

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
BOARD OF DIRECTORS
MINUTES OF MEETING
June 13-14, 2024**

Meeting of the Board – June 13, 2024 Session

A meeting of the AAUW Board of Directors (the “Board”) held on June 13 & 14, 2024, at the AAUW headquarters located at 1310 L St. NW, Suite 1000, Washington, DC. began on June 13 at 2:00 pm ET.

Directors Present/Absent* at the June 13 session included:

Cheryl Sorokin, Board Chair
Gloria Bañuelos, Vice Chair*
Peggy Cabaniss, Finance Chair**
Jeanie Latz, Secretary
Kimberly Adams**
Jenna Kirkpatrick Howard*
Melissa LaDuke
Edwina Frances Martin*
Shaila Rao Mistry
Dianne Owens
Sona Pancholy
Christine Schmitz
Auntaneshia Staveloz
Monique Taylor*
Mary Zupanc
Gloria Blackwell, CEO (ex-officio)

Staff Present:

Shannon Wolfe, Managing Director and Chief of Staff

**Participated in meeting as indicated in these minutes.

Call to Order and Introductions

The Chair called the meeting to order, noting that a quorum was present. She welcomed the new Board members and thanked them for their participation in the orientation session conducted earlier in the day. After introductions the Chair set forth the structure and focus for the meeting. She requested that the members of the Board fully engage in the topics to be presented. Ms. Sorokin noted several matters to be addressed which included: operations updates; approval of the FY 2025 budget; human capital management review; and enterprise risk assessment. She also explained that the organizational affiliate structure would be examined in the context of the longer-term sustainability planning.

Operational Updates

Gloria Blackwell, CEO, updated the Board on the recent National Conference for College Women Student Leaders (the “NCCWSL Conference”). She indicated the NCCWSL Conference was held May 30-June 1 at the University of Maryland, College Park with approximately 550 attendees the majority of which were undergraduates. She stated that participants left the NCCWSL Conference feeling empowered to use their voices and valuing the experience of coming together with other women. Regarding the future, Ms. Blackwell reiterated that a potential partnership is being sought for the administration of the NCCWSL Conference.

Framing the organizational goals for the coming year, Ms. Blackwell recounted AAUW’s historic role in the advancement of gender equity through economic empowerment and higher education initiatives. She stressed that this period of change for the organization will require increased courage, commitment, and collaboration; noting that collective impact and leverage will become a predominate measure of success for the organization. She advised that focusing on alignment and right sizing of branches along with increasing national members will impact the organization and its future success.

For further updates, Ms. Blackwell directed the Board to the information in the organizational update report contained in the Board materials previously received.

Approval of FY 2025 Budget

Peggy Cabaniss, then joined the meeting via Zoom, to present the FY 2025 proposed budget, which had been previously reviewed with the Board and included in the Board materials. She reviewed the financial opportunities and challenges facing the organization and addressed the complexities and structure of the different asset classes and other financial issues unique to the organization.

Shannon Wolfe, Managing Director and Chief of Staff, explained the process and timing of the budget development and the overarching goal of achieving a balanced budget. She also outlined areas that could result in potential adjustments to the budget during the year including program delivery of STEMEd for Girls; NCCWSL; salary negotiation and other financial literacy workshops; and Coca-Coca Foundation grant programing—all of which are being reviewed in support of the long-term sustainability initiative.

Ms. Cabaniss then reviewed the projected revenue for the upcoming year from six different categories compared with the projected organizational expenses. She also answered questions about the different asset classes and the balances of each. Ms. Cabaniss reiterated the Finance Committee’s role in the review of the budget and stated that the Committee unanimously recommended to the Board the approval of the proposed FY2025 budget as presented. After additional discussion and upon motion duly made and seconded, the Board approved the following resolution:

Resolution Approving FY 2025 Budget

The Board of Directors of AAUW approves the FY 2025 budget as presented.

Thereafter, Ms. Adams joined the meeting.

Human Capital Update

Ms. Blackwell proceeded with the human capital management update reviewing information about the workforce previously distributed to the Board. An organizational chart was reviewed by Ms. Blackwell and discussed, as well as an employee overview and related statistical information. She stated the staff is currently comprised of 36 members in five different operating areas which report to the CEO. Questions were asked and discussion followed about the appropriate level of staffing, staff tenure and turnover, along with staff composition.

