

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
BOARD OF DIRECTORS MEETING
September 25, 2024**

A video conference meeting of the AAUW Board of Directors (the “Board”) was held on September 25, 2024, beginning at 4:00 p.m. Eastern time.

Those 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
Katrina Sun Breese, Senior Director of Institutional Advancement**

**Participated in meeting as indicated in these minutes.

Call to Order and Introduction to CEO Update

The Chair called the meeting to order, noting that a quorum was present. She asked CEO Gloria Blackwell to provide an operations report focusing on the key updates and organizational priorities impacting the budget approved by the Board at its June meeting.

Ms. Blackwell reminded that Board that when the budget was approved there were outstanding programmatic decisions to be made over the summer. Now complete, a revised budget has been completed to encompass the following decisions.

STEM Programing

As a result of internal and external evaluations of the STEM for Girls program, the decision was made to terminate the program in its present form. While meaningful to those who participated, the cost of the program was determined to be too high for the ultimate number of participates. The remaining funding for STEM work will be used to

increase funding through the Community Action Grant program, which provides grants to nonprofit organizations working with girls on STEM in K-12, and to provide support to the community of Community Action Grantees. Applications for grants under the Community Action Grant program opened September 16. AAUW will continue the STEM Ambassador program by connecting STEM-focused alumnae with Community Action Grantees. The STEM work will be housed with the Fellowships & Grants team.

NCCWSL

Ms. Blackwell advised that options are being pursued for the future delivery of the National Conference for College Women Student Leaders (“NCCWSL”). A Memorandum of Understanding has been drafted and presented to a potential partner. AAUW is awaiting a response to finalize further details.

Foundation Funding

Ms. Blackwell informed the Board that the grant of \$250,000 from a major funder that was anticipated this fall may not come until closer to the end of the fiscal year impacting the timing of the expenses for the Work Smart, Start Smart and Money Smart programming reflected in the current budget.

Approval of Revised Budget

Shannon Wolfe, Managing Director and Chief of Staff, then reviewed the revised budget summary (incorporating the above changes) which was provide in the materials previously received by the Board. The resulting budget reduced operating revenue and expenses resulting in a surplus of \$121,000 as compared to the previously approved surplus of \$178,000. Ms. Cabaniss, Chair of the Finance Committee, noted the role of the Committee in the review of the revised budget and stated that the Committee unanimously recommended to the Board the approval of such revised FY2025 budget as presented. After additional discussion and upon motion duly made and seconded, the Board approved the following resolution:

Resolution Approving FY 2025 Revised Budget

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

Litigation Update

Ms. Blackwell briefed the Board on the recent settlement of the Fearless Foundation, the charitable arm of the Fearless venture capital firm, with American Alliance for Equal Rights which had challenged the Fearless grant program that supported businesses owned by Black women. The implications for philanthropic organizations and their right to address social inequities from this series of lawsuits attacking DEI programs were discussed. Ms. Blackwell advised that AAUW will continue to monitor this assault to private charitable conduct to determine next steps, but in the meantime the staff has worked with its attorneys to determine the criteria for its fellowship applications.

Dues Increase Discussion

Ms. Wolfe advised that a membership dues increase was being considered for spring 2025. AAUW has not had a consistent practice of raising dues annually, and in recent years the increases in dues have not kept up with increased organizational costs. Dues pricing of other organizations as compared with AAUW was reviewed. A recommendation of an evergreen, annual increase of \$5 per year was discussed. The Board will further consider the matter at its February Board meeting.

Year-End Fundraising Campaign

Katrina Sun Breese, Senior Director of Advancement, joined the meeting to present the year-end fundraising campaign. A goal of \$100,000 in funds contributed by the Board, staff and Committee Chairs will be leveraged as a match for the campaign. The gifts will be designed as Greatest Needs Funds. All Board members were asked to make a meaningful gift. After reviewing next steps and the timeline for the campaign, Ms. Breese left the meeting.

Consent Agenda

Jeanie Latz, Board Secretary, directed the members' attention to the Consent Agenda which contained two matters to be acted upon by the Board—the approval of the minutes from the August 7, 2024 meeting of the Board and the membership consent calendar. There being no questions upon motion, duly made and seconded, the following resolutions were approved.

Resolution Approving the Minutes of the August 7, 2024, Meeting of the Board

The Board of Directors of AAUW approves the minutes of the August 7, 2024, Board meeting as presented.

Resolution Approving the Membership Consent Calendar

The Board of Directors of AAUW approves the Membership Consent Calendar dated September 10, 2024, as presented.

Mses. Blackwell and Wolfe then left the meeting.

Executive Session

The Chair first reviewed the terms of a two-year Employment Agreement with Ms. Blackwell, CEO, as approved by the Executive Committee of the Board and as presented to the board at this meeting. After discussion upon motion duly made and seconded, the following resolution was approved:

Resolution Ratifying the Employment Agreement

The Board ratifies the Employment Agreement with Gloria Blackwell, CEO, dated October 18, 2024 as approved by the Executive Committee of the Board.

Ms. Sorokin then advised that she and Ms. Howard had met with Ms. Blackwell to discuss her annual performance review as provided by the Board and staff. Based on

her performance, Ms. Sorokin stated an incentive compensation bonus was approved by the Executive Committee under the terms of her current employment agreement. After a review of the terms and upon motion duly made and seconded, the Board ratified the incentive compensation bonus as approved by the Executive Committee of the Board.

Resolution Ratifying the Incentive Compensation Bonus

The Board ratifies the Incentive Compensation Bonus for Gloria Blackwell in the amount approved by the Executive Committee of the Board and payable under the terms of her employment agreement dated October 18, 2021.

Ms. Sorkin then reviewed with the Board the CEO performance goals for the upcoming year as provided to and reviewed by the Executive Committee of the Board. After review, there being no further business, the meeting was adjourned.

Respectfully submitted,

Jeanie Latz
Board Secretary