

**ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MINUTES OF MEETING
October 28, 2022**

Meeting held in person and
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
Jeanie Latz
Edwina Martin
Shaila Rao Mistry
Dale Satake
Monique Taylor
Mary Zupanc
Gloria Blackwell, Ex Officio

Staff Present

Shannon Wolfe, Managing Director and Chief of Staff
Tiffany Sanchez, Vice President, Fellowships & Programs
Katrina Sun Breese, Senior Director, Institutional Advancement

** Joined at the point indicated in these minutes

Call to Order and Introduction of New Board Member

Noting the presence of a quorum, Julia Brown, Chair, called the meeting to order. Ms. Brown welcomed Dr. Monique Taylor to her first in person board meeting since joining the board on July 1, 2022. At the Chair's request, Ms. Taylor, currently provost and chief academic officer at Champlain College in Burlington, VT, introduced herself and reviewed her background and expertise.

Ms. Brown noted that the bulk of the meeting would be devoted to discussion of issues related to sustainability of AAUW and the role of the board in working with staff and communicating with members on issues of sustainability.

Sustainability Planning

Gloria Blackwell CEO pointed out that, as reviewed at the June board meeting, AAUW's revenue continues to be flat or declining, affecting the long-term sustainability of the organization. She commented on the importance of developing a shared understanding of the overall impact of AAUW's current programs and activities, emphasizing that cutting expenses alone would not result in

sustainability. She and Shannon Wolfe, Managing Director and Chief of Staff, then reviewed and responded to questions on a power point presentation titled “Sustainability Planning Project-Advancing Organizational Culture through a Justice, Equity, Diversity and Inclusion.” Ms. Blackwell noted that, at the direction of the board during her first year as CEO, she had begun working with staff to develop the data and information needed to help inform decisions about AAUW’s long-range future as an organization. She explained that the objectives in this phase of the sustainability effort were to:

- Evaluate the financial sustainability and impact of AAUW’s areas of work through an equity lens;
- Use the results to inform board/management leadership decision-making on appropriate resourcing of AAUW’s areas of work, prioritization of efforts and the focus of the organization;
- Clarify and focus AAUW’s priorities through a JEDI* (Justice, equity, diversity and inclusion) lens in addition to a gender equity lens.

Mses. Blackwell and Wolfe explained and responded to questions on issues needing to be addressed in sustainability planning, including the instability and unbalanced nature of AAUW’s funding sources for programing; a lack of sufficient data on the impact of existing programs at the national level; a lack of information and visibility on the impact and activities of affiliates; inconsistency in engagement of external stakeholders and audiences; inconsistency in the organization’s approach to JEDI; and perceived uncertainties of some board members about the engagement and role of the board.

Ms. Blackwell reviewed her expectations that the process would lead to more effective and informed engagement of staff as well as the board especially in regard to understanding and planning AAUW’s impact, future opportunities, and long-term sustainability. Ms. Wolfe noted that the sustainability planning process should not be viewed as a one-time exercise, nor as a “cure-all” for AAUW’s problems, but should be viewed as an iterative tool--a comprehensive approach--that can be used to help articulate and track AAUW’s impact and subsequently for making informed decisions about future activities and strategy.

Ms. Wolfe responded to questions on metrics being developed to help measure impact and noted that an affiliate survey was being planned to help develop more information on the nature of work being done at the affiliate level. She noted that while the final report anticipated from this project would be comprehensive, there were also plans for developing a one-page summary highlighting AAUW’s consolidated impact which was expected to be useful to branches as a recruiting tool.

Ms. Wolfe noted that as previously reported to the board, the results of the sustainability review would be presented to the board in February, but the process was also expected to lead to testing of some new revenue models, some of which would not be operational until after the February board meeting.

