

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MINUTES OF MEETING
May 17, 2023**

Meeting held
via video conference

Directors Present/Absent*

Julia Brown, Chair
Malinda Gaul, Vice Chair
Peggy Cabaniss, Finance Chair
Cheryl Sorokin, Secretary
Kimberly Adams*
Gloria Bañuelos
Joseph Bertolino *
Lisette Garcia
Elizabeth Haynes
Jenna Kirkpatrick Howard
Jeanie Latz
Edwina Martin
Shaila Rao Mistry *
Monique Taylor
Mary Zupanc
Gloria Blackwell, CEO, Ex Officio

Staff Present

Shannon Wolfe, Managing Director and Chief of Staff

Call to Order

Julia Brown, Board Chair, called the meeting to order.

CEO Update

Sustainability Planning and Taskforce Appointments

Referring to previously distributed "Sustainability Planning Memo" dated May 10, 2023, Gloria Blackwell, CEO, reviewed the goals of the sustainability project and based on the first phase of the sustainability work conducted by staff, the direction approved by the board in February to frame AAUW's work around higher education, specifically adapting AAUW's focus to target higher education audiences to leverage AAUW programs for greater profitability; maximize areas of high sustainability and impact such as Fellowships and Grants, alumnae engagement and STEMed for Girls; maximize AAUW's

JEDI lens in its programming and staffing; and address AAUW's declining membership model.

She reviewed and responded to questions on the timeline for project deliverables. She commented on the budget implications of the sustainability work currently in progress, and on the metrics being developed to measure impact. She pointed out that work on the sustainability project was proceeding simultaneously with management of current programming, and everyone on staff was balancing day-to-day work with the work needed on the sustainability project. In response to questions, Shannon Wolfe, Managing Director and Chief of Staff, noted that the goal in sustainability planning was for all AAUW programs to be profitable, or at least breakeven as far as revenue and expense, and further information on program profitability would be part of the business plan presentations at the October 2023 board meeting.

Referring to the previously distributed memorandum titled "Task Force Appointments" dated May 15, 2023, the Chair noted plans for two board task forces to be created to analyze membership issues related to AAUW's sustainability. She proposed that a Membership Task Force be created to examine AAUW's membership and affiliate structure and provide recommendations on if/how a mission-based membership model can be sustainable. She indicated that while this taskforce would need to be in dialogue with the membership and with affiliate leadership in the course of its work, she recommended that only board members be appointed to the taskforce, at least initially. She reviewed the rationale for this recommendation and then recommended that a Degree Campaign Task Force be created to support efforts to eliminate the degree requirement for membership. She noted that this taskforce would be leading and helping to coordinate the work of members and groups of members not on the board who previously had worked to eliminate the degree requirement.

Ms. Brown noted that draft charters were being prepared for each of the task forces, which would be formally approved by the board at the June meeting. She noted that she had contacted board members to determine their availability to participate on the task forces and recommended the appointment of task force members at this meeting.

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

Resolution Appointing AAUW Task Forces

The Board of Directors of AAUW appoints the following task forces and individuals to the positions indicated below:

Membership Task Force

Elizabeth Haynes, Chair

Gloria Bañuelos, Member

Peggy Cabaniss, Member

Cheryl Sorokin, Member
Monique Taylor, Member

Member Degree Requirement Campaign Task Force

Kimberly Adams, Chair
Lisette Garcia, Member
Edwina Martin, Member
Shaila Rao Mistry, Member
Mary Zupanc, Member

Oral History Project

Ms. Blackwell reported and responded to questions on the reaction of some of the membership to the recently initiated AAUW oral history project using a third-party vendor. She noted that the vendor had been vetted by staff, but due to miscommunications, the vendor had begun contacting members before the national staff had alerted the membership about the project, causing some members to be confused about its purpose and to react negatively even though their participation was not mandatory.

Ms. Blackwell explained that while the project had proven helpful in updating member information and in obtaining stories about members' history and experiences in AAUW from over 6000 members to-date, the project for branch members was being terminated because of the extent of the divisive and negative response of some members and affiliates. She noted the potential implications for future projects given the difficulties created by the negativity of some members toward the national organization and the level of incivility of some in dealing with staff.

