

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MINUTES OF MEETING
June 9-10, 2022**

Meeting held in-person with some members and presenters
attending via video conference

Directors Present/Absent*

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

Staff Present

Shannon Wolfe, Managing Director and Chief of Staff

Guests

Dale Satake
C. Marie Taylor, President and Principal Consultant, Equity Through Action**
Kameisha Bennett, Senior Consultant, Equity Through Action**

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

Call to Order and Comments of the Chair

Julia Brown, Chair, called the meeting to order. She welcomed Dale Satake as a guest, noting that Ms. Satake had been elected to the board effective July 1, 2022. She noted that Monique Taylor, appointed to the board effective on the same date, had been invited to the meeting but was unable to attend. She also noted that Lisette Garcia would not be attending due to a death in the family, and Joe Bertolino was unable to attend this meeting until the following day because of a work conflict.

Ms. Brown noted that Directors Karen Kirkwood and Eileen Menton were attending their final board meeting before their terms ended on June 30, 2022. She expressed appreciation to them both for their dedication to AAUW and their service as board members.

Ms. Brown reminded directors who were physically present in the board room to keep their masks on for the entire meeting in light of the current state of the pandemic.

At the request of Ms. Brown, Ms. Satake introduced herself to the board and reviewed her background and AAUW history. Other members of the board, as well as Shannon Wolfe, Managing Director and Chief of Staff, then introduced themselves to Ms. Satake and provided highlights of their history supporting AAUW.

Financial Sustainability, FY 2023 Budget and 2022 Financial Performance

Referring to a previously distributed memorandum dated June 1, 2022 from Ms. Wolfe, and to a PowerPoint slide presentation titled “Financial Sustainability,” Gloria Blackwell, CEO, reviewed AAUW’s current financial position and the potential impact over the next five years of continued operations without increases in unrestricted revenue, particularly in light of continuing demand for increased programming and support for affiliates. She then reviewed the previously distributed May 12, 2022, memo titled “Impact Exercise Results,” summarizing the board’s discussion at the February and May meetings on impact and areas of work board members had highlighted as critical to delivering on AAUW’s strategic goals, both at the affiliate and national levels.

She reviewed and responded to questions on work in progress with the senior team to ensure that AAUW’s work at the national level is in alignment with the strategic plan and evaluated and prioritized impact and future sustainability. Ms. Blackwell pointed out that AAUW had operated for several years by cutting expenses while revenue has remained relatively flat. She reviewed and explained the funding sources for various programs and responded to questions on the length of time that current funding is expected to cover various programs. She commented on prospects for possible future funding to support current as well as potential new programs. Ms. Wolfe pointed out the impact of inflation on AAUW expenses and responded to questions on expenses associated with the implementation of AAUW’s new database system.

Ms. Blackwell pointed out the difficulty of projecting the continuing impact of the pandemic and, in particular, how general economic uncertainties were exacerbating corporate and foundation funding as well as staffing uncertainties facing many nonprofits including AAUW. Following further discussion and response to director questions, Ms. Blackwell noted that in light of all the uncertainties, as well as the need for additional work by management in reviewing priorities and the impact of AAUW’s programs, management was proposing a deficit budget for fiscal year 2023 as the best option, allowing additional time to plan, under her new leadership, for the long-term sustainability of AAUW and the significant changes that may be needed in order to achieve sustainability.

Ms. Blackwell commented on several pathways to achieving sustainability and explained her perspective on the importance of developing additional data and taking more time in order to examine various options, especially given she had only assumed the role of CEO in the past 6 months. Ms. Wolfe explained that a balanced budget for 2023 would require significant expense cuts to core programming and functionality, potentially including layoffs, which would be difficult to recover from. Mses. Blackwell and Wolfe provided their perspective that AAUW cannot, by reducing expenses, “cut” its way to sustainability.

