

**ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MINUTES OF MEETING
December 6, 2023**

Via Video Conference

Directors Present/Absent*

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

Staff Present

Gloria Blackwell, CEO
Shannon Wolfe, Managing Director and Chief of Staff
Tom Chappell, Vice President, Finance

By Invitation

Jennifer McCahill, GRF

Call to Order and Opening Remarks

Noting the presence of a quorum, Julia Brown, Board Chair, called the meeting to order. She noted that the DEI session scheduled for this meeting had been rescheduled for the February 2024 meeting.

Report of Auditors

Referring to a previously distributed memorandum dated November 30, 2023, from Shannon Wolfe, Managing Director and Chief of Staff, Jenna Howard, Chair of the Audit Committee, reported that the committee had previously reviewed the FY 2023 audit with GRF representatives who had conducted the work. She noted that the audit had also been reviewed by and with CEO Gloria Blackwell, Managing Director and Ms. Wolfe and Finance Vice President Tom Chappell. She introduced Jennifer McCahill, auditor in charge of the FY 2023 audit, to review the audit findings and respond to questions on

the report. Referring to the previously distributed draft audit letter and audited financials for FY 2023, Ms. McCahill reported on the audit process and disclosed consulting work conducted by the firm for AAUW in addition to the audit. She reported that for FY 2023 AAUW has received an unmodified opinion from the auditors stating that the organization's consolidated financial statements for AAUW, Inc. and the AAUW Action Fund, Inc, present fairly in all material respects, the consolidated position of the organization as of June 30, 2023 and 2022 and the consolidated changes in net assets and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States.

She reviewed the role of the auditors and noted that there had been no disagreements with management in the course of the audit. She also noted that a number of items mentioned in the 2022 audit had been addressed by 2023, including some recommended improvements to process and controls. She noted a current recommendation to establish an enterprise risk management process and reviewed several accounting standards that would become effective in 2024 and 2025 that would affect AAUW.

Ms. McCahill then reviewed and responded to questions on various sections of the financial statements, noting the impact of AAUW's adoption of a new lease accounting standard.

Referring to the previously distributed Audit Letter and Audited Financials for AAUW's 401(a) and 401(k) plan as of the end of FY 2022, Ms. McCahill also reported on the audit of AAUW's employee benefit plans.

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

Ms. Howard requested that the board adopt a resolution accepting the Audited Financials. On motion made, seconded, and carried, the board adopted the following resolution:

Resolution Accepting AAUW's FY 2023 Audited Financials

The Board of Directors of AAUW accepts AAUW's FY 2023 Audited Financials.

Proposed Bylaw Amendment for Spring 2024 Election

Referring to a previously distributed memorandum dated November 27, 2023, from Cheryl Sorokin, Chair of the Bylaws Subcommittee, Malinda Gaul, Chair of the Governance Committee, reviewed the statement describing the proposed amendment to AAUW's bylaws to eliminate the degree requirement for membership. She noted that the statement would be posted on the AAUW website in early January to allow members to comment on the proposed bylaw change in advance of the board placing the amendment up for a vote of the membership in April. She noted that the Bylaws Subcommittee of Governance Committee had worked with the Degree Requirement Campaign Task Force on the wording of the statement explaining the rationale for the

proposed bylaw change. She reported that all comments would be reviewed by the Governance Committee and if needed, the board would have the opportunity to refine the statement and or the proposed amendment at its February meeting. There were no suggested changes to the statement at this meeting.

Ms. Gaul noted that in recent state president meetings she and other board members in attendance had advised the state presidents of the proposed bylaw amendment and were encouraging them to work for its passage.

Kimberly Adams, Chair of the Degree Requirement Campaign Task Force, reported that the main strategy of the Task Force was to increase efforts to identify and communicate with national members to encourage them to vote for the proposed bylaw change. She noted that resistance to the proposed change was more common among affiliate members than national-only members. She expressed appreciation to director Edwina Frances Martin and to Ms. Wolfe for their assistance with the work of the Task Force, as well as to Nancy Shoemaker who the board had appointed as co-chair of the Task Force. She responded to questions on the messaging to be used with national members and noted concerns about the volume of emails that all individuals in the spring of 2024 given state primaries being conducted at the same time as AAUW's election. Ms. Adams and Wolfe noted that the AAUW national office has not in the past contacted national-only members by phone, although some state and affiliate organizations have done so for national members within their geographic area. Discussion ensued on managing communications to national members.

Ms. Adams commented on the Task Force's plans for communication with affiliate members, including possible creation of short videos of former presidents of AAUW supporting the change and encouraging members to vote yes on the proposed bylaw change.

Ms. Wolfe reviewed the previously distributed Spring 2024 Election Calendar and responded to questions on the voting process, noting that a third party vendor was managing the technical aspects of conducting the vote.

Approval of Minutes

Referring to a previously distributed memorandum dated November 28, 2023, titled "Approval of Board of Directors October 2023 Meeting Minutes," and attached draft of minutes of the that 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 27, 2023, board meeting as presented.

Membership Consent Calendar

Referring to the previously distributed Membership Consent Calendar dated December 1, 2023, 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 November 30, 2023

Acknowledgement of Written Reports and Information

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

- a. Confidential Notes from Sustainability Planning Discussion Held in Executive Session October 27, 2023-Not for further distribution;
- b. Report of the Executive Committee dated November 28, 2023;
- c. Report of the AAUW Action Fund Board Meeting of November 8, 2023;
- d. Memorandum dated November 28, 2023, titled “Annual Board Effectiveness Survey”;
- e. Memorandum dated November 28 titled “Dues Change Update”;
- f. Memorandum dated December 1, 2023, titled “Membership Taskforce Report”;
- g. Memorandum dated November 29, 2023, titled “CEO Update -December 2023 Board Meeting”;
- h. Memorandum dated November 28, 2023, titled “Sustainability Planning Update Memo”;
- i. Memorandum dated November 29, 2023, titled “Sustainability Planning Communications Strategy”;
- j. Memorandum dated November 28, 2023, titled “Annual Board Effectiveness Survey”;
- k. Memorandum dated November 28, 2023, titled “FY 2024 Board Goals Tracker”;
- l. Memorandum dated November 28, 2023, titled “FY 2023 CEO Goals”;
- m. AAUW Board of Directors Roster as of July 1, 2023; and
- n. FY 2024 Board Schedule.

Executive Session

The board met in executive session with Mses. Wolfe and Blackwell.

Adjournment

There being no further business, the meeting was adjourned.

Cherie Sorokin
Secretary