

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)  
BOARD OF DIRECTORS  
MEETING MINUTES  
May 19, 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

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 and External Relations  
Kate Nielson, Senior Director of Public Policy, Legal Advocacy and Research  
Shannon Wolfe, Managing Director and Chief of Staff

Call to Order

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

Results of the Membership Vote

The Chair expressed disappointment with the level of turn out for the annual meeting vote, and the failure of the proposed bylaw change to attain the needed 66% favorable vote. She noted that while the outcome was not as the board had hoped for, it was a milestone for the organization to have achieved a 63% favorable vote. She pointed out that the network that was created in the outreach process to educate members about the proposed bylaw change could continue to be used to the advantage of AAUW as it appeared to have re-energized interest of the members not only in the proposed change, but in the importance of AAUW as a gender equity organization. Directors offered comments in support of continuing to build on this renewed level of interest.

Kim Churches, CEO, responded to questions on the process for communicating and engaging with members who supported as well as those who opposed the bylaw change proposal, noting that work of

the organization would continue to focus on the mission of advancing gender equity for women and girls, recognizing appropriate COVID-related parameters and within availability of funding. She responded to board questions on plans for continuation of the diversity, equity and inclusion efforts which had been heightened during 2020 in light of the national reckoning on race.

#### Appointment of Board Member

Referring to the previously distributed report of the Nominating Committee, the board discussed the committee's recommendation that Lisette Garcia be appointed to the board effective July 1, 2021.

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

#### Resolution Appointing AAUW Director

Dr. Lisette Garcia is appointed to the AAUW Board of Directors for a term commencing July 1, 2021 and ending June 30, 2024.

#### Report on Operations

Ms. Churches introduced Katrina Sun Breese, who had recently joined the staff as Senior Director of Institutional Advancement.

Ms. Churches reported on operational successes and challenges during the past 14 months in light of the pandemic, noting that no staff had been laid off. She reported that staff had transitioned effectively to working from home and was continuing to focus on delivering AAUW's mission and adapting programming to meet the challenges not only of the pandemic itself, but the gender and race-related issues that had surfaced or been intensified during the year.

In response to questions, Mr. Churches noted that plans were in progress for a phased in return of staff to working from the office in the fall, subject to health considerations and the continuing impact of the pandemic on family situations, but no staff or board travel should be anticipated this coming fall.

#### Finance Update

Referring to the previously distributed Executive Summary of Financial Results Year to Date through March 31, 2021, Peggy Cabaniss, Finance Vice Chair, commented on the current year budget, noting pandemic related decreases in expenses, and impact of the forgiveness of the first PPP loan received by AAUW. She also noted the impact of the strong performance of the stock market on AAUW assets. She complimented staff on their continued efforts required to achieve a balanced budget and increase AAUW's unrestricted reserves. Ms. Churches commented further on financial performance for the year to date as well as on the effort required to achieve forgiveness of the PPP loan, noting that forgiveness was not automatic. She pointed out that AAUW had applied for and received a second PPP loan and expected it would be forgiven during FY 2022.

Ms. Churches reviewed the forecast for the remainder of the year and commented on the continuing decline in membership during the year. She also reviewed the previously distributed Advancement Goals for FY 2021 and the forecast for contributions as of FY year end.

Budget Planning

Referring to the previously distributed memorandum dated May 14, 2021 on the subject of the Fiscal Year 2022 Budget, and the previously distributed draft Fiscal Year 2022 Budget, Ms. Wolfe reviewed the budget planning process for the coming fiscal year, noting that the board would be approving the budget at the June meeting. She then reviewed and responded to questions on the assumptions underlying the budget for FY 2022 as it is being developed by staff. Ms. Wolfe commented on the fact that two tenants in the headquarters office space were behind in or not paying rent as a result of the pandemic, noting that efforts were underway to work out payment plans. She also commented on likely increases in expense related to the implementation of AAUW's new Nimble database system that is due to roll out in late summer or early fall.

Ms. Cabaniss noted that staff was keeping the Finance Committee informed as the budgeting process continued.

Appointment of Auditor

Tom Chappell, Vice President, Finance, reviewed the previously distributed report of the Audit Committee dated May 12, 2021 and that committee's recommendation that Councilor Buchanan and Mitchell PC be appointed as AAUW's auditor for FY 2021. He reviewed and responded to questions on the reasons the committee recommended retention of the current audit firm and that proposals from additional audit firms be requested prior to appointment of the auditor for the following fiscal year.

On motion made seconded and carried, the board adopted the following resolution:

Resolution Approving Independent Auditor for Fiscal Year Ending June 30, 2021

The Board of Directors of AAUW approves Councilor Buchanan and Mitchell PC as AAUW's auditor for the fiscal year ending June 30, 2021.

Approval of Minutes and Acknowledgement of Information Items

Referring to the previously distributed minutes of the February 19, 2021 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 February 19, 2021 meeting as presented.

On motion made, seconded and carried, the board also acknowledged receipt of the previously distributed AAUW Board of Directors FY Year 2022 Meeting Schedule as well as the previously distributed report and minutes from the Executive Committee.

Adjournment

There being no further business the meeting was adjourned.

---

Cheryl Sorokin  
Board Secretary