Mses. Blackwell and Wolfe responded to questions from the board on various aspects of the sustainability planning process, including views of staff on AAUW programming; the importance of reviewing all of AAUW’s programming, including the fellowships and grants program; the need to consider funding sources for programs that are successful but have limited hope of expansion because funding is tied to particular locations or doesn’t cover widespread promotion; how to better promote or improve existing programming; the role of the board in holding management accountable for pilot program deliverables; the potential for piloting programs at Hispanic Serving Institutions (HSIs); possible ways to monetize certain programs; and the timing for planned the affiliate survey.

The board discussed the importance of staying focused on issues related to the overall sustainability of the organization, and the need for better communication on AAUW's long-term sustainability issues with affiliates that remain focused largely on their own narrower issues. Several directors noted that the new process for more frequent board engagement with affiliate state presidents could provide a mechanism for engaging affiliates in long-term sustainability efforts. Dale Satake, Chair of the Advancement Committee, noted that committee members were also in touch with branches and state affiliates and could serve as a communications vehicle on sustainability issues. Ms. Wolfe noted that the committee had been asked for input on the questionnaire to be sent to affiliates.

Joseph Bertolino joined the meeting at this time.

Ms. Blackwell encouraged board members to call her with any questions or ideas on the sustainability work as it progresses, especially since the external environment was continuing to evolve quickly, complicating efforts to prioritize strategies, programs and funding in many areas, including the field of equity for women and girls. She noted that while comments on affiliate issues were always welcome, the sustainability work now in progress was focused on AAUW at the national level and as a national organization.

Several directors commented on the impact of the recent Supreme Court decision overturning *Roe v. Wade* in limiting women's reproductive freedom, also pointing out that the increased societal acceptance of intolerant rhetoric aimed at minorities and women and the overall increase in violence related to divisive political positions were factors to be considered in examining where the organization could have impact as well as its long-term sustainability.

The board then met in three small groups to respond to questions posed by management with respect to the board's role and accountability for revenue generation and the sustainability planning process, as well as to consider how well the board's own policies and practices reflect a JEDI lens or strategy. Each group summarized its discussion for the full board and highlighted areas for further discussion.

The group focused on revenue generation suggested the need for greater involvement of the board in fundraising (becoming a "fundraising board") through increased personal giving by board members including a well-defined "give or get" policy, increased leveraging of outside contacts with corporate and foundation donors, and greater board member communication to affiliates on the importance of affiliate fundraising to support the national organization's greatest needs on an unrestricted basis. The group also noted the importance of board oversight on revenue generation and developing clear priorities for what steps the organization should take when there are revenue shortfalls.

The group discussing the board's JEDI policies and practices commented on the inconsistency of AAUW's membership degree requirement with operating with a JEDI lens and noted more effort was needed to address this fundamental disconnect given the memberships' reluctance to eliminate the degree requirement. The group suggested further work was needed in reviewing AAUW's own policies and procedures to ensure they were consistent with a JEDI focus and the group also suggested more work was needed with the board's own culture, noting a sense that there was uneven commitment to DEI among board members and that at least some members feel the board was not making enough effort to be welcoming to all board members and to ensure an inclusive atmosphere in its deliberations. The group also noted the importance of continuing efforts to communicate with affiliates on the importance of learning to operate and conduct their activities with a JEDI lens.

The group focused on board responsibility for future sustainability of AAUW noted that, as part of the board's fiduciary duty for oversight of the organization, the board needed to stay focused on the strategic issue of sustainability. The group suggested that the board should consider itself as an accountability partner to keep management focused on sustainability as a priority, while at the same time increasing the board's own engagement in generating and sharing ideas related to sustainability at board meetings as well as in between meetings. Ideas for increasing communications between board meetings were suggested.

Discussion ensued on the comments and suggestions from each group. Individual directors offered suggestions on potential opportunities to increase involvement with colleges and universities in order to engage more young people in the mission of AAUW; on potential corporate partners or funders in the wealth management and financial services businesses to approach about supporting AAUW's existing programs related to economic security of women; and on opportunities to make it easier for nonmembers (as well as members) to donate to AAUW online. Simplification of communications with affiliates was also discussed and Ms. Blackwell and Wolfe reviewed actions already in progress or under consideration in this area. Ms. Blackwell also reviewed actions being taken to build deeper relationships with Fellowship and Grants alumnae, particularly with regard to AAUW's research and policy work. She also noted the potential for monetizing Work Smart Online, which is currently offered for free.

