

**ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)  
BOARD OF DIRECTORS  
MINUTES OF MEETING  
February 16-17, 2023**

Meeting held in person and  
via video conference

Directors Present/Absent\*

Julia Brown, Chair \*\*  
Malinda Gaul, Vice Chair (via Zoom) \*\*  
Peggy Cabaniss, Finance Vice Chair  
Cheryl Sorokin, Secretary  
Kimberly Adams  
Gloria Bañuelos (appointed February 16, 2023)  
Joe Bertolino \*\*  
Lisette Garcia  
Elizabeth Haynes  
Jenna Kirkpatrick Howard  
Jeanie Latz  
Edwina Martin \*  
Shaila Rao Mistry (via Zoom) \*\*  
Monique Taylor\*\*  
Mary Zupanc  
Gloria Blackwell, Ex Officio  
\*\* Present only on February 17, 2023

Staff Present

Gloria Blackwell, CEO  
Shannon Wolfe, Managing Director and Chief of Staff  
\*\*Present only on February 17, 2023

Call to Order on February 16, 2023

Cheryl Sorokin, Secretary, and Chair of the Nominating Committee, called the meeting to order, noting the presence of a quorum.

Appointment of Gloria Bañuelos to the Board

Referring to the previously distributed memorandum dated February 6, 2023 titled "Recommendation of the Nominating Committee to Appoint Gloria Bañuelos to the Board of AAUW," Ms. Sorokin reported that the Nominating Committee recommended that Ms. Bañuelos be appointed to the board effective on this date to fill the unexpired term of Dale Satake who resigned effective December 31, 2022. She noted that the biography of Ms. Bañuelos had been included with the memorandum. On motion made, seconded and carried, the board adopted the following resolution:

Resolution Approving AAUW Board of Director Appointment

The Board of Directors of AAUW appoints Gloria Bañuelos a director of AAUW effective February 17, 2023, for a term ending June 30, 2025.

Ms. Bañuelos joined the meeting at this time and was welcomed to the board by Gloria Blackwell, CEO, as well as other members of the board present on February 16, 2023.

Meeting Recess

There being no further business on the agenda for February 16, Ms. Sorokin recessed the meeting until the following morning.

Meeting Reconvened

Julia Brown, Chair, reconvened the meeting on February 17, 2023. She again welcomed Ms. Bañuelos as a new member of the board. She also thanked director Joe Bertolino who had recently expressed his appreciation and support for AAUW by becoming a Legacy Circle member.

Ms. Brown noted that the principal focus of the meeting would be discussion of the sustainability framework being developed by Ms. Blackwell and the AAUW leadership team for consideration by the board. She encouraged the board to offer suggestions and to challenge assumptions, with the understanding that planning is an iterative process and the presentation at this meeting was not expected to be final or to address all the issues facing AAUW as an organization, many of which had existed for a number of years. She noted that the sustainability work would be continuing throughout 2023, and she reviewed the expected timeline for further board review and input and for commencement of the implementation stage in early 2024.

Ms. Brown reported that a board task force would be appointed as part of the sustainability process to address and recommend options for addressing sustainability issues specifically related to AAUW's membership and affiliate structure.

Ms. Brown noted the importance of having accurate data on the costs and the impact of AAUW's work, as well as its governance structure. She also noted the importance of testing and piloting different approaches in programming and structure as the sustainability plan develops. She pointed out that while sustainability needs to be based on a shared and realistic vision of AAUW's strengths and capabilities, implementation must be flexible and adaptable to changing circumstances.

Ms. Brown invited the board to envision AAUW's future following completion of a successful sustainability process. At Ms. Brown's request, board members shared their respective visions.

Ms. Blackwell commended AAUW's staff for their work to-date on sustainability, noting that everyone on staff is engaged in the process. She noted that leadership from the board would be crucial to effecting needed change, especially in light of previous attempts to address issues related to sustainability that, while well-intentioned, had not achieved sufficient results for long-term organizational success.

Referring to a previously distributed memorandum dated February 8, 2023 titled "Sustainability Planning Memo," Ms. Blackwell then reviewed the sustainability planning goals previously discussed with the board, including:

1. Evaluation of the financial sustainability and impact of AAUW's areas of work through an equity lens.
2. Using results from the analysis to inform board/leadership decision-making on appropriate resourcing of AAUW's areas of work, prioritization and focus of the organization.
3. Clarifying and focusing AAUW's priorities through a Justice, Equity, Diversity and Inclusion (JEDI) lens since, while a gender lens is core to AAUW's mission, AAUW also seeks to operate through an organizational racial equity lens, which requires that DEI metrics and analysis be incorporated into the sustainability framework.

