

**ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MINUTES OF MEETING
February 23, 2024**

Directors Present/Absent*

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

** Attended via video conference

Staff Present As Indicated in These Minutes

Gloria Blackwell, CEO
Shannon Wolfe, Managing Director and Chief of Staff
Katrina Breese, Senior Director of Institutional Advancement
Kendall Ridley, Senior Director of Communications and External Relations
Meghan Kissell, Senior Director of Public Policy and Member Advocacy
Tom Chappell, Vice President of Finance

By Invitation at the Point Indicated in These Minutes

Jennifer Gnaidy, Co-Chair, Nonprofit and Religious Organizations, Stradley Ronan

Call to Order and Opening Remarks

Noting the presence of a quorum, Julia Brown, Board Chair, called the meeting to order. Ms. Brown noted the sensitivity of some of the topics to be discussed at this meeting and reminded board members to keep discussions confidential. Ms. Brown also noted that the work of the Board appointed Membership and Open Membership Campaign Task Forces would be coming to an end in May. She thanked Task Force members for their efforts. She also thanked those who would be retiring from the board in May for their work as directors and their support of AAUW.

Executive Session

The board met in executive session with Gloria Blackwell, CEO, and Shannon Wolfe, Managing Director and Chief of Staff for consideration of various strategic issues.

During the executive session, Katrina Breese, Senior Director of Institutional Advancement and Kendall Ridley, Senior Director of Communications and External Relations were asked to join the meeting. Ms. Ridley made a presentation on communications and Ms. Breese responded to questions from board members. The following previously distributed documents were discussed as well as a slide presentation indicated below which was shown during the executive session:

1. FY 2024 Budget Reforecast and December 2023 Finance Memo
3. Membership Task Force Report dated February 14, 2024
4. Membership Trends Chart for the period 2016 through December 2023
5. Advancement Goals Pipeline through February 9, 2024
6. Slide Presentation titled AAUW Board of Directors dated February 24, 2024

Mses. Breese and Ridley left the meeting after responding to questions and the board continued to meet in executive session with Mses. Blackwell and Wolfe.

Fellowships and Grants

The board returned to open session. Referring to a previously distributed memorandum titled "Fellowships and Grants Primer" dated February 20, 2024, Ms. Blackwell reminded the board that AAUW's fellowships program is one of the oldest non-institutional sources of graduate funding for women in the United States, having been in existence since 1888. She pointed out that over \$140,000,000 had been provided for fellowships since inception of the program, with approximately \$25,000,000 being awarded in the last five years. She noted that in the FY 2023 fellowships and grants season, 285 stipends totaling \$6.5 million had been awarded.

Ms. Blackwell then reviewed the history and evolution of this aspect of AAUW core programming, the types of fellowships and grants currently available annually, the application timeframe, the review and selection process, and the timing of announcing awards. She responded to questions on the scope of the selection process, noting that more than 180 individuals were panelists involved in selecting grant winners. She commented on efforts to help ensure that the application and selection and distribution processes utilized best practices of grant-making organizations. In response to questions Ms. Blackwell noted the ripple effect that receipt of a grant by a single individual has in promoting equity and leadership for women.

Legal and Risk Considerations for Gender Equity Organizations

Jennifer Gnaidy, Co-Chair of Nonprofit and Religious Organizations practice of the law firm of Stradley Ronon, joined the meeting at this time. Members of the senior staff, including Tom Chappell, Vice President of Finance, Meghan Kissell, Senior Director of Public Policy and Member Advocacy, Ms. Ridley and Ms. Breese also joined the meeting. Ms. Gnaidy referred to previously distributed materials related to developing legal and risk considerations for gender equity organizations in light of the recent Supreme Court decision limiting use of race as a factor in college admissions. She explained that the political and social divisions in the country were likely to lead to more litigation and she reviewed current or anticipated litigation which could challenge program guidelines or parameters based on gender or race more broadly in light of the court's decision. Ms. Wolfe noted that while AAUW fellowships and grants are made to

directly to individuals, some AAUW affiliates had received challenges to their “women only” scholarship programs and other programs limiting recipients to women and girls when such programs involved participation with colleges and universities or other organizations that receive federal funding and are subject to Title IX. Discussion ensued on possible reputational risk to AAUW as a gender equity organization in the current political climate. Ms. Gnaidy responded to questions on the likelihood of further challenges to or litigation against both for profit and nonprofit organizations and on the potential for disruption to the long-term understanding of the role of nonprofits as evidenced by acts of Congress and regulations of the Internal Revenue Service. Ms. Gnaidy left the meeting at this time as did members of the senior staff other than Mses. Blackwell and Wolfe.

Nominating Committee Recommendations for Board Officers and Certain Committee Chairs

Referring to a previously distributed memorandum dated February 13, 2024 titled “Nominating Committee Board Report,” Jeanie Latz, Chair of the Nominating Committee, presented the following recommendations from the Nominating Committee for board approval:

Recommendation of Director Candidates for Election by the Membership

Dr. Melissa LaDuke – Teaching faculty National Intelligence University; military and science background; currently serving as Chair of the AAUW National Inclusion & Equity Committee;

Sona Pancholy – President of Meritas a not-for-profit legal organization; served on an AAUW fellowship selection committee;

Christine Schmitz – Director of Wealth Advisory Services; CPA/finance background; currently serving on the AAUW national Finance and Investment Committees; and

Dianne Owens – Past Chair of AAUW CA; communications and nonprofit background; currently serving as Chair of the AAUW national Advancement Committee;

were each proposed for election by the membership for three year terms commencing May 16, 2024.