Referring to the previously distributed draft budget for FY 2023, Mses. Blackwell and Wolfe then reviewed the proposed 2023 deficit budget, including revenue and expense assumptions, and responded to questions on the possibility of future deficit budgets beyond 2023.

Ms. Blackwell reviewed the next steps for the management team and explained that she expected to report the results of the staff's work on sustainability by February of 2023, which would inform planning and budgeting for 2024 and beyond.

Directors provided their perspectives on the value of specific programs and on Ms. Blackwell's plans for analyzing AAUW programming priorities.

Referring to the previously distributed financial statements for April 2022 and the previously distributed performance report on AAUW's investment portfolio for the period ending April 2022, Peggy Cabaniss, Finance Vice Chair, reviewed and responded to questions on financial performance through April 30, 2022, and anticipated year-end results. Commenting on the income statement as well as the balance sheet and performance in comparison to budget, she noted that despite current delays in reporting on income by AAUW's receipts processor, it was expected that AAUW would end the year on budget.

Ms. Wolfe reviewed and responded to questions on the delays by AAUW's receipts processor, Merkle, in capturing and reporting revenue. She explained the complexity of the work handled for AAUW by the processor, noting timing delays and complexity related to the need for manual input by the processor in many cases. She also noted how the pandemic had affected and was continuing to affect many processors. She then commented on actions being taken by the processor to resolve the delays and the anticipated timing for the processor to be able to report on a current basis again.

Mses. Cabaniss and Wolfe then reviewed and responded to questions on details contained in the financial and investment reports, including management's efforts to control expenses, how expenses are allocated against anticipated sources of revenue, the impact of the recent market volatility on the investment portfolio and the 2022 budget, the impact of the pandemic on the level of affiliate donations as well as other sources of funding that were anticipated when the budget was approved in June of 2021 and the impact of unplanned expenses associated with the roll out of the new data base system. Ms. Wolfe responded to additional questions on the previously distributed Advancement Revenue Pipeline Report. Ms. Cabaniss provided perspective on the performance of the investment portfolio over a timeframe of several years.

Following further discussion on current year performance and the proposed budget for FY 2023, on motion made, seconded and carried, the board adopted the following resolution:

Resolution Approving the AAUW FY 2023 Budget

The Board of Directors of AAUW approves the FY 2023 Budget (Exhibit A).

Governance Matters

Nominating Committee Expanded Goals. Referring to the previously distributed memorandum dated May 27, 2022, titled "Nominating Committee Report to the Board," Jeanie Latz, Nominating Committee Chair, reviewed a list of revised and expanded goals for the committee for the ensuing year. She reviewed and asked for director comments on the committee's plans to develop a more extensive pipeline of potential candidates for the board which would allow the Committee to have a bigger pool from which to select potential candidates and improve the ability of the committee to source candidates with the expertise and experience needed by the board, as those needs may change over time. She

noted plans for the committee to reach out to current board members for their recommendations of potential pipeline candidates. She also noted the committee's plans to improve the process of creating a matrix of current and needed skills for the board each year and to implement a director self-assessment process to be conducted annually.

Ms. Latz also noted plans for the committee to create a process of succession planning for board officers and to factor in results of the annual director self – assessment into the succession planning process.

Following discussion, it was the consensus of the committee that the expanded committee goals were appropriate. Ms. Latz noted that the goals would be formally approved later in the meeting when all committee goals were approved.

Revision to State Liaison Program. Referring to a previously distributed memorandum dated June 4, 2022, titled "Governance Committee Report to the Board," Malinda Gaul, Vice Chair and Governance Committee Chair, reviewed the activities of the Governance Committee during the prior year. She then reviewed the committee's recommendation, based on the results of a listening tour with affiliate state leaders, for changing the board liaison program with state affiliates in order to increase and better coordinate board communication with affiliate leadership through a series of regularly scheduled Zoom meetings every other month on specific topics developed in advance of the meetings and for use in all the meetings with affiliate leaders that month.