Ms. Blackwell responded to questions from board members on whether the project could be salvaged, what steps might have helped prevent the negative reaction, and what actions should be taken to help deal with the uncivil treatment of staff by some members. Board members commented on their own interactions with members related to the oral history project. The board discussed the generally divisive social and political environment in the U.S. including in other organizations to which they belonged, and the importance of anticipating the potential for negative and divisive reaction as part of planning programming and projects. Several directors expressed interest in having the board make a statement to the membership about the need for members to assume positive intent in dealing with staff and to keep interactions with staff civil and respectful.

Budget Discussion

Peggy Cabaniss, Finance Chair, called attention to two previously distributed executive summary documents on the FY 2024 draft budget. She explained that the Finance Committee, based on several discussions with staff, had encouraged efforts to minimize the reduction of unrestricted assets in development of the budget with the understanding that it would be

counterproductive to attempt to produce a balanced budget while the sustainability work was not finished. Although the draft budget includes a modest deficit of \$398K from unrestricted assets, it also assumes a withdrawal of \$5.3M from Temporarily Restricted Assets in order to reduce the projected deficit as much as possible. She reported that at its last meeting the Finance Committee had approved recommending the draft budget presented to the board at this meeting, while acknowledging that the proposed budget does not address the ongoing gap between revenue and expense.

Ms. Cabaniss then reviewed and responded to questions on the proposed use of temporarily restricted funds in the draft budget and she and Ms. Wolfe responded to board questions on AAUW's sources of revenue. Ms. Wolfe reviewed and responded to questions on the level of AAUW's permanently restricted assets and temporarily restricted assets, noting that such assets could only be used in accordance with donor intent and pointed out that AAUW does not have enough revenue to support expenses, such as those related to membership, not covered by its restricted assets. She responded to questions on the costs associated with managing member expectations for services.

Referring to the previously distributed memorandum titled Proposed FY 2024 Budget, to various previously distributed documents with proposed budget details, and to several PowerPoint slides which she presented at the meeting, Ms. Wolfe reviewed the draft budget on a line by line basis. She reiterated that ongoing work on sustainability was a major factor in preparing the proposed FY 2024 budget and that the draft budget contemplates a \$398k deficit as well as a withdrawal of \$5.3M from Restricted Assets to allow the organization to make the investments needed to support the sustainability efforts. She explained that such investments were expected to facilitate the development of a revenue model sufficient to produce annual revenue increases needed to meet annually increasing expenses. She explained such expenses related to the development of financially sustainable business plans for AAUW's programs (including NCCWSL, Work Smart, Start Smart, Money Smart and Empower) and College/University membership, as well as expenses related to the proposed Membership Task Force, scaling the STEMEd for Girls program and investing in initiatives that ensure AAUW is approaching its work with a JEDI lens. She noted that program and C/U business plans were expected to be presented to the board in October 2023 with implementation starting in early 2024, and that depending on the nature of those plans, the budget might need to be adjusted.

Ms. Wolfe then reviewed and responded to questions on factors that were considered in preparing the proposed budget, including assumptions on the continuing decline in membership, the volatility of the stock market, anticipated revenue from programs, potential corporate or foundation or other donor support for various programs, inflationary pressures, salary and benefits expense, anticipated rental income from subleasing office space, accounting rules affecting treatment of income from subleasing, expectations for additional in-person meetings and business travel, consulting expenses for the Membership Task Force, and communications expense. Ms. Wolfe responded to director questions on depreciation expense.

Following further discussion on individual line items and the overall level of the deficit in the proposed budget, Ms. Wolfe encouraged directors to contact her before the June meeting with any further questions on the proposed budget, noting it was scheduled to be presented for board approval in June.

Leadership Succession Planning

Referring to the previously distributed memorandum titled Succession Planning Process dated May 12, 2023, Jeanie Latz, Chair of the Nominating Committee, reported that at the Board's request and in anticipation of the bylaws being revised by vote of the membership, the Nominating Committee had begun gathering information to help inform development of a Board leadership succession planning process. She explained that she and two other members of the Nominating Committee had spoken individually with the Board members about

- a. the types of Board members needed to meet the current challenges of the organization, including gaps between the needs and current make-up of the Board;
- b. the skills, experience, and personal attributes that are of particular importance for the board leadership; and
- c. potential candidates from among current Board members for leadership positions and leadership development opportunities.

