

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
BOARD OF DIRECTORS MEETING
August 7, 2024**

A video conference meeting of the AAUW Board of Directors (the “Board”) was held on August 7, 2024, beginning at 4:00 p.m. Eastern time.

Directors Present/Absent* 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

Guests

Danielle Banks, Partner, Stradley Ronon Stevens & Young, LLP**
Jennifer Gniady, Partner, Stradley, Ronon Stevens & Young, LLP**
Alexandra McGroarty, Managing Partner & Founder, McGroarty & Co. Consulting, LLC**

**Participated in meeting as indicated in these minutes.

Call to Order and Public Policy Update

The Chair called the meeting to order, noting that a quorum was present. She advised that most of the meeting would be spent discussing two matters: (1) the recent lawsuit challenging the AAUW “Selected Professions Focus Group Fellowships” and (2) the upcoming CEO performance evaluation.

Ms. Sorokin first asked Gloria Blackwell, CEO, to brief the Board on recent policy work focusing on gender equality at this historic time in our country. Ms. Blackwell emphasized that while AAUW is a nonpartisan organization that does not endorse candidates or parties, given the importance of this election on many gender equity issues, AAUW is focusing on training and resources for voter education and registration

efforts. She referred to the memorandum in the Board materials from Meghan Kissell, Senior Director of Policy and Member Advocacy, which outlined activities underway. Ms. Blackwell explained two areas of this work—the first directed to the members of the organization and the second to the public at large. She highlighted the following:

- Capacity building trainings—leveraging traditional and social media for voter education and election protection.
- Voter issue guides—focusing on key gender equity issues.
- Voter registration portal and materials in partnership with other women’s organizations.
- Resources available on the AAUW and Action Fund websites.

Directors were encouraged to review and share resources on social media and encourage both member and non-member networks to sign up for 2-minute activist. Ms. Owens joined the meeting at this time.

Litigation Update

Ms. Wolfe then introduced Meses. Danielle Banks and Jennifer Gniady, Partners with Stradley Ronan Stevens & Young LLP, who joined the meeting to provide legal advice on the action filed by Do No Harm alleging the AAUW Selected Professions Focus Group Fellowships program illegally excluded certain women based on race. The Chair counseled the Board on the importance of not sharing the information received from the attorneys with third parties, maintaining confidentiality and protecting the attorney-client privilege of the discussion. Matters discussed by the attorneys in the review of the lawsuit included: procedural issues; case law; similar cases pending; legal arguments; costs of defense; and legal obligation of Board. After answering questions, Ms. Banks and Gniady left the meeting.

CEO Performance Training

Turning to the topic of leadership feedback and evaluations, Ms. Blackwell left the meeting. Joining the meeting were director Kimberly Adams and Alexandra McGroarty, Managing Partner & Founder, McGroarty & Co. Consulting, LLC.

The Chair introduced Ms. McGroarty and reviewed her work to date on the preparation of the CEO performance survey. She explained the value of providing effective feedback in fostering an organizational culture of continuous improvement. Her presentation on providing effective leadership feedback focused on the following:

- Being specific with clear, precise behaviors.
- Aligning feedback with organizational goals.
- Encouraging self-reflection and mutual accountability.
- Addressing resistance or defensiveness.

After questions and answers about leadership feedback, the Chair reviewed the process and timing for the CEO performance evaluation. The Board was asked to complete and return the performance surveys by August 14, 2024. Ms. Sorokin advised that the CEO

would provide a self-evaluation to the Board prior to that time. She also indicated that Ms. McGroarty would be conducting 360 interviews with the CEO's direct reports during the next couple of weeks. Ms. McGroarty then left the meeting and Ms. Blackwell returned.

Liaison Meetings

Gloria Bañuelos, Vice Chair, outlined for the board the upcoming Liaison Meetings with state and branch leaders which she will oversee during the coming year. The primary goal of the liaison meetings is to build a trusting relationship between the state/branch leaders and board members, national staff, and committee chairs. Each board member was asked to participate in at least two of the meetings to further acquaint the directors with state/branch leadership and matters of importance at state/branch level of the organization.

Consent Agenda

Jeanie Latz, Secretary, directed the members' attention to the Consent Agenda which contained four matters to be acted upon by the Board—the approval of the minutes from the June 13-14, 2024 meeting of the Board; the membership consent calendar; and the approval of the committee goals for the 2025 fiscal year and an additional committee appointment. There being no questions upon motion, duly made and seconded, the following resolutions were approved.

Resolution Approving the Minutes of the June 13-14, 2024 Meeting of the Board

The Board of Directors of AAUW approves the minutes of the June 13-14, 2024, board meeting as presented.

Resolution Approving the Membership Consent Calendar

The Board of Directors of AAUW approves the Membership Consent Calendar dated July 24, 2024, as presented.

Resolution Approving the Committee Goals for the 2025 Fiscal Year

The Board of Directors of AAUW approved the national committee goals for the 2025 fiscal year as set forth in Appendix A hereto.

Resolution Approving Committee Appointment

The Board of Directors of AAUW appoints the individual below to the Audit Committee for a two-year term commencing as of July 1, 2024.