Ms. Gaul explained that each board member would be paired with another board member, and the the pairs would be assigned as board liaisons to the various state affiliates grouped in geographic regions to help affiliate leaders also have time for regular communication with their counterparts in surrounding states. She explained that agendas and talking points would be prepared in advance for each meeting as they had been under the prior state liaison program and board members would be expected to share results of each meeting with the full board. She also pointed out plans to involve committee chairs in these meetings. She noted that this process would be board-driven, and the plan was to try to minimize staff involvement so as not to create additional work for staff. Board members provided their perspectives on the recommended change to the state liaison program, noting potential benefits as well as potential problems that could arise from overlapping outreach to affiliate leaders by other committees and increased expectations from affiliates for communication on topics other than those currently proposed.

Following further discussion of the proposal, it was the consensus of the board that the recommended changes to the state liaison program be implemented for FY 2023.

Bylaws Revisions. Referring to a previously distributed memorandum dated May 17, 2022 titled "Proposed Rewrite of AAUW Bylaws," Cherie Sorokin, Board Secretary and Chair of the Bylaws Subcommittee of the Governance Committee, reported that the Governance Committee had established the subcommittee to review and recommend changes to AAUW's bylaws to help ensure they reflect AAUW's needs and evolving best governance practices for nonprofits. She explained that the subcommittee was suggesting a complete rewrite of the bylaws both to align with best practices and to eliminate inconsistent, confusing, or overly prescriptive provisions. Ms. Sorokin explained that in recommending revisions the subcommittee used the guidelines outlined in the previously memorandum and also had a goal of developing a document that would not require frequent piece-meal amendments. She then reviewed the major substantive changes proposed by the subcommittee, including a re-wording of the purpose clause for flexibility and to reflect best practices, two possible options related to

eliminating or modifying the degree requirement for membership to help expand AAUW's reach, changes in how officers are elected and for what term, requiring certain standing committees to be chaired by directors to reflect more normative practices, and potential changes to the composition of the Executive Committee to include standing committee chairs. She noted that in addition to the substantive changes the subcommittee also recommended some changes to wording, the addition of some new provisions reflecting best practices, and re-ordering of existing provisions to eliminate inconsistencies, clarify language, or to fix areas that have been problems to understand or find in the past, as well as to align the bylaws with current law, legal advice and practices in bylaw drafting that are common among nonprofits. She explained that the draft presented to the board at this meeting was still a work in progress, but the subcommittee was seeking comment and direction from directors on the proposed changes prior to finalizing its recommendations.

The board discussed the proposed options on membership included in the previously distributed draft and agreed that the option eliminating the degree requirement at national, state and affiliate levels was preferable to the option allowing affiliates to vote to retain the requirement for membership at the affiliate level. It was the consensus of the board that elimination of the membership degree requirement should be presented to the membership in the spring of 2023, and if possible, to be voted on separately from other proposed changes to the bylaws.

It was the consensus of the board that the committee's proposal on the Executive Committee composition was not workable and should be reconsidered and further discussion with counsel should be considered with respect to whether the Chairs of the Audit and Nominating Committees should be required to be directors.

Ms. Sorokin noted that in conducting its review of the bylaws, it had come to the attention of the committee that changes to AAUW's articles might also be needed to reflect current DC law and to align with the proposed changes to the bylaws.

Other Committee Reports and Goals. The Chair offered board members the opportunity to comment on the previously distributed committee reports from AAUW's other standing committees and on motion made, seconded and carried, the board acknowledged receipt of reports of the Audit, Advancement, Inclusion and Equity, Finance, Investment, and Public Policy Committees.

