

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MEETING MINUTES
December 9, 2020**

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

Sheila Amo, Chief Administrative Officer
Gloria Blackwell, Senior Vice President, Fellowships and Programs
Tom Chappell, Vice President, Finance
Mary Hickey, Senior Director of Communications
Kate Nielson, Director of Public Policy and Legal Advocacy
Shannon Wolfe, Managing Director and Chief of Staff

Guest

Pat Drolet, Chair of Councilor Buchanan and Mitchell, CPA

Call to Order

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

Report of Auditor

Ms. Brown introduced Pat Drolet, Chair of Councilor, Buchanan and Mitchell, PC (CBM) and engagement partner for AAUW's annual audit. Referring to the previously distributed memorandum dated December 4, 2020 titled Acceptance of AAUW's FY 2020 Audited Financials from Shannon Wolfe, Managing Director and Chief of Staff, and the memorandum dated December 3, 2020 titled Report of Audit Committee from Janet Bunger, Chair of the AAUW Audit Committee, as well as the draft audit letter for FY 2020 and draft audited financial statements for the FY ending June 30, 2020, Ms. Drolet reported that

AAUW had received a clean audit report. Ms. Drolet pointed out that the Audit Committee had reviewed the report at their most recent meeting(s).

Ms. Drolet reviewed the level of permanently restricted assets and the level of unrestricted assets with the board, noting the continuing importance of board oversight of the impact on operations of the level of unrestricted assets. She reviewed and responded to questions on accounting requirements related to the sublease of the 9th floor of AAUW's headquarters. The board discussed the decline in revenue from lower contributions from individuals, actions taken by management to control expenses, and the difficulty of building unrestricted assets and reserves, especially in light of the current pandemic and resulting economic uncertainty.

Kimberly Churches, CEO, reminded the board of her guiding principle that only programs and activities that are funded are undertaken by the national staff. Ms. Churches and Tom Chappell, Vice President, Finance, reviewed and responded to questions on the timing of the Nancy Grace Roman bequest for STEM programs and activities.

Following further discussion on the importance of encouraging unrestricted donations from members, on motion made, seconded and carried, the board adopted the following resolution:

Resolution Accepting AAUW's FY 2020 Audited Financials

The Board of Directors of AAUW accepts AAUW's FY 2020 audited financials.

Director Eileen Menton, a member of the Audit Committee reported that the committee had recommended to the board that AAUW's retirement plans be reviewed by CBM, in addition to their regular audit work, for the purpose of providing guidance on whether AAUW's current rate of contribution into the noncontributory and 401k matching plans should continue at the same level and whether reductions in the number of plan participants might help reduce expenses associated with the plans as well as the current requirement for an audit of the plans. Ms. Brown recommended that the matter be referred to staff and then to the Investment Committee to determine a recommendation for the board.

Ms. Brown reported to the board that Ms. Drolet intended to step away from day-to-day leadership and administration responsibilities at CBM at the end of the year. She thanked her for her work on behalf of AAUW.

Financial Report

Peggy Cabaniss, Finance Vice Chair, reviewed AAUW's financial statements for the period ending October 31, 2020, referring to the previously finance memo and financial statements. The board reviewed and discussed current revenues and expenses, noting the impact of the pandemic on both. Ms. Churches commented on the previously announced renewal of the grant from the Coca Cola Foundation as well as several other foundation gifts that had been renewed or awarded since the last board meeting. She noted that there had been increases in individual giving in the gold and silver categories of the Champions program, but also a decline in the contributions at the bronze level. She responded to questions on the year end matching gift solicitation currently in progress. Referring to the previously distributed Advancement Goals for FY 2021, she responded to questions on the level of contributions received overall in comparison to the budget and the advancement goals for FY 2021.

In response to questions, Ms. Churches noted that affiliate giving to national was likely to be reduced because many affiliates were not able to conduct their normal fundraising during the pandemic.

Ms. Churches commented on the level of dues and memberships, and COVID-19-related delays that slowed receipt of funds from AAUW's processor. Ms. Cabaniss commented on increases in investments as a result of strong stock market performance, noting that the restricted funds benefited the most from this increase. Ms. Cabaniss reminded the board that all board members were invited to attend meetings of the Finance Committee.