The board discussed current levels of funding and staffing at AAUW and the resultant limited capacity of the organization to address or follow-up on many suggestions without better data on costs and impact of current programs as well as development of similar data on potential new programs.

Introduction of Tiffany Sanchez

The chair welcomed Tiffany Sanchez, Vice President of Fellowships and Programs, to the meeting. Referring to a PowerPoint presentation titled "Lunch and Staff Spotlight," Ms. Sanchez reviewed her background and expertise. She then provided an overview of AAUW's economic empowerment initiatives in the areas of salary negotiation (Work Smart and Start Smart), financial health (Money Smart-a 3-part series) and leadership (the Empower program). She reviewed the current funding model of each of these programs, noting that major grants from corporate foundations, such as the Coca-Cola Foundation, supporting these programs had enabled AAUW to increase its outreach to Historically Black Colleges and Universities (HBCUs) and Minority Serving Institutions. She also noted that such grants were not guarantees of long-term funding, so diversifying and increasing the revenue generated for or from these programs was part of her role. She also noted that NCCWSL, AAUW's leadership conference for college women leaders, would again be held in-person on the campus of the University of Maryland.

Ms. Sanchez then reviewed AAUW's current STEM (Science, Technology, Engineering, Math) programming, noting that STEM had been a focus of AAUW for many years, but opportunities for increased programming had been made possible by the recent testamentary grant from deceased member Nancy Grace Roman, as well as grants from the Arconic Foundation and the Baxter Foundation. She reviewed the scope and reach of the STEMEd for Girls program, an online program aimed at high school and middle school girls and their parents, noting that a number of AAUW Fellows working in STEM were engaged as "STEM Ambassadors" as part of the program. She noted that consideration was being given to expanding the program to the academic school year. She responded to director questions the scalability of the program and on how students and their parents were made aware of it. She noted that AAUW would continue to stay in touch with participants in the program to help determine the longer-term impact of the program.

Ms. Sanchez also announced the creation of a STEM Advisory Board created to work with staff on AAUW's STEM programming.

Ms. Sanchez reviewed AAUW's long history in providing Fellowships and Grants and the fact that the F&G program was fully supported by endowed funds. She reported that while many F&G alumnae had remained engaged with AAUW for many years following receipt of their fellowship or grant, efforts were increasing to expand that level of engagement, for example, by using former fellows as speakers on AAUW webinars to help promote their work and provide opportunities for them to share their expertise with AAUW members, by including them as members of the STEM Advisory Board, by inviting them to be STEM ambassadors in the STEMEd for Girls program, and by inviting them to work with AAUW on research projects and policy initiatives.

Ms. Sanchez reported on efforts to increase AAUW's expertise in amplifying its work via social media, noting recent success in increasing AAUW's visibility on Twitter and other social media platforms.

Current Activities Update

Ms. Blackwell reviewed a PowerPoint titled "CEO Update" highlighting AAUW's role with the Department of State's International Visitor Program and with AAUW's UN Youth Representatives. She also noted recent articles in the press re AAUW, recent engagement with major corporate and foundation donors or prospective donors, and recent programs and activities engaging with members. She noted that she continued to look at ways to leverage current successes and increase AAUW's impact. She cited AAUW's work with the University of Rochester on salary negotiation as an example of leveraging AAUW's programs.

Ms. Blackwell reported on her continuing communication and engagement with women leaders in DC in the equity space, including Planned Parenthood, the National Women's Law Center and the YWCA. She noted she had recently had been participating in discussions at Engage, a bi-partisan organization bringing Republican and Democrat women together to focus on economic security for women. She also noted her continuing work on behalf of AAUW with women leaders outside of the DC area. She relayed comments from a recent meeting with Rosie Rios, former Treasurer of the United States, who expressed her admiration for AAUW and remembered AAUW's participation during the Obama Presidency with the effort to have a woman be represented on U.S. currency.