Recommendation of a Director Candidate for Appointment by the Board for a Three Year Term Commencing May 16, 2024

Auntaneshia Staveloz – Supervisory Program Manager at Smithsonian National Museum of African American History & Culture; museum administration background and AAUW F&G panelist;

was proposed for appointment by the board for a three-year term commencing May 16, 2024.

Recommendation of Candidates for Board Officers for One Year Terms Commencing May 16, 2024

Chair – Cheryl Sorokin
Vice Chair – Gloria Bañuelos
Finance Chair – Peggy Cabaniss
Secretary – Jeanie Latz

Recommendations for Appointment of Committee Chairs Effective May 16, 2024, for Committees Requiring a Board Member as Chair

Audit Committee – Jenna Howard
Finance Committee – Peggy Cabaniss
Governance Committee – Shalia Rao Mistry
Investment Committee – Peggy Cabaniss
Nominating Committee – Mary Zupanc

Ms. Latz reviewed the Nominating Committee's process in determining the recommendations and reviewed the qualifications of each individual for the position indicated.

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

Resolution Approving AAUW Board of Director Candidates for Membership Vote

The Board of Directors of AAUW approves the following candidates for membership vote for the position of director for three-year terms commencing May 16, 2024:

Melissa LaDuke
Sona Pancholy
Christine Schmitz
Dianne Owens

Resolution Appointing an AAUW Director

The Board of Directors of AAUW appoints Auntaneshia Staveloz to the AAUW Board of Directors for a three-term starting May 16, 2024.

Resolution Appointing AAUW Officers

The Board of Directors of AAUW appoints the following officers for a one-year term starting May 16, 2024:

Chair – Cheryl Sorokin
Vice Chair – Gloria Bañuelos
Finance Chair – Peggy Cabaniss
Secretary – Jeanie Latz

Resolution Appointing Committee Chairs

The Board of Directors of AAUW appoints the following board members as board committee chairs for two-year terms starting May 16, 2024:

Audit Committee – Jenna Howard
Finance Committee – Peggy Cabaniss
Governance Committee – Shalia Rao Mistry
Investment Committee – Peggy Cabaniss
Nominating Committee – Mary Zupanc

Approval of Bylaw Amendment to Eliminate the Degree Requirement for Membership

Referring to a previously distributed memorandum dated February 6, 2024, titled “Bylaws Vote and Governance Committee Update,” Malinda Gaul, Vice Chair, reported that the Governance Committee had reviewed all 800 comments submitted on the proposed amendment to the AAUW Bylaws to eliminate the degree requirement for membership, noting that of those who took a position on the proposed change, 60% of the comments were supportive and 40% were opposed. She reported that the Governance Committee recommended board approval of the previously distributed draft of the proposed amended bylaw provision, without any changes from the draft previously presented to the board. Following discussion, the board approved the following resolution:

Resolution re Bylaws Amendment

The Board of Directors of AAUW approves submitting the proposed bylaws changes in Exhibit A to these minutes to the membership for vote in spring 2024.

Report of the Membership Degree Taskforce

Nancy Shoemaker, Co-Chair of the Degree Requirement Campaign Task Force, joined the meeting by video conference at this time. Ms. Shoemaker reviewed and responded to questions on the campaign headed by the Degree Requirement Campaign Task Force to educate members and affiliate organizations on the importance of supporting elimination of the degree requirement for membership in AAUW. Edwina Martin, a member of the Task Force, complimented Ms. Shoemaker and members of the Open Up AAUW working group that had been working closely with the Task Force noting they had not only developed materials explaining the importance of a favorable vote, but also were providing members with easy access to the materials and helping them stay informed of upcoming presentations on the proposed change. Ms. Shoemaker left the meeting at this time.

Approval of Minutes

Referring to a previously distributed memorandum dated February 14, 2024 titled “Approval of Board of Directors December 6, 2023 Meeting Minutes,” and attached draft of minutes of 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 December 6, 2023, board meeting as presented.

Membership Consent Calendar

Referring to the previously distributed Membership Consent Calendar dated February 14, 2024, 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 14, 2024.

Acknowledgement of Written Reports and Information

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

- a. Report of the Executive Committee dated February 15, 2024;
- b. National Committee Reports from the following AAUW committees:
Advancement, Audit, Finance, Investment, Public Policy, Inclusion and Equity,
- c. Memorandum dated February 14, 2024, titled "FY 2024 Board Goals Tracker";
- d. Memorandum dated February 15, 2024, titled "CEO Update-February 2024 Board Meeting";
- e. Memorandum dated February 14, 2024, titled "Legal and Operational Updates";
- f. December 2023 Investment Report
- g. Summary of Annual Board Effectiveness Review (discussed in Executive Session)

Executive Session

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

Adjournment

There being no further business, the meeting was adjourned.

Cheryl Sorokin
Secretary