Ms. Churches reviewed and responded to further questions on expenses and the impact of the pandemic on AAUW programs as well as expenses.

Spring 2021 Election and Vote of the Membership on Bylaws and Public Policy Priorities

The board reviewed and discussed with Ms. Churches and Wolfe the following previously distributed memoranda outlining proposed changes to AAUW Bylaws and public policy priorities to be voted on by the membership in the Spring of 2021, as well as a proposed statement from the board on the rationale for the change to eliminate the membership degree requirement:

- a. Memoranda dated December 4, 2020 titled Membership Requirement Bylaws Change and Implications for Student Dues from Ms. Wolfe,
- b. Memorandum dated November 17, 2020 titled Report of Governance Committee from Myra Willis, Chair of the Governance Committee,
- c. Memorandum dated December 4, 2020 titled Student Dues from Ms. Wolfe,
- d. Memorandum dated December 4, 2020 titled Public Policy Priorities Changes for Member Comment from Kate Nielson, Director of Public Policy and Legal Advocacy,
- e. The 2021 Spring Membership Vote Timeline, and
- f. Memorandum dated December 4, 2020 titled Board of Directors Statement on the Membership Requirement from Ms. Wolfe.

Ms. Churches responded to questions on the importance to AAUW of the proposed elimination of the degree requirement for membership, noting in particular the views of many younger women who see the degree requirement as contrary to AAUW's vision of equity for all. The board discussed past efforts to remove the degree requirement and the importance of all board members taking a leadership role in supporting the proposed change with members who would be asked to vote on the change in the spring of 2021.

The board discussed how student memberships might be handled if the degree requirement were eliminated. Ms. Churches noted that staff recommended that students be given the option of becoming members, or affiliating with the Equity Network, and if the former, that student dues be set at zero. Ms. Churches pointed out that AAUW's attorney recommended the proposed bylaw language to permit student dues to be set at \$0.

Ms. Churches responded to questions on the proposed changes to the statement of public policy priorities which would also be voted on by AAUW members in the spring of 2021.

The board then reviewed the calendar of key dates related to the membership vote and discussed the process for announcing the proposed changes and for receiving member comment on the proposals, as well as the proposed statement from the board in support of elimination of the membership degree requirement. It was the consensus of the board that the proposed statement from the board should be

modified to both reaffirm AAUW's support for education for women and to further highlight the importance of the elimination of the degree requirement from an equity standpoint. The board requested that Ms. Churches finalize the specific wording as recommended by the Board.

Following further discussion on the process for amending the bylaws and approving the public policy priorities, on motion made seconded and carried, the board adopted the following resolutions:

Resolution re AAUW's Membership Requirement

The AAUW Board of Directors approves submitting the proposed bylaw changes in Exhibit A to the membership for comment.

Resolution Approving Changes to AAUW Public Policy Priorities for Member Comment

The Board of Directors of AAUW approves changes to the AAUW Public Policy Priorities (Exhibit A) for presentation to the AAUW membership during the member comment period.

Update on Office Operations

Ms. Churches commented on the intensity of the workload for staff and the way staff had adapted to working at home in light of the pandemic. She reported the increased number of webinars that had AAUW had conducted during the pandemic, noting that they had reached more than 30,000 members, equity network participants and others interested in AAUW's mission and activities. She noted that webinars had also all been recorded and were available for viewing on the AAUW website. Ms. Churches also noted that 89 branches had achieved or were close to achieving 5-star status, despite the pandemic.

Ms. Churches commented on the changes in work and family life brought about by the pandemic and how many of those changes were likely to continue even after the pandemic comes to an end. She pointed out the likelihood that business going forward would be a blend of in person and virtual (or digital) and would require more flexibility from both employers and employees.

Ms. Churches pointed out that AAUW had not had to lay off or furlough staff as yet during the pandemic because of prior efforts to reorganize and reduce staff and activities. In response to questions, she noted that as many as ¼ of all nonprofits could be forced to close permanently as a result of the pandemic. She reported on plans for further staff reorganization to facilitate more cross-functional responsibilities. She also noted plans to hire a STEM director, in light of all the work AAUW continued to do in the area of STEM. She also noted that work was continuing on how to develop and expand the equity network.