Ms. Blackwell reported that staff was returning to the office after almost two years of working from home due to the pandemic, and many were meeting each other in person for the first time. She noted that staff was required to be in the office at least two days per week, and that AAUW, along with all workplace organizations, was having to adjust to fit new workplace realities as workers redefined their work and family lives.

She noted that hiring and retaining staff continued to be difficult for most organizations in the DC area, AAUW's recruiting efforts had been successful although there were still some AAUW staff vacancies to be filled, including the position of communications head. She explained that in the interim she was leading the communications team and its efforts to increase AAUW's visibility and was also using an outside consultant to help shape AAUW's communications efforts. In response to questions, she noted that AAUW had been successful in retaining staff even though many organizations were struggling with retention. Several directors commented on techniques they were aware of at other companies to help retain as well as recruit employees.

Ms. Blackwell commented on the importance of board members sharing their corporate and foundation contacts and facilitating introductions to the Advancement staff. She commented on recent meetings with potential donors but noted board member introductions help reduce the time required to build relationships with potential new funders.

Ms. Blackwell reviewed and responded to questions on her visits with a number of branches and state affiliates, recognizing their achievements under the Five Star program, as well as other meetings with members and affiliates in September and October.

Ms. Blackwell outlined the priorities for second quarter, including the sustainability planning project, planning for NCCWSL, year-end fundraising, research updates, and the Alumnae research pilot designed to create a pool of Alumnae interested in consulting with AAUW on research and policy issues on a regular basis, enabling expansion of AAUW's research in areas that AAUW had not previously been able to focus on, as well as a more rapid public response to policy issues.

Ms. Blackwell responded to questions on the rationale for the recent outsourcing of certain Human Resources functions.

Ms. Sanchez left the meeting at this time.

Update on Nimble, AAUW's Data Base System

Referring to the previously distributed memorandum titled, "Nimble/Community Hub Updates" Ms. Wolfe noted that recent technical updates were described in the memo. She reported that the current focus was on improving the user experience, and users consisted of internal users as well as branch members and officers. She pointed out that the interconnectedness of various parts of the system meant that all users and all uses of the information in the system had to be taken into account in making adjustments. She also noted that steps were being taken to help reduce the backlog of requests for assistance or changes to the system for both Community Hub and non-Community Hub-related member issues, including hiring of temporary staff on the Connect Team, and instituting a ticketing system to help improve tracking of requests and problems.

Ms. Wolfe requested that board members continue to reassure members that staff was working to resolve system problems as well as specific concerns raised by members, but it was important to recognize that not all requests or suggestions could be met and some compromise on system capabilities would be necessary. Several board members noted that feelings and emotion can get in the way of focusing on goals and objectives, especially in the current environment where stress levels are high in general, and it was important to reassure members that their issues were being heard, although compromise and members having to adapt to new ways of using the database were needed.

Ms. Wolfe noted that the donation reports recently released to branch officers were a current source of frustration for branch officers and work was ongoing to address the problems that had surfaced with these reports. Dale Satake, Chair of the Advancement Committee, noted that the committee was working with branch officers to understand their issues with the report and to pass the information on to staff. A director noted that in the pandemic many people became used to relying on technology and so were less tolerant of systems problems than they might have been in the past.

Ms. Wolfe responded to questions related redesign of branch website templates, noting the complexity of this project and the need to manage member expectations, as no template would satisfy every branch and branches also had different needs for service or assistance in maintaining their websites. It

was noted that the regularly scheduled President's calls could be a vehicle for helping to manage member expectations.

Financial Performance

Referring to the previously distributed September 2022 Finance Memo, and to the Investment Report and the Capital Markets Monitor for the period ending September 30, 2022, Peggy Cabaniss, Finance Vice Chair, reviewed results of operations for the period ending September 31, 2022 and noted the impact of the decline in the financial markets on AAUW's assets. She reported that the decline in value of AAUW's investment portfolio was in line with the overall decline in value of the stock market and that AAUW has a balanced portfolio.

Ms. Cabaniss reported that while there were encouraging aspects to financial performance during the first two months there continue to be challenges, including the continued volatility of the market, the potential for a recession and the unpredictable donor landscape. She noted that while members had responded to communication requesting that they make unrestricted donations, the overall level of member giving was below the level needed for long term financial stability. She noted that corporate grants were also below budget, mostly attributable to timing and the reduction in the grant anticipated from the Coca-Cola Foundation.

Ms. Cabaniss commented on the continuing need to increase unrestricted net assets. She reviewed and responded to questions on changes in unrestricted net assets over the past 7 years. She then reviewed the impact of the new lease accounting standard.

Ms. Cabaniss complimented staff on their control of expenses, but also pointed out the impact of inflation on expenses.

She responded to questions on AAUW's uses of unrestricted, unrestricted and temporarily restricted funding and the goals for increasing unrestricted reserves as well as revenue.

Ms. Wolfe commented on efforts to more closely track spending from restricted and temporarily restricted sources, noting the potential impact on unrestricted funding when expenses cannot be allocated to restricted or temporarily restricted sources of revenue as anticipated in the budgeting process.

Katrina Sun Breese, Senior Director of Institutional Advancement, reviewed plans for end of year fundraising, including plans for an increased board match gift campaign. She noted that she was in the process of calling all board members with a goal of achieving 100% participation in the board match. She indicated part of her calls to board members would focus on the variety of ways for board members to donate to AAUW as well as to outline the planned campaigns for raising donations throughout the fiscal year.

The Chair noted that the year-end campaign was the primary one for board giving, in light of the importance of the board match in encouraging members and others to donate. She encouraged board donations annually at the "Champions" level and reminded the board of the "sustainer" option of making monthly donations throughout the year. She also encouraged board members to join the Legacy Circle through a testamentary gift.

Kimberly Adams left the meeting at this time.

Approval of Minutes

Referring to the previously distributed minutes of the August board meeting 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 August 31, 2022 board meeting as presented.

Membership Consent Calendar

Referring to the previously distributed Membership Consent Calendar for the period August 20, 2022 through October 18, 2022, the board adopted the following resolution:

Resolution Approving the Membership Consent Calendar

The Board of Directors of AAUW Approves the Membership Consent Calendar dated October 18, 2022

Information Items

The board acknowledged receipt of the following information items and reminders:

- Executive Committee Report dated October 18, 2022.
- National Committee Reports from the
 - Advancement Committee (dated October 12, 2022)
 - Audit Committee (dated September 9, 2022)
 - Governance Committee (dated October 12, 2022)
 - Finance Committee (dated October 10, 2022)
 - Inclusion and Equity Committee (dated October 15, 2022)
 - Investment Committee (dated October 10, 2022)
 - Nominating Committee (dated September 23, 2022)
 - Public Policy Committee (dated October 11, 2022)
- Fiduciary Duty Reminder Memorandum dated September 30, 2022
- AAUW Governance Documents Memorandum, dated October 10, 2022

Other Business

Malinda Gaul, Vice Chair, and Ms. Satake reviewed plans for the next set of meetings with AAUW affiliate state presidents, noting that the main topic of the meetings would be fundraising and members of the Advancement Committee would be joining each meeting to lead the discussions. They responded to questions on the purpose of the presentations and the scope of information to be presented.

Mses. Wolfe and Ms. Breese left the meeting at this time.

Executive Session

The board met with Ms. Blackwell and then she left the meeting and the board continued to meet in executive session. Following the executive session the Chair instructed the board secretary to note for purposes of the record that the board had approved the CEO Goals and Objectives for FY 2024 as previously distributed to the directors.

Adjournment

There being no further business, the meeting was adjourned.

Cherie Sorokin
Secretary