Approval of FY 2025 Committee Members

The Chair referred the Board to the list of committee members for the upcoming year which was included in the Board materials. There being no questions, upon motion duly made and seconded, the following was approved.

Resolution Approving Committee Appointments

The Board of Directors of AAUW appoints the individuals as indicated on Exhibit A hereto for two-year terms commencing as of July 1, 2024.

The Chair also called attention to the year-end committee reports in the Board materials and stated that the committee goals for the upcoming year would be approved at the August meeting of the Board.

Ms. Cabaniss then left the meeting.

Enterprise Risk Management Review

Ms. Wolfe next reviewed the risk management tracker, developed by the Audit Committee and previously distributed to the members of the Board, which examined the areas of risk across the organization. The identified risks were discussed. Mitigation measures were examined with questions directed to the area of cybersecurity risk. Ms. Wolfe noted that the Committee will likely expand its risk review to analyze the likelihood of occurrence and resulting impact of these identified risks. She also indicated that affiliate risks would be further addressed later in the Board meeting in connection with the affiliate discussion. The Chair then noted other potential risks as a result of the current political environment.

Consent Agenda

Jeanie Latz, Secretary, directed the members' attention to the Consent Agenda which contained three matters to be acted upon by the Board – the approval of minutes from

the May 15, 2024 meeting of the Board; the appointment of Mercer as investment advisor on the recommendation of the Finance Committee of the Board; and the approval of amended Board Policy 201, the Membership Review Policy, recommended by the Governance Committee of the Board. There being no questions and upon motion, duly made and seconded, the following resolutions were approved.

Resolution Approving the Minutes of the May 15, 2024 Meeting of the Board

The Board of Directors of AAUW approves the minutes of the May 15, 2024, board meeting as presented.

Resolution Approving AAUW's Investment Advisory Firm

The Board of Directors of AAUW approves Mercer as AAUW's Investment Advisory firm and authorizes Mercer for trading and execution services.

Resolution Approving AAUW's Membership Review Policy

The Board of Directors of AAUW approves the revised Membership Review Policy as stated in Exhibit B hereto.

Executive Session

The members of the Board present then went into Executive Session without the members of the staff present. Thereafter, the meeting was adjourned to be reconvened the following morning.

Meeting of the Board – June 14, 2024 Session

The meeting of the AAUW Board of Directors held on June 13 & 14, 2024, at the AAUW headquarters located at 1310 L St. NW, Suite 1000, Washington, DC. was reconvened on June 14 beginning at 8:30 am ET.

Directors Present/Absent*at the June 14 session included:

Cheryl Sorokin, Board Chair
Gloria Bañuelos, Vice Chair*
Peggy Cabaniss, Finance Chair*
Jeanie Latz, Secretary
Kimberly Adams
Jenna Kirkpatrick Howard
Melissa LaDuke
Edwina Frances Martin
Shaila Rao Mistry
Dianne Owens
Sona Pancholy
Christine Schmitz
Auntaneshia Staveloz
Monique Taylor
Mary Zupanc
Gloria Blackwell, CEO (ex-officio)

Staff Present

Shannon Wolfe, Managing Director and Chief of Staff

Jessica Miller, AAUW Archivist**

Katrina Sun Breese, Senior Director of Institutional Advancement**

Guests Present

Kameisha Bennett, Senior Consultant, Equity Through Action**

Jennifer Lockwood-Shabat, Senior Consultant, Equity Through Action**

**Participated in meeting as indicated in these minutes.

The Chair reconvened the meeting in executive session. Thereafter, Gloria Blackwell and Shannon Wolfe joined the meeting. The Chair then introduced Kameisha Bennett and Jennifer Lockwood-Shabat who joined the meeting to lead an exercise on the challenges of working through difficult issues with differing perspectives.

After Messrs. Bennett and Lockwood exited the meeting, Jessica Miller, AAUW Archivist, and Katrina Sun Breese, Senior Director of Institutional Advancement, joined the meeting. Ms. Miller recounted the history of the development of the AAUW affiliates by reviewing an early timeline. She further discussed the evolution of branch governance and national oversight from the formation of the first branch in 1883 through the current affiliate structure. After questions and discussion about the organizational history, Ms. Miller left the meeting.

The Chair then introduced an interactive activity to assist in the envisioning of the branch affiliates focusing on the ideal branch now and in the future. The input from this exercise was accumulated for additional discussion later in the Board session.

