

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
BOARD OF DIRECTORS MEETING
June 12-13, 2025**

A meeting of the AAUW Board of Directors (the “Board”) was held on June 12-13, 2025, at the AAUW headquarters located at 1310 L Street, NW, Suite 1000