The Chair requested approval of the previously distributed committee goals for the FY 2023, as outlined in a memorandum dated June 1, 2022 titled "FY 2023 Committee Goals," On motion made, seconded and carried, the board adopted the following resolution:

Resolution Approving FY 2023 Committee Goals

The Board of Directors of AAUW approves the FY 2023 Committee Goals as follows:

Advancement Committee

- In partnership with staff, provide resources and forum platforms (ie: opportunities to meet, build a community of support and share ideas) for State Funds Chairs and State Membership Chairs to increase fundraising and membership.
- Support the Board and staff to facilitate and improve AAUW National communications at the State and Branch level.

- Provide strategic guidance to staff on Membership and Fundraising FY23 programming and collateral - including but not limited to the 5-star program, Champions and Legacy Circle.
- Review and make recommendations on the committee's charter and new committee member recruitment/orientation.

Audit Committee

- Oversee FY 2022 financial audit
- Create and implement a plan for assessing AAUW's risk areas and perform non-financial audits on risk areas as necessary

Finance Committee

- Oversee annual budget process and monitor actuals to budget throughout the year
- Review withdrawal policy and make recommendations for changes to the board ahead of the FY 2023 budget process

Governance Committee

- Based on the committee's FY 2022 work to align AAUW's bylaws against best governance practice for nonprofit membership organizations, recommend proposed bylaws changes to the Board for a 2023 member vote
- Implement the new model for state president support; evaluate the effectiveness of the program and recommend changes as appropriate at the end of the fiscal year
- Assess the national committee effectiveness survey process, recommend changes, and propose/implement a timeline for reviewing committee effectiveness well in advance of the Spring 2022 committee appointments process
- Review the impact of activities within the committee's purview on AAUW's commitment to diversity, equity and inclusion

Inclusion & Equity Committee

- Increase sharing of resources among Diversity Officers with oversight/assistance from the Committee
- Draft and execute Diversity Officer training
- Strengthen collaboration between the Advancement Committee and Inclusion & Equity Committee for shared events and communication
- Develop, present and launch two additional "plug and play" programs and associated webinars for branch and state affiliate use

Investment Committee

- Review investment options, performance, and fees for AAUW's investments and recommend changes to the board as needed
- Review the impact of activities within the committee's purview on AAUW's commitment to diversity, equity and inclusion

Nominating Committee

- Work to build a pipeline of potential candidates for recruitment over a period of 3-5 years.

- Reach out to Board members, Committee Chairs, and others to identify potential qualified
- Identify, evaluate, and recommend Board candidates for election/appointment that have the needed skills/experience.
- Create and implement a framework for board officer succession planning.
- Review the impact of activities within the committee's purview on AAUW's commitment to diversity, equity and inclusion

Public Policy Committee

- Create and implement 1-2 projects that support branch and state affiliate policy leaders
- Develop and present 1-2 webinars on policy or advocacy
- Revise and recommend changes to the Public Policy Priorities
- Review the impact of activities within

CEO Update and Report on Human Capital Management

Ms. Blackwell then reviewed a PowerPoint presentation titled "CEO Update, June 9, 2022 Board Meeting," highlighting 4th quarter strategic plan activities in the areas of:

- education and training, including a celebration of Title IX, and the start of the 2020 STEMEd For Girls program;
- leadership, including the 2022 NCCWSL program for college student leaders, with this year's keynote speaker Nikole Hannah-Jones;
- economic security, including three empower events on this topic and the development of "Building Community Understanding of Institutional Compensation System-Let's Talk Money" with the Rochester Institute of Technology; and
- governance and sustainability, including work on the rollout of the Community Hub, additional outreach to donors and AAUW alumnae, work on the 2023 budget and commencement of additional DEI training for staff and the board.

She also reviewed events and meetings to which she had been invited representing AAUW as well as recent media coverage of AAUW or articles and podcasts in which she was quoted or participated as AAUW's CEO, including the Harvard Crimson, Women in HigherEd, Diverse Issues in HigherEd, the EdUp World Wise Podcast and the Chronicle of Philanthropy.

Ms. Blackwell then reviewed and responded to questions on AAUW's human capital management process and how the pandemic had and was continuing to affect staff as well as recruitment, noting that turnover had been 22% for fiscal year 2022. She noted plans for continued staff satisfaction surveys to help keep in touch with staff perspectives as the external and the work environments continue to evolve. She reported on implementation of a revamped hiring process and efforts to increase management training for supervisors. She responded to questions on plans for having staff return to the office to work.

Ms. Blackwell reported that Tiffany Sanchez would be joining Shannon Wolfe, Katrina Breese, Tom Chappell and herself as part of the senior leadership team with the title of Vice President of Programs and Fellowships. She also noted that several other senior positions were in transition, including Senior Director of Communications, Senior Director of Public Policy, Legal Advocacy and Research and Director of Human Resources. She commented on challenges and opportunities brought about by these transitions in leadership positions. She noted that many nonprofits in the DC area were experiencing similar workforce challenges and some nonprofit staffs were considering unionization.

Ms. Blackwell responded to questions on her perspective on the feasibility of outsourcing some functions. She also noted that she had engaged a consultant to assist her in designing a Communications staffing structure that was resilient and aligned with priorities and AAUW's sustainability.

In response to questions and comments from board members, Ms. Blackwell indicated that despite the challenges, AAUW had not fallen short in its work supporting equity for women and girls and was conducting outreach to affiliate leaders to keep them informed of AAUW's efforts, as well as to hear affiliate perspectives on their needs.

The Chair then recessed the meeting until the following day.

The Chair reconvened the meeting on June 10, 2022.

Diversity, Equity and Inclusion Workshop

The Chair introduced C. Marie Taylor, President and Principal Consultant and Kameisha Bennett, Senior Consultant, with Equity Through Action. She explained that Equity Through Action would be working with AAUW to deepen board and staff understanding of diversity, equity and inclusion and how these concepts can be operationalized at all levels of AAUW. She noted that the firm specialized in conducting workshops to help enable organizations to examine their work through a race equity lens with the end goal of achieving a safe, just and inclusive anti-racist organization and today's workshop would be the first of several for board members.

Mses. Taylor and Bennett introduced the workshop and provided an overview of their work, the goals for this session with the board and their expectations for director participation in the workshop. They then divided the board into several smaller groups to address questions related to directors' own perspectives on what justice, diversity, equity and inclusion mean and how these concepts apply in the context of the AAUW's board. Director Joe Bertolino joined the meeting during the workshop. Directors subsequently shared their insights from the small groups with the full board and Mses. Taylor and Bennett suggested other questions for board consideration and reflection prior to the next workshop.

Mses. Taylor and Bennett and director Cabaniss left the meeting at this time.

Approval of Minutes

Referring to previously distributed draft minutes of the AAUW annual meeting and following board meeting on May 18, 2022, 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 May 18, 2022 board meeting and May 18, 2022 annual meeting as presented

Approval of Membership Consent Calendar

Referring to the previously distributed Membership Consent Calendar dated June 1, 2022, 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 dated June 1, 2022, as presented.

Acknowledgement of Reports

Referring to the previously distributed report of the Executive Committee dated June 1, 2022, and the memorandum dated June 1, 2022 titled "Operational Updates" the board acknowledged receipt of these reports.

Ms. Wolfe left the meeting at this time.

Executive Session

The board met in executive session with Ms. Blackwell. Ms. Blackwell then left the meeting and the board continued to meet in executive session without Ms. Blackwell present. The Chair adjourned the executive session and reconvened the regular meeting.

Discussion of Data Base System and Receipts Processing Issues

At the request of the Chair, Mses. Blackwell and Wolfe returned for further discussion with the board on the status of the implementation of the Community Hub and the new database system. They also responded to questions on delays in processing by AAUW's receipts processor and actions being taken to resolve the issues leading to such delays.

Adjournment

There being no further business, the meeting was adjourned.

Cheryl Sorokin
Secretary