Audit Committee
Aaliyah El-Amin

Ms. Latz also called attention to the other materials in the Consent Agenda including the Organizational Priorities Dashboard and Pre-Election Policy Work Plan.

Executive Session

The members of the staff then left the meeting and the board went into Executive Session. There being no further business to come before the meeting, it was adjourned.

Respectfully submitted,

Jeanie Latz
Board Secretary

Appendix A: FY 2025 Committee Goals

FY 2025 National Committee Goals

Advancement Committee

Membership

- Promote and share the 2024 Membership webinar for new and continuing state and branch leaders. The webinar shares information regarding best practices for recruitment, retention, advice for “at risk” branches and states, along with shared resources.
- Distribute membership 1-pager for new leaders with key talking points for member recruitment. Ensure new leaders have all information necessary for their state and branch positions, including information about the 5 Star National Recognition Program Criteria.

AAUW's Future

- Provide strategic guidance to AAUW National Staff, Committees and Task Forces on broad initiatives impacting members including (but not limited to): Website Theme File Update Project, Fall Branch (Affiliate) Impact Survey, 5 Star program criteria and College and University Membership engagement.
- Provide feedback and guidance related to the development and distribution of AAUW fundraising and collateral materials, including but not limited to 1-pagers, FAQs and an Annual Report. Materials will emphasize the mission-driven programming that donations support.

AAUW Fund

- Organize and share an AAUW Fund webinar that identifies strategic opportunities to educate AAUW Fund Chairs and members about AAUW Fund and Greatest Needs. Share resources, talking points and information to assist branches and states with their fundraising. Focus areas will be informed by giving trends.
- Ensure members understand AAUW National finances, the impact of Greatest Needs and the mission driven programming they support.

Audit Committee

- Oversee FY 2024 financial audit.
- Review and update the risk tracker of AAUW's financial and non-financial risk areas.
- As part of the risk management plan, prepare a board report summarizing AAUW top risks and overall ERM strategy.

Finance Committee

- Oversee annual budget process and monitor actuals to budget throughout the year.
- Review the goals of the sustainability plan presented to the board in October 2023 and monitor actual revenue and expenses compared to these goals.
- Review input from the Investment Committee regarding the withdrawal policy and make recommendations for changes to the board ahead of the FY 2026 budget process.

Appendix A: FY 2025 Committee Goals

- Review the format of the quarterly and monthly Financial Memo in terms of relevancy, information, and effectiveness for both the finance committee members and board members. Present important highlights in the form of bullet points to help educate Board members.
- Assist in presentations to other committees and to state liaison meetings to increase members' understanding of AAUW finances.
- Assist in educating affiliates on the need for alignment with new goals to support mission- based programing, self-renewing dues and fundraising to support the Greatest Needs Fund.

Governance Committee

- Review and cleanup of organizational policies to be coordinated with review and revision of affiliate agreement.
- Review of AAUW Bylaws.
- Oversight of committee work to determine if we have the right committees. Review options for better coordination and communication between the committee chairs to reduce operating in silos.
- State Liaison Process – support states and branches to facilitate more effectiveness.
- Membership and Branch Growth – brainstorm growth opportunities.

Inclusion & Equity Committee

- Increase resources available to Diversity Officers.
- Develop, present, and launch two additional "plug and play" programs and associated webinars for branch and state affiliate use.
- Strengthen collaboration between other AAUW Committees and Task Forces and Inclusion and Equity Committee for shared events and communication.
- Increase communication channels to and from the I&E Committee
- Create and solidify internal training and management processes for I&E Committee Members

Investment Committee

- Review investment options, performance, and fees for AAUW's investments and recommend changes to the board as needed.
- Review the asset allocation in our Investment Policy Statement on an annual basis.
- Review the impact of activities within the committee's purview on AAUW's commitment to diversity, equity and inclusion.
- Review the spending rate from all investments that is used to prepare the budget and recommend to the Finance Committee a spending rate that is prudent and fiscally responsible.
- Use the Investment Committee's members' "Spheres of influence" to raise awareness of AAUW's mission and initiatives. (This might take the form of members speaking on panels (as approved) at industry conferences where there's a topic that is closely aligned with the mission)
- Be in continuous "recruiting" mode for future Investment Committee membership, cultivating relationships and partnerships that raise AAUW's profile in the financial industry.

Appendix A: FY 2025 Committee Goals

Nominating Committee

- Work to build a pipeline of potential candidates for recruitment over a period of 3-5 years.
- Reach out to Board members, Committee Chairs, and others to identify potential qualified candidates.
- Identify, evaluate, and recommend Board candidates for election/appointment that have the needed skills/experience.
- Assist management in the onboarding of new directors.
- Vet, evaluate, and recommend potential Board members for Board officer succession planning.
- Review the impact of activities within the committee's purview on AAUW's commitment to diversity, equity, and inclusion.

Public Policy Committee

- Increase the number of branches that meet the public policy/advocacy area criteria for the Five-Star National Recognition Program
 - Develop support materials for branches that would assist them in meeting the criteria, such as toolkits and webinars with actions branches can take
 - Collaborate with AAUW State Public Policy Chairs (SPPC) and AAUW Branch Public Policy Chairs (BPPC)
- Update the public policy priorities for 2025-2027 years