Ms. Blackwell reminded the board that the need for sustainability planning had been heightened by the board's discussion and approval of the FY 2023 budget with a deficit of \$329k on a \$17M budget. She pointed out that it had not been possible to present a balanced budget without cutting programs or reducing staff and that AAUW had already had three rounds of layoffs and multiple restructurings in the last 6 years along with significant cuts to all non-endowed programs. Ms. Blackwell also pointed out that:

1. Inflation and continued demands for member support (including both administration and mission-based work such as policy support for branch members), new/enhanced public programming, and new research do not align with the financial realities of AAUW's flat and/or highly restricted revenue;
2. AAUW has operated for several years by cutting expenses (both staff positions and other operating expenses) while revenue has remained relatively flat; and
3. If AAUW continues on its current course, with annually rising expenses and no major changes to revenue, deficit budgets would continue to increase.

Ms. Blackwell reviewed and responded to questions on the level of deficits that could reasonably be expected without efforts to address the imbalance between revenue and expenses. Shannon Wolfe, Managing Director and Chief of Staff, responded to questions on the assumptions underlying the estimates of potential deficits.

Referring to a PowerPoint presentation shared with the board at this meeting, Ms. Blackwell asked the board to consider the following five questions:

Considering AAUW's commitment to justice, equity, diversity and inclusion and the results from the sustainability study to be presented at this meeting:

1. Does the approach being suggested prioritize AAUW's mission, vision and goals versus the organization itself?
2. Does the approach represent and support AAUW stakeholders and those impacted by AAUW's work?
3. Does the approach differentiate AAUW effectively and sufficiently from other gender equity organizations?
4. Does the approach reflect a realistic assessment of AAUW's financial and talent resources to implement it? If so, what financial and talent resources will support it?
5. What risks does the approach raise?

Ms. Blackwell then proposed that, based on the work conducted by staff so far, AAUW's sustainability could be enhanced by framing and honing its focus and activities around higher education, noting that such a framework offered the opportunity to maximize AAUW's current and historical strengths and increase its funding opportunities.

Ms. Blackwell reviewed and responded to questions on the basis for the proposal, commenting on staff's analysis of AAUW's current programs and ways in which the proposed focus on higher education could help deepen AAUW's impact and bring in new opportunities for funding the organization. She noted her belief that maintaining a JEDI lens in development of programming and activities would be an important competitive advantage and differentiator for AAUW from work being done by other organizations. She also commented on opportunities for scaling existing programming, such as STEMEd for Girls, and increasing AAUW's work with fellowships and grants alumnae under the proposed framework. She also noted the alignment of the higher education focus with AAUW's name.

Ms. Blackwell responded to questions on possible funding opportunities, and on issues facing institutions of higher education that could complicate implementation of programming under a framework focused on higher education. In response to additional questions, she noted that staff was beginning the process of developing business plans based on adapting existing programming to increase program impact and financial sustainability under the proposed higher education focus. She noted that some existing programs appeared to be easily adaptable to the proposed framework, but others might not be, and therefore would need to be divested, eliminated, or structured entirely differently. She reiterated the importance of ongoing efforts to track and analyze data on the effectiveness and sustainability of all AAUW programming and activities and to include JEDI goals in all programming.

In response to questions, Ms. Blackwell noted that no decisions or recommendations on elimination of programs or activities had yet been proposed, as staff needed more time to investigate how programs that score low on impact or sustainability might be improved. Referring to the previously distributed material which analyzed AAUW's existing programs, Ms. Blackwell reviewed and responded to director questions on the analysis process and results.

Ms. Blackwell and Ms. Wolfe reviewed and responded to questions on the previously distributed results of the recently conducted affiliate survey designed to update data and information on the activities of AAUW affiliates. Discussion ensued on the need to maximize member engagement, the need to eliminate AAUW's degree requirement for membership which is perceived by university students and other young people as elitist and discriminatory, the drawbacks inherent in AAUW's current affiliate governance structure, and the financial cost of attempting to meet member expectations for services from the national organization.

Ms. Blackwell noted that the survey found that 98% of AAUW's current membership identifies as white, noting the opportunities and drawbacks associated with this demographic information. Referring to a previously distributed memorandum dated February 8, 2023, titled "Justice, Equity, and Inclusion (JEDI) at AAUW," Ms. Blackwell and Ms. Wolfe reviewed and responded to director questions on AAUW's JEDI focus, noting that JEDI had been incorporated into both the 2018 and 2020 strategic plans and continues to inform three main areas of AAUW's work: staffing and human capital management; programs and services; and membership. Several directors commented on the work of AAUW's Inclusion and Equity Committee with affiliates on JEDI issues, including the Diversity, Equity and Inclusion Toolkit for affiliates. Ms. Blackwell also noted the national office's encouragement to affiliates to appoint Diversity Officers.

The board discussed the feasibility of increasing involvement of members and affiliates in public policy and advocacy work, given the interest in this aspect of AAUW's programming shown in the survey.

