

**ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)  
BOARD OF DIRECTORS  
MINUTES OF MEETING  
December 7, 2022**

Meeting held 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  
Tom Chappell, Vice President, Finance

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

Call to Order

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

Approval of Audited Financial Statements

Jenna Howard, Chair of the Audit Committee, introduced Jennifer McCahill, Engagement Audit Partner, Terri McKnight, Audit Partner, and Alison Conklin, Audit Manager, the team from the firm of GRF that oversaw and conducted the AAUW's 2021 financial audit. Ms. Howard noted that the Audit Committee had previously reviewed the audit letter and the financial statements with the audit team at the committee's meeting in October.

Ms. Cahill expressed appreciation to Tom Chappell, Vice President, Finance, and the entire staff participating in the audit, noting that this was the first year GRF had conducted AAUW's audit. She characterized the process as having gone smoothly for the first year of a new audit engagement. Referencing a PowerPoint presentation shown at the meeting, Ms. Cahill then reviewed the scope of the engagement, also noting non audit related consulting work conducted throughout the year.

Referring to the previously distributed draft audit letter and financial statements, as well as the draft 401s and 410k letters and management's response to the auditors recommendations, Ms. Conklin then reviewed and responded to questions on the substance of the audit letters, the independent audit

report and management's response to the audit recommendations. She commented on the audit practices used in conducting the audit, new accounting standards affecting AAUW's financial reporting, and the audit team's review of AAUW's allocation of expenses between programs and other sensitive estimates and valuations. She reported that GRF had issued an unmodified opinion on the financial statements for year ended June 2022, an unmodified opinion on the prior year unmodified opinion issued by the previous audit firm, and a report on consolidating supplement information in relation to the financial statements. Ms. Conklin then reviewed and responded to questions on key highlights from the draft audited financial statements and consolidated reports of financial condition. She also reviewed and responded to questions on the footnotes to the audited financial statements.

Ms. Conklin confirmed that no material weaknesses or significant deficiencies had been identified during the financial audit and one significant deficiency for the 401a and 401k audits. She reviewed the recommendations suggested by the audit team as a result of their audit of the 401a and 401k plans and some additional best practices recommended by the audit team. She again expressed appreciation to the management team for their cooperation in working with the audit team.

Ms. Conklin responded to questions related to comments in the audit on AAUW's cyber security practices, and to additional questions related to some of the auditors' best practices recommendations.

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

Resolution Accepting AAUW's FY 2022 Audited Financials

The Board of Directors of AAUW accepts AAUW's FY 2022 Audited Financials

Mses. Cahill and Conklin and Messrs. McNight and Chappell left the meeting at this time.

Governance Matters

Articles of Incorporation. Cheryl Sorokin, Secretary, referring to the previously distributed memorandum dated November 30, 2022 titled AAUW Governance Documents, recommended that AAUW's articles be restated and amended because they did not reflect major changes that occurred as part of the 2009 change in AAUW structure and therefore contained irrelevant, extraneous and inconsistent provisions. She also reported that the last amendment had inadvertently created a legal issue that needed to be addressed. She reported that the proposed amendment and restatement would address all these issues and also align AAUW's articles with current governance practices and changes in law. In response to questions, Ms. Sorokin explained that the proposed changes were drafted by outside legal counsel so as not to be dependent on changes to AAUW's bylaws and she reviewed the previously distributed memorandum from counsel explaining why the articles could be amended by the board without the need for membership approval.

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

Resolution Amending AAUW's Articles of Incorporation

The Board of Directors of AAUW amends AAUW's Articles of Incorporation as presented in Exhibit A.

Bylaws. Ms. Sorokin then called the board’s attention to a clerical revision in the wording of the purpose clause in the draft bylaws previously approved by the board (to be voted on by the membership in the spring), noting that because the change was clerical in nature, no board approval was required. She pointed out that the change simply reflected quotation of the statutory/regulatory language used by the IRS in defining nonprofits, instead of an abbreviated description of that language that was contained in the prior draft.

Ms. Sorokin also called the board’s attention to the fact that as part of required compliance with IRS regulations affiliates would be required to adopt new bylaws if the proposed new AAUW bylaws were adopted. She noted that the template used by affiliates could be adjusted to align with the changes in AAUW’s revised bylaws as a matter of administrative procedure, without the need for board approval.

Malinda Gaul, Vice Chair, noted that the proposed changes to AAUW’s bylaws would be reviewed with state presidents as part of the board liaison meetings in January.

Member Comment Period. Referring to a previously distributed memorandum titled “Spring 2023 Member Election and Comment Period,” Shannon Wolfe, Managing Director and Chief of Staff, noted that matters to be voted on by the membership in the spring included election of 4 directors, approval of the proposed revised bylaws and potential changes to the AAUW Public Policy Priorities. She noted that members would be able to comment on the proposed bylaws and make suggestions for changes to the public policy priorities. In response to questions, she noted that the board’s decision not to recommend a change in the membership requirement as part of the bylaw changes might be controversial with some members.

Appointment of Nominating Committee Chair. Referring to the previously distributed memorandum dated November 30, 2022 and titled “Appointment of Nominating Committee Chair,” Ms. Wolfe reported that board member Jeanie Latz was stepping down from the Nominating Committee Chair role because she would be standing for a second term, and the Vice Chair of the Committee, Susan Negrete, was unable to assume the Chair role for personal reasons. She reported that Cheryl Sorokin, Secretary and a member of the Nominating Committee, was recommended as the replacement for Ms. Latz during the nomination process. On motion made, seconded and carried, the board adopted the following resolution:

Resolution Appointing AAUW Nominating Committee Chair

The Board of Directors of AAUW appoints the following individual to the position indicated below:

Cheryl Sorokin, Nominating Committee Chair.

Approval of Minutes

Referring to previously distributed minutes of the October 28, 2022 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 28, 2022 board meeting as presented.

Informational Items

On motion made, seconded and carried, the board acknowledged receipt of the following information items:

- a. Sustainability Planning Update dated November 30, 2022
- b. Operational Updates dated November 30, 2022
- c. Executive Committee Report dated December 1, 2022

Ms. Wolfe and Mr. Chappell left the meeting at this time.

#### Resignation of Dale Satake from the Board

The chair reported that Dale Satake had submitted her resignation as a board member, effective December 31, 2022, as a result of changes in her personal life. She noted that Ms. Satake would continue to chair the Advancement Committee until the end of her term in June 2023. She then expressed appreciation to Ms. Satake for her participation and leadership on AAUW committees and her contributions as a director although her tenure in that position had been short. Ms. Satake commented on her continuing commitment to AAUW's mission and thanked board members for their continuing efforts in support of advancing equity for women and girls.

#### Executive Session

The board met in Executive Session. During the executive session Monique Taylor joined the meeting and Mr. Bertolino had to discontinue his participation before the end of the session.

#### Adjournment

There being no further business, the meeting was adjourned.

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Cheryl Sorokin  
Secretary