Ms. Wolfe reported on the project to upgrade AAUW's operating systems and data bases, including its Customer Relationship Management system and the Membership Services Database, noting that approximately 15-20 functionalities were undergoing change. She commented on likely delays in rollout of the new system until first quarter or FY 2022 in light of the complexity of the project.

Approval of Revised Strategic Plan

Referring to the previously distributed memorandum dated December 4, 2020 from Ms. Wolfe, Mses. Churches and Wolfe requested that the board formally approve the revised strategic plan for AAUW

dated September 22, 2020, noting that the document reflected plan revision discussions previously held with the board. On motion made seconded and carried, the board adopted the following resolution:

Resolution re AAUW Strategic Plan

The AAUW Board of Directors approves the AAUW Strategic Plan dated September 22, 2020.

Minutes and Reports

Referring to the previously distributed minutes of the October 16, 2020 meeting, on motion made, seconded and carried, the board adopted the following resolution:

Resolution re: Minutes of AAUW Board of Directors' Meeting

The Board of Directors of AAUW approves the minutes of the October 16, 2020 meeting as presented.

Referring to the following previously distributed memoranda and reports:

- a. Memorandum dated December 4, 2020 titled Executive Committee Minutes from Ms. Wolfe and
- b. Memorandum dated December 4, 2020 titled Racial and Social Justice Working Group Update from Ms. Wolfe and Sheila Amo, Chief Administrative Officer,

the board acknowledged receipt of Executive Committee minutes from July 22, 2020 and August 26, 2020 and the December 4, 2020 report on the Racial and Social Justice Working Group.

Adjournment

There being no further business, the meeting was adjourned.

Cheryl Sorokin
Board Secretary

Exhibit A to the Resolution re: AAUW’s Membership Requirement

Proposed Bylaws Amendment: ARTICLE IV. MEMBERSHIP AND DUES

Current Wording	Proposed Amendment	If adopted will read
<p>Section 2. Basis of Membership a. Individual Members.</p> <p>(i) Eligibility. An individual holding an associate (or equivalent, e.g., RN), bachelor’s, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an “Accredited Higher Education Institution”) or other qualified educational institution located outside of the United States, as determined by the Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.</p> <p>(ii) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.</p>	<p>Strike a(i) and insert new a(i), strike a(ii) subsequent sections will be renumbered.</p> <p>Section 2 Basis of Membership a. Individual Members.</p> <p>(i) Eligibility. An individual holding an associate (or equivalent, e.g., RN), bachelor’s, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an “Accredited Higher Education Institution”) or other qualified educational institution located outside of the United States, as determined by the Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.</p> <p>(i) Eligibility. An individual who supports the AAUW mission and pays annual AAUW dues shall be eligible to be an individual member with all rights and responsibilities of AAUW membership.</p> <p>(ii) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.</p>	<p>Section 2 Basis of Membership a. Individual Members.</p> <p>(i) Eligibility. An individual who supports the AAUW mission and pays annual AAUW dues shall be eligible to be an individual member with all rights and responsibilities of AAUW membership.</p>

Exhibit A to the Resolution re: AAUW’s Membership Requirement

Current Wording	Proposed Amendment	If adopted will read
<p>b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the Board of Directors.</p>	<p>b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits rights and responsibilities of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the Board of Directors</p>	<p>b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership rights and responsibilities of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the Board of Directors.</p>
<p>Current Wording</p>	<p>Proposed Amendment</p> <p>Strike Section 3. Subsequent sections will be renumbered.</p>	<p>If adopted will read</p>
<p>Section 3. Student Associates. The Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside of the United States, as determined by the Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the Board of Directors.</p>	<p>Section 3. Student Associates. The Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside of the United States, as determined by the Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the Board of Directors.</p>	