She then reviewed the themes that had surfaced in the interviews. She reported general agreement that while current board members are a diverse, talented group which collectively has the skills, experience and background needed for the oversight of the complex organization, there is a sense that the Board as a group is not as effective as it can and should be. She noted that some board members feel they are not being utilized to their fullest extent in light of the background and expertise they bring to the board. She also reported that board members are open to and interested in becoming involved in leadership opportunities and feel that leadership positions (officer positions and committee chair positions) should be rotated and refreshed to provide leadership development opportunities.

Ms. Latz also reported that in the interviews there was general agreement among board members that leadership positions required significant amounts of time as well as dedication, and that all leaders need the ability to inspire and maintain a positive vision of the organization.

Ms. Latz noted that, based on the interviews, the Nominating Committee recommended that the board to begin developing a succession planning process immediately, taking into account current leadership skills and experience of all board members as well as board member interests in serving in leadership, and including the development of pathways to the assumption of leadership roles through, for example, rotation of committee chairs, the creation of committee vice chair positions, assistant officer roles, and other mechanisms for leadership development. She noted that the Nominating Committee was prepared to work with the board to provide options for expanding leadership opportunities for potential leadership candidates taking into consideration the skills and experience identified by Board members for specific leadership positions.

Board members expressed appreciation for the work of the Nominating Committee and there was consensus that development of a transparent succession planning process was needed covering the points raised in the Nominating Committee interviews. The board chair indicated that work on development of a succession planning process would begin soon.

Organizational Resolutions

Appointment of Board Officers

Referring to a previously distributed memorandum titled “Officer Appointments” dated May 12, 2023, Cherie Sorokin, Secretary, reported that Malinda Gaul and Julia Brown continue in their current Chair and Vice Chair officer positions because they were appointed to three-year terms by the membership ending in the spring of 2024 and those terms were not truncated by the adoption of the revised bylaws. She noted that neither would be eligible for re-election after May of 2024 until after a break in service. She then pointed out that since a new succession planning process reflecting the change in the bylaws on officer appointments was not yet in place, it was in order for the positions of Secretary and Finance Chair to be approved by the board based on the recommendation of the current board chair, AAUW’s current process.

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

Resolution Appointing AAUW Finance Chair and Secretary

The Board of Directors of AAUW appoints the following individuals to the positions indicated below, for terms indicated in the bylaws, to serve until their successors are appointed or their earlier resignation or removal:

Peggy Cabaniss, Finance Chair
Cheryl Sorokin, Secretary

Approval of FY 2024 Board Meeting Dates

Referring to the previously distributed list of proposed board meeting dates for FY 2024, on motion made seconded and carried, the board approved the following schedule of meetings, with the understanding that in-person meetings would depend on the public health situation, and that a phone/Zoom option would be available for all meetings.

Wednesday, August 30, 2023 Time: 4:00 pm – 5:30 pm ET Location: Virtual meeting via Zoom

Friday, October 27, 2023 Time: 9:00 am – 4:00 pm ET Location: Washington, DC
Optional dinner Thursday, October 26

Wednesday, December 6, 2023 Time: 4:00 pm – 5:30 pm ET Location: Virtual meeting via Zoom

Friday, February 23, 2024 Time: 9:00 am – 4:00 pm ET Location: Washington, DC
Optional dinner Thursday, February 22

Wednesday, May 15, 2024 Time: 4:00 pm – 5:30 pm ET Location: Virtual meeting via Zoom

Friday, June 14, 2024 Time: 9:00 am – 4:00 pm ET Location: Washington, DC
Optional dinner Thursday, June 13

Per AAUW’s travel policy, board members are reimbursed for travel expenses associated with board meetings.

Approval of Minutes

Referring to the previously distributed draft minutes of the February 2023 board 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 16-17, 2023 board meeting as presented

Membership Consent Calendar

Referring to the previously distributed memorandum dated May 12, 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 May 10, 2023

Reports and Information Items

Referring to previously distributed reports and information items, on motion made, seconded and carried, the board acknowledged receipt of the following information items.

- a. Report of Exec Committee dated May 12, 2023
- b. GRF Audit Planning Letters attached to the memorandum dated May 12, 2023 and titled “GRF Audit Planning Letter”
- c. March 2023 Finance Memo

Adjournment

There being no further business, the meeting was adjourned.

Cheryl Sorokin, Secretary