Affiliate Structure and Support

Mses. Wolfe and Breese guided a discussion of branch structure and suggested changes to the 5-Star National Recognition Program, a current incentive program for affiliates to better align branches with national priorities. Information from Mses. Wolfe and Breese on the topic was included in Board materials previously distributed.

Ms. Breese first reviewed the organizational structure and components of the advancement team in the context of the support the team provided to the branch affiliates. She stated a primary priority for the team is growth in contributions to supplement member dues. She stressed, however, the other collective and individual support provided by the team to the members at the national, state, and branch levels. Ms. Breese also addressed the Advancement team's contribution to non-member support such as donors and alumnae, emphasizing the importance of relationship building with these groups. She outlined member and non-member support provided by the entire national staff.

Ms. Wolfe indicated AAUW currently has approximately 23,000 dues paying members (lifetime members do not pay dues annually). Referring to the budget, she stated that

the revenue from members' dues plus contributions are projected to be approximately \$5.25 million in FY 2025 as compared with support expenses of \$4.5 million requiring a substantial portion of the revenue needed for national programming to be raised from other sources. There was discussion regarding the sustainability of the membership's financial contributions as compared to the increasing financial resources for ongoing support and the needed additional funding for ongoing national activities.

Ms. Breese reminded the Board of the recommendations of its Membership Task Force which recently examined the AAUW's membership model (affiliate and non-affiliate). The recommendation included changes to the AAUW's 5-Star National Recognition Program with the objectives of: (1) increasing the financial sustainability of the affiliate model by reducing the cost of branch support and increasing revenue from affiliates; (2) aligning branch and national priorities and (3) reinforcing the AAUW mission.

Jenna Howard, Chair of the Audit Committee, discussed potential enterprise risks inherent in an affiliate structure particularly the legal and regulatory risks. The identification, ranking, and mitigation of the affiliate risks along with an appropriate level of risk tolerance were discussed. Ms. Howard indicated that the Audit Committee will provide the Board with additional information and recommendations regarding risks associated with the affiliate network and the mitigation of these risks.

Ms. Breese discussed the difficulties of getting branches to relay information on their activities. She reviewed the results from a recent branch survey in which 259 of over 700 branches responded. Takeaways from the survey included the following: 89% hold mission-based programming; 36% support scholarship programs; 32% support the NCCWSL Conference; 64% report advocacy work; 44% report STEM activities or programs; and 50% report providing local grants.

Ms. Wolfe highlighted the components of the staff's plan to align the goals of the current 759 state and branch affiliates with national priorities to support the branches and their members more efficiently and effectively. The differences in supporting national members vs. state and branch members was also examined. While national members have a singular focus of mission and national impact, state and branch members are also centered on local impact and social engagement. Potential internal efficiencies in servicing the various types of membership were also discussed including increased use of technology, digital marketing, and targeted programming.

Ms. Wolfe reviewed the results of the interactive discussion earlier in the day focused on ideas for developing better alignment between national and affiliates with respect to AAUW priorities, mission, and opportunities to reduce costs in supporting affiliates. She noted that the ideas from the interactive discussion were consistent with ideas proposed by staff. Referring to the previously distributed Board materials, Ms. Wolfe reviewed the goals and opportunities to increase standardization of member support; improve reporting and data capture of branch activities; initiate fundraising requirements; and streamline the dues payment process. Ms. Wolfe responded to questions and comments on the challenges of serving and providing value to both national and affiliate members with AAUW's current staffing and budgetary constraints.

Ms. Blackwell summarized key points from the meeting including the importance of planned efforts and focus on the priorities discussed at the meeting relating to AAUW's affiliate structure and the continued efforts to improve the organization's financial strength in order to achieve overall sustainability.

After discussion, it was the consensus of the Board that the framework discussed to adjust the Five Star program to better align the affiliate network with AAUW's overall mission, as well as other actions discussed to reduce expenses, should be implemented—with the initial changes to the Five Star program to be announced to affiliates in early fall. At the request of a Board member the consensus was confirmed by adoption of the following resolution, with two members abstaining on the basis that the resolution was unnecessary.

Resolution Confirming Consensus Regarding Affiliate Structure

The Board of Directors of AAUW supports the ongoing efforts and direction of the initial framework presented and discussed at the meeting to better align branch affiliates with that of the national organization and to reduce the expenses of maintaining the affiliate network.