Exhibit A to the Resolution re: AAUW’s Membership Requirement

Current Wording	Proposed Amendment Amend Section 4	If adopted will read
<p>Section 4. Dues.</p> <p>a. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.</p>	<p>Section 4. Dues.</p> <p>a. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Annual dues may be set at lower amounts, or may be waived entirely, for certain Individual Members based on objective criteria including but not limited to the Individual Member’s status as a student and the Individual Member’s current enrollment at an institution that is a College/University Member. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.</p>	<p>Section 4. Dues.</p> <p>a. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Annual dues may be set at lower amounts, or may be waived entirely, for certain Individual Members based on objective criteria including but not limited to the Individual Member’s status as a student and the Individual Member’s current enrollment at an institution that is a College/University Member. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.</p>

Exhibit A to the Resolution re: AAUW's Public Policy Priorities

AAUW's Public Policy Priorities, adopted every two years by every-member vote, establish the federal action issues on which AAUW members across the country focus their advocacy efforts and guide the work of the national staff. States and branches should also use the Public Policy Priorities to inform their advocacy efforts on state and local issues.

The strength of the AAUW Public Policy Priorities is that they originate and end with the membership. In the fall of even-numbered years the AAUW Public Policy Committee (APPC) solicits feedback from members and staff to develop proposed Public Policy Priorities based on viability, critical need, strong member support, and potential for distinctive contribution. Once the draft is developed, it is posted online for a comment period and submission of additional proposed revisions. The APPC then finalizes the proposed Public Policy Priorities, and the AAUW Board of Directors reviews, amends as necessary, and approves them before they go to the membership for a vote in the spring of odd-numbered years.

~~2021-19~~–~~23~~ AAUW Public Policy Priorities

The Public Policy Priorities underscore AAUW's mission to advance gender equity for women and girls through research, education, and advocacy. The work of AAUW builds upon responsible public participation, and the following priorities provide a basis for AAUW members' actions at the local, state, national, and international levels. Implicit in each is support for government agencies administering programs, including adequate appropriations, effective and accountable administration, and provision for citizen participation. We advocate public discussion to ensure enlightened decisions on these priorities. We work to increase the number of women, and the diversity of backgrounds they represent, including race, ethnicity, gender, and sexual identity, and other underrepresented populations in policy- and other decision-making positions. Our positions are shaped by our commitment to being nonpartisan and fact-based, and to acting with integrity. We strive for our work to be inclusive and intersectional, collaborating with diverse allies and coalitions to achieve equity for all.

Basic to all of AAUW's public policy efforts is the understanding that true equity requires a balance between the rights of the individual and the needs of the community. AAUW opposes all forms of discrimination and supports constitutional protection for the civil rights of all individuals.

AAUW believes that high-quality public education is the foundation of a democratic society and the key to improving economic prosperity and gender equality. We advocate equitable access to education and climates free of harassment, bullying, and sexual assault. We support academic freedom, civic education, protection from censorship, bias-free education, and responsible funding for all levels of education, including early childhood education and programs for students with disabilities. We advocate for increased and more equitable access to higher education, that is affordable and yields high quality credentials or degrees—especially for women in poverty. We promote intentional, equity-focused equitable efforts to close the persistent learning and opportunity achievement gaps that disproportionately affect students from low-income and minority groups—children and students from communities of color.

AAUW promotes the economic, social, and physical well-being of all persons. Essential to that well-being are an economy that provides equitable employment opportunities; reduction of poverty; a living wage; quality, affordable dependent care; paid family and medical leave; safe, livable, and affordable housing; quality, affordable, and accessible health care for all, including reproductive health care; and a clean, healthy, and sustainable environment. We support a Social Security system that provides inflation-protected, guaranteed lifetime benefits with a progressive benefit formula, spousal and widow benefits,

Exhibit A to the Resolution re: AAUW's Public Policy Priorities

and disability and survivor benefits. We support robust and strong Medicare and Medicaid systems and oppose any efforts to undermine them, including privatization and block grant proposals. AAUW recognizes that gun violence is a public health crisis.

AAUW believes in the right to privacy and freedom from violence. We firmly believe in the separation of church and state. We support a fair, balanced, and independent judiciary. We support public budgets that balance individual rights and responsibility to the community. We see an urgent need for meaningful campaign finance reform, open and fair elections, and nonpartisan voter education efforts that will promote equitable political participation and representation in appointed and elected office.

