an organization since the hiring of the Ms. Kimberly Churches, AAUW's current CEO, and the comparability of terms offered to Ms. Blackwell with terms of Ms. Churches compensation, on motion made, seconded and carried, the board adopted the following resolution:

Resolution re Appointment of AAUW CEO

The AAUW board of directors appoints Gloria Blackwell the Chief Executive Officer of AAUW effective October 18, 2021 on the terms reflected in the Employment Agreement presented to the board at this meeting.

Ms. Latz left the meeting at this time and Shannon Wolfe, Interim CEO effective October 2, joined the meeting. Ms. Brown noted that staff had been informed that Ms. Wolfe had been appointed as Interim CEO effective October 2, 2021. Ms. Wolfe reviewed and responded to questions on the proposed timeline for announcing the appointment of Ms. Blackwell as CEO and the plans for communications with various specific constituencies as well as the public at large. In response to questions, Ms. Wolfe noted plans for a membership town hall with Ms. Blackwell in November.

Annual Conflict of Interest Form

Ms. Wolfe noted that directors would be receiving AAUW's annual conflict of interest form for signature in the coming weeks and requested that directors return the form prior to the next board meeting.

Approval of Minutes

Referring to the previously distributed draft minutes of the September 1, 2021 board meeting, on motion made, seconded and carried, the board adopted the following resolution:

Resolution re Minutes of Board of Directors Meeting

The Board of Directors of AAUW approves the minutes of the September 1, 2021 meeting as presented.

Executive Committee Report

The board acknowledged receipt of the previously distributed report of the Executive Committee.

Adjournment

There being no further business, the meeting was adjourned.

Cherie Sorokin
Board Secretary