Executive Session and Adjournment

The members of the staff then left the meeting, and the Board went into Executive Session. At the conclusion of the Executive Session, the Chair instructed the Secretary to report in the minutes that the Board had delegated authority to the Executive Committee of the Board to negotiate the renewal of Ms. Blackwell's contract with the organization. There being no further business to come before the meeting, it was adjourned.

Jeanie Latz
Board Secretary

Exhibit A to the Resolution Approving Committee Appointments

Resolution Approving Committee Appointments

The Board of Directors of AAUW appoints the individuals below (indicated with *) to the standing committees for two-year terms commencing as of July 1, 2024. The full committee rosters are listed below.

Advancement Committee

Dianne Owens, Chair

Susan Barley*

Jan Carey

Lisa Cherry

Claudia Gray

Carol Griffith

Bea Holt*

Caroline Pickens

Deb Roney

Barbara Sando

Joan Schneider*

Mary Smith*

Sharon Suber

Janice Van Gasse

Edwina Martin*

Audit Committee

Jenna Howard, Chair

Eileen Menton

Sona Pancholy*

Linda Pihlak*

Peggy Wild*

Finance Committee

Peggy Cabaniss, Chair

Christine Schmitz, Chair*

Kimberly Adams*

Gloria Bañuelos

Sylvia Cares*

Kathleen Ford*

Lisette Garcia

Dianne Owens*

Hope Ricciotti

Monique Taylor*

Governance Committee

Shaila Rao Mistry, Chair

Jeanie Latz, Vice Chair

Gloria Bañuelos*

Malinda Gaul

Exhibit A to the Resolution Approving Committee Appointments

Elizabeth Haynes
Laurie Hoffman
Aja Laussegger
Kathleen Marrs
Sue Shineman
Auntaneshia Staveloz*

Inclusion & Equity Committee

Melissa LaDuke, Chair
Karen Francis*
Trish Garner
Eva Habib
Rose Llanos*
Suzanne Mercer-Young*
Luna Mukherjee
Ana Nygren

Investment Committee

Peggy Cabaniss, Chair
Christine Schmitz, Chair*
Jan Benson*
Lisette Garcia
Wendy Malaspina
Amy Mitchell
Laura Stahl
John Tobey*

Nominating Committee

Mary Zupanc, Chair
Cynthia Hall, Chair*
Barb Duran
Elizabeth Gurian
Elizabeth Haynes
Mary Isaac
Melissa LaDuke*

Public Policy Committee

Younghee Overly, Chair*
Diane Schrier, Chair*
Kimberly Adams*
Patricia DeWitt
Rebecca Gaul
Janine Greenwood*
Kathleen Harper
Alice Kitchen
Hannah Liebreich*
Edwina Martin*
Anjali Mehotra*

Exhibit B to the Resolution Approving AAUW's Membership Review Policy

Resolution Approving AAUW's Membership Review Policy

The Board of Directors of AAUW approves the revised membership review policy as stated below:

MEMBERSHIP REVIEW POLICY

Note: In all AAUW policies, the term "AAUW" refers to the nationwide organization.

Membership in AAUW and its affiliates is open to all who support the AAUW mission and our values. Membership in AAUW is required for membership in any AAUW affiliate.

Conduct or action that does not reflect support for our mission and values or tends to injure AAUW or adversely affect its reputation may be grounds for termination of membership in AAUW.

No member may use the name of AAUW to oppose AAUW policies or programs. Conduct or action in opposition to AAUW's policies, or programs, may be grounds for termination.

The AAUW board is ultimately responsible for decisions regarding termination of membership in AAUW. The board may delegate authority for making such determinations to a committee or to staff. Any request to terminate the AAUW membership of an individual or organization shall be made to the CEO of AAUW, with a copy to the Chair of the Board.

Procedures for making the determination shall require a written description of the reason for the requested termination signed by the individuals requesting the action, and an opportunity for the individual whose membership is potentially subject to termination to explain his/her action or conduct or to deny the accusation that his/her action or conduct was contrary to AAUW's mission or values or in violation of policy or programs.

A decision terminating an individual's or an organization's membership in AAUW by staff or a committee established by the board shall be reported to the board.

Any decision to terminate an individual's or an organization's membership in AAUW made by staff or a committee established by the board may be appealed to the full board. Determinations by the board are final.

Termination of an individual's membership in AAUW automatically terminates that individual's membership in any affiliate of AAUW.