AAUW ~~supports~~ [believes in the need to end white supremacy and address structural and systemic racism](#). ~~Efforts to improve racial, ethnic, and gender justice~~ [must be embedded into every initiative and will work to eradicate intersectional bias as well](#). This includes [working to eradicate intersectional bias and](#) creating a [diverse](#) culture of involvement, respect, inclusion, and connection, where the richness of [diverse](#) ideas, backgrounds, and perspectives is fully appreciated, [understood](#) and utilized.

AAUW believes that global interdependence requires national and international policies against human trafficking and that promote peace, justice, human rights, sustainable development, and mutual security for all people. We support the civil and human rights of all immigrants, including a fair and just path to legal status. We support a strengthened United Nations and its affiliated agencies. We advocate implementation of the Beijing Declaration and Platform for Action from the 4th World Conference on Women and subsequent declarations. We affirm our active participation in the U.N. Commission on the Status of Women and our commitment to ratification of the U.N. Convention on the Elimination of All Forms of Discrimination Against Women (CEDAW). We support international family planning programs that are consistent with AAUW policy.

Biennial Action Priorities

National priorities inform state and local action. Biennial priorities for national action are chosen according to the criteria of viability, critical need, strong member support, and potential for distinctive AAUW contribution or leadership. ~~Based on the National Board's adoption of the 2018 strategic plan for AAUW, national public policy priorities are focused first on our major areas of focus: education and training, economic security, and leadership~~. Additional policy priorities are also critical to ensure equity for all. No further order of importance for the additional priorities is implied.

To support a strong system of public education that promotes gender fairness, equity, diversity and inclusivity, and to address the barriers and implicit biases that hinder the advancement of women and girls, AAUW advocates

- Vigorous enforcement of Title IX and all other civil rights laws pertaining to education
- Adequate and equitable funding for [and access to](#) quality public education, [including early childhood education](#), for all students
- Opposition to the use of public funds for nonpublic elementary and secondary education and to charter schools that do not adhere to the same civil rights and accountability standards as required of other public schools
- Increased support for and protection of programs that meet the needs of girls and women in elementary, secondary, and postsecondary education, including strong promotion of science, technology, engineering, and math (STEM) education and comprehensive sexual health education

Exhibit A to the Resolution re: AAUW's Public Policy Priorities

- Increased support for and access to affordable higher education for women, [including alleviating the debt burden that disproportionately impacts borrowers of color and exacerbates the racial wealth gap and disadvantaged populations](#)
- Support for practices that halt the flow of students from schools to prisons, including reforming school disciplinary practices that disproportionately punish girls and students of color

To achieve economic security for all women, AAUW advocates

- Pay equity and fairness in compensation and benefits
- Equitable access and advancement in employment, free from systemic barriers and biases, including vigorous enforcement of employment discrimination statutes
- Closing the gender and race gaps in leadership opportunities for women of all backgrounds
- Greater availability of and access to a high standard of benefits and policies that promote work-life balance, including quality and affordable dependent care and paid family, medical, and sick leave.
- Programs that provide women with education, training, and support for success in the workforce, including nontraditional occupations and women's entrepreneurship
- Strengthening programs, including welfare and career and technical education, to improve postsecondary education access, career development, and earning potential
- Strengthening retirement benefits and programs, including pension improvements and protecting Social Security, Medicare, and Medicaid from privatization
- Access for all women to the full range of health care services to ensure economic security
- Increasing the number of quality jobs that pay a living wage

To guarantee equality, individual rights, and social justice for a diverse and inclusive society, AAUW advocates

- Vigorous enforcement of and full access to civil and constitutional rights, including affirmative action and expanding voting rights
- [Complete, accurate and timely collection of data, disaggregated by race, ethnicity, and gender identity to inform policy decisions and the apportionment of political representation](#)
- Self-determination of one's reproductive health decisions
- Universal access to quality, affordable health care and comprehensive family planning services, including expansion of patients' rights
- Freedom from violence and fear of violence, including hate crimes, in homes, schools, workplaces, and communities
- Support for U.N. programs that address human rights and women's and girls' concerns
- Freedom in the definition of self and family, [including protection from discrimination](#) and a guarantee of civil rights for all family structures
- Passage and ratification of the Equal Rights Amendment