

**ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MINUTES OF MEETING
August 31, 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

Call to Order

Noting the presence of a quorum, Julia Brown, Chair, called the meeting to order. She welcomed Monique Taylor to her first AAUW board meeting. Ms. Taylor expressed her appreciation to the board for her appointment indicating it was an honor for her to serve and support the mission of advancing equity for women and girls.

Update on Operations and Finances

Referring to the previously distributed financial report for the full fiscal year ending in June 2022, and to a PowerPoint slide presentation presented at the meeting titled "CEO Update Board of Directors Meeting August 2022," Gloria Blackwell, CEO, reviewed the year-end level of restricted and non-restricted assets, and responded to comments and questions on the level of contributions and dues revenue, the amount of fellowships and grants awarded, the impact of market volatility, and management of expenses during the year. She noted that unrestricted giving to AAUW was continuing to increase and she encouraged directors to continue to stress the importance of unrestricted giving when talking to members. In response to questions, she noted that staff was investigating the reasons behind the decline in national membership. Peggy Cabaniss, Finance Vice Chair, noted that the year-end financial statements had been previously reviewed by the Finance and Investment Committees.

Ms. Blackwell highlighted and the board discussed the financial implications for AAUW absent increases in unrestricted assets or adjustments in programming in the future, including the potential for increasing annual operating deficits. She also pointed out that expenses were likely to grow at a 3% annual rate as

a result of inflation and that additional revenue was needed to offset this anticipated annual increase in expense.

Ms. Blackwell reported that efforts were in progress to evaluate the impact of AAUW's various programs in light of the fact that unrestricted assets were the source of funding for many current programs, and she also commented on pilot programs being considered to help align more of AAUW programs with the availability of funding from restricted assets. Ms. Blackwell pointed out the need to review AAUW's strategic plan to better align it with the reality of AAUW's resources as well as to consider individual goals under the plan with a diversity, equity and inclusion perspective. She commented on plans to conduct and analyze an affiliate survey in the fall as part of efforts to better understand the needs of affiliates, as well as the impact of support provided to affiliates from the national office. She then reviewed and responded to questions on the proposed timeline for reporting to the board on the results of these efforts focused on AAUW's long term sustainability as well as for discussion of recommendations and next steps.

The board expressed appreciation to Ms. Blackwell for the work being done, including the engagement of both national staff and affiliates in the process. Ms. Blackwell responded to director questions on the feasibility of requesting some donors to release restrictions on their endowed contributions to the organization.

Ms Blackwell responded to questions on current vacancies in senior staff positions.

Operations Update

Referring to a previously distributed memorandum dated August 23, 2022 titled "Operational Updates," Shannon Wolfe, Managing Director and Chief of Staff, reported on progress in addressing problems with certain of the functionalities of Nimble, AAUW's the new database system. She noted that most "member facing" functionalities were expected to be operational in September, including the ability of branch leaders to access information on branch member donations, an important feature for local affiliates. In response to questions, she noted that the majority of state level affiliates had been able to update their officer lists in the system, and while there was continued frustration with the new system, problems were gradually being worked through. She encouraged directors to remind members to make use of the "office hours" established by staff to address specific individual problems still being encountered by state and local affiliates. She also noted the availability of material online designed to help members and affiliates access the new system and make understand the system's improved capabilities over those of the former membership database. Ms. Wolfe reported that progress was continuing to be made on other system functionalities that were unrelated to "member facing" aspects of the system.

Ms. Wolfe also reported that Merkle, AAUW's cash receipts processor was now depositing checks within 48 hours, with data files about a week later. She noted that there were still issues to be resolved related to some checks that had been sent in by members but not yet cashed by the processor. She noted that staff was continuing to meet weekly with the Merkle team and to raise issues requiring attention.

Ms. Wolfe reported that staff had now been instructed to return to the office for work at least two days per week beginning in mid-September. She responded to questions on staff reactions and possible concerns about this change in light of continued uncertainties with the evolving Corona virus variants.

Revision of AAUW Bylaws

Cheryl Sorokin, Secretary, reviewed the previously distributed proposed draft revised bylaws recommended by the Governance Committee for approval by the membership in the Spring of 2023. She highlighted changes in several provisions since the previous discussion with the Board. She pointed out that the draft as recommended by the Governance Committee contained a provision eliminating the membership degree requirement in AAUW's existing bylaws, but the Executive Committee had recommended against moving forward with a vote to eliminate the degree requirement at this time, so the draft presented for discussion retained the membership degree requirement of an AA or higher degree from an accredited institution of higher education.

The board discussed the Executive Committee's recommendation and the pros and cons of including a provision eliminating the degree requirement at this time given the fact that this particular issue had been controversial in the past and not received sufficient positive votes to pass. The Chair also noted the amount of staff time required to support an educational campaign for the membership on this issue at the same time that staff was engaged in addressing systems issues and reviewing AAUW's programs and strategic plan. Ms. Sorokin noted the benefits of obtaining membership support for the other proposed changes to the bylaws to bring AAUW's governance practices more in line with current governance practices, also noting that timing of the proposed change in how the Chair and Vice Chair were to be elected was important to address in advance of the next election.

Following discussion, it was the consensus of the board that while there was continued support on the board for the elimination of the degree requirement for membership, the requirement should be retained for now. It was also the consensus that the other proposed changes to the bylaws should be submitted to the members for a vote in the spring of 2023. Ms. Sorokin noted that members would have the opportunity to comment on the proposed bylaws prior to the vote in the spring of 2023.

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

Resolution Approving Proposed Changes to the AAUW Bylaws for Member Comment

The Board of Directors of AAUW Approves proposed bylaws changes in Exhibit A for the member comment period in 2023.

Approval of Minutes

Referring to the previously distributed minutes of the June 9-10, 2022 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 June 9-10, 2022 board meeting as presented.

Membership Consent Calendar

Referring to the previously distributed Membership Consent Calendar for the period June 2, 2022 through August 19, 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 August 19, 2022

Additional Appointment of Advancement Committee Members

Referring to a previously distributed memorandum dated August 23, 2022, titled "Additional Appointments to the Advancement Committee," on motion made, seconded and carried, the board adopted the following resolution:

Resolution re Committee Appointments

The Board of Directors of AAUW appoints the individuals below to the Advancement Committee for two-year terms commencing as of July 1, 2022.

Susan Barley
Bea Holt
Gloria Long
Joan Schneider
Mary Smith

Information Items

The board acknowledged receipt of the Executive Committee Report dated August 24, 2022.

Other Business

The Chair reminded directors to review the memorandum sent separately to each director with information on the revised state leader liaison program. Vice Chair Malinda Gaul summarized the key purpose of the revised program and noted that directors would be provided with back ground information and talking points in advance of each of the scheduled meetings. She also requested that directors send her a summary of key points from each meeting.

The Chair called directors' attention to the report in the Executive Committee's minutes on plans to continue strengthening the board's own governance processes by initiating the practice of annually asking directors to reflect on their own skills, experience, and performance, and that of their peers, in relation to the AAUW board's current needs. She explained she and Ms. Gaul planned to call each individual director to initiate discussion on these points and that the conversations would also provide directors with the opportunity to note any processes or additional information or practices that would be helpful in improving their individual effectiveness as a director. The Chair also noted such annual conversations would also be helpful in succession planning for the board and so would be timed to occur in September and October to coincide with the Nominating Committee's annual review of candidates for election or appointment to the board.

Ms. Blackwell left the meeting at this time.

Executive Session

The board met in executive session with Ms. Wolfe present.

Cherie Sorokin
Secretary