The board also discussed the need to eliminate the degree requirement for AAUW membership and several board members pointed out the benefits of continued efforts to eliminate the requirement under the proposed new framework.

Ms. Blackwell reviewed her proposal that a board taskforce be created to examine how to address membership issues. She noted that the taskforce would likely benefit from assistance of outside consultants, given the complexity of the issues to be examined and the need for the taskforce to produce actionable recommendations for addressing membership issues. Discussion ensued on the role of the taskforce and the difficulties of changing organizational culture, especially in light of the perceived traditional reluctance of AAUW members to support organizational change.

Ms. Brown indicated she would be requesting participation of several board members in such a taskforce, and the participation of others in a fiscal year 2024 campaign to eliminate the degree requirement for membership.

Mses. Blackwell and Wolfe reviewed a slide titled “20 Years of AAUW Dues,” and pointed out the impact of declining membership on revenue. They also reviewed prior investments to support membership expectations for service from the national organization and to support the activities of local affiliates, including leadership training, public policy support, and membership recruitment, noting that such investments had not resulted in improving membership levels and engagement, nor revenue. Referring to the previously distributed memorandum dated February 8, 2023, titled “Resources for Association Trends,” the board discussed issues facing membership organizations in the current culture and business environment as well as the problems that AAUW’s affiliate organizations are facing in their own operations.

Ms. Wolfe then reviewed and responded to questions on the level of budget deficits that could be expected over the next five years based on the staff’s current five-year financial outlook, absent any action to improve sustainability. She responded to questions on the challenges of attempting to eliminate budget deficits. Mses. Blackwell and Wolfe pointed out that one goal of the sustainability project was to have programs not only fully funded, including administrative costs, but also to return a profit to the organization to increase unrestricted reserves. Ms. Wolfe responded to questions on management of expenses and internal accounting allocations of expenses, the level of contributed income from members, and the challenges for AAUW of raising contributed income from other sources. She noted the difficulty in making substantial changes in programming and organizational focus, and the need for realistic expectations on the timing of any implemented changes on revenue.

Mses. Blackwell and Wolfe commented on the potential costs associated with the current sustainability effort and the impact of timing for finalizing and beginning implementation of the new framework on developing the FY 2024 budget.

Ms. Blackwell responded to questions on the timeline for finalizing the work needed to announce and launch programming and other changes contemplated in moving to the higher education framework. The board noted the importance of clear communication between Ms. Blackwell and the board in between board meetings as the sustainability work continues. Ms. Blackwell responded to questions on staff’s ability to proceed with current work while at the same time working on sustainability planning, the potential need for outside consultants to assist in the sustainability planning as well as with the board taskforce on membership, and plans for communications with the membership on the sustainability work.

The board discussed the proposed framework and the sustainability work conducted to date and directors offered comments and suggestions on the proposed framework. Ms. Blackwell responded to questions on possible impediments to implementation of the new framework, including possible limitations inherent in AAUW’s mission which focuses on advancing equity

for women and girls since some institutions of higher education were not comfortable with the gender focus.

#### Executive Session

Mses. Blackwell and Wolfe left the meeting at this time and the Board met in Executive session.

#### Regular Session Reconvened

Mses. Blackwell and Wolfe rejoined the meeting. Ms. Blackwell expressed her appreciation for the board's openness to the ideas presented at this meeting and to the sustainability work conducted to date. She then offered her perspective, as a new CEO and Black woman, on feedback and comments with respect to her leadership/board engagement that were shared with her by Lisette Garcia that had been made during recent informal social zoom gatherings of board members that she had not attended. She expressed her disappointment with the feedback, which seemed to call into question her ability to fully perform the CEO role and need to reach out for "help" from board members. She also indicated that as a Black woman, it was reminiscent of the "glass cliff" whereby she was expected to solve decades of AAUW issues overnight or have her competence questioned. She also stressed the importance of board members communicating with her directly regarding her overall leadership of the organization or the sustainability project, and stepping up to share any skills without waiting to be asked. Board members acknowledged her concerns and agreed that further discussion was warranted to ensure mutual understanding. Ms. Blackwell indicated she would be scheduling one on one meetings with board members before the June board meeting.

Ms. Blackwell commented on the inherent difficulty of changing organizational culture and the importance of board members being fully engaged in the process. She encouraged board members to continue to approach the sustainability process with openness and optimism, while at the same time recognizing that the process would be iterative and staff would need time to finalize business plans as noted in the timeline. She also noted that even plans developed with necessary due diligence may not always be prove feasible. Discussion ensued on the role of the board in overseeing the sustainability project.

Ms. Blackwell outlined plans for communications with members at upcoming affiliate spring conventions and regional meetings, noting that the national staff would be preparing messaging that would continue the groundwork started in previous years to provide members with a realistic view of AAUW's organizational challenges and the need to address them through sustainability planning.

Following further discussion and exchange of ideas, the board expressed appreciation for the sustainability work that had been conducted to date and encouraged Ms. Blackwell to continue to develop and refine the proposed higher education framework and plans for implementation as discussed with the board at this meeting.

Mses. Blackwell and Wolfe reviewed and responded to questions on the fiscal year budgeting process, the budget implications of the need for investing in sustainability work, and the

organizational impact of deficit budgets of varying potential levels. Discussion ensued on the need to balance continued efforts to minimize budget deficits with the necessary effort and costs of refocusing the organization for future sustainability.

Mses. Blackwell and Wolfe noted the importance of keeping focused on the framing questions reviewed at the start of the meeting and on actionable options for addressing the issues affecting AAUW's sustainability.

#### Approval of Minutes

Referring to the previously distributed minutes of the December 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 December 7, 2022 board meeting as presented.

#### Membership Consent Calendar

Referring to the previously distributed memorandum dated February 7, 2023 titled Membership Consent Calendar, 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 February 4, 2023.

#### Appointment of Director and Recommendation of Nominees for Election by the Membership

Referring to the previously distributed memorandum dated February 1, 2023 titled "Elected and Appointed Director Approvals, Ms. Sorokin reported that the Nominating Committee had concluded its process of reviewing candidates seeking appointment or election to the board and recommended that incumbents Kimberly Adams, Jenna Howard, Edwina Martin and Shaila Rao Mistry be nominated for election by the membership to second terms as directors, and that incumbent Jeanie Latz be appointed by the board at this meeting to a second term commencing at the conclusion of her current term. Ms. Sorokin reviewed and responded to questions on the committee's process. She noted that only one additional individual had sought a director position, but the committee determined that her interests and qualifications were not aligned with the needs of the board.

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

#### Resolution Appointing an AAUW Director



The Board of Directors of AAUW appoints Jeanie Latz to the AAUW board of Directors for a term starting the earlier of July 1, 2023 or the date board terms begin under the amended and restated AAUW bylaws if those bylaws are approved by the membership in the spring of 2023.

Resolution Approving AAUW Board of Director Candidates for Membership Vote

The Board of Directors of AAUW approves the following candidates for membership vote in the spring of 2023 for the position of director:

Kimberly Adams  
Jenna Howard  
Edwina Martin  
Shaila Rao Mistry

Appointment of Nominating Committee Chair

Referring to the previously distributed memorandum dated February 8, 2023, titled “Nominating Chair Appointment, Ms. Sorokin explained that Jeanie Latz had served as chair of the Nominating Committee until November 2022 when she decided to apply for a second term on the board and in accordance with the bylaws she resigned as Chair of the committee while her application was considered. Ms. Sorokin, who had temporarily been appointed as chair of the committee for the period Ms. Latz was ineligible, pointed out that given that Ms. Latz had now been appointed to a second term she was no longer a candidate for election and was eligible to return to the position of Chair of the Nominating Committee. 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 to serve in accordance with her original appointment:

Jeanie Latz, Nominating Committee Chair

Submission of Revised Bylaws and Public Policy Priorities for Vote of the Membership

Referring to the previously distributed memorandum dated February 8, 2023 titled “Final Bylaws for Submission to the Membership for a Vote,” Ms. Sorokin requested board approval of final changes to the proposed revised bylaws to be submitted to the membership in the Spring, noting that the changes reflected comments from the membership received during the membership comment period. She reviewed and responded to questions on the changes.

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

Resolution re: AAUW Bylaws Amendments

The Board of Directors of AAUW approves submitting the proposed amended and restated bylaws to the membership for a vote in spring 2023 in the form attached to the memorandum dated February 8, 2023 and titled “Final Bylaws for Submission to the Membership for a Vote.”

Referring to the previously distributed memorandum dated February 8, 2023 titled “2023 Membership Vote Recommendation for Public Policy Priorities,” Ms. Sorokin noted that based on member feedback during the comment period the Public Policy Committee recommended additional specificity in AAUW’s statement of its commitment to diversity, equity and inclusion by referencing age and income.

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

Resolution re: AAUW’s Public Policy Priorities

The AAUW Board of Directors approves submitting the proposed public policy priorities to the membership for a vote in spring 2023 in the form stated in Exhibit A to the memorandum dated February 14, 2023 titled “2023 Membership Vote Recommendation for Public Policy Priorities” presented at this meeting

Information Items

The board acknowledged receipt of the following information items:

February 2023 Finance Memo  
Executive Committee Report February 2023  
CEO Update February 2023  
Operational Updates February 1, 2023

Adjournment

There being no further business, the meeting was adjourned.

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Cheryl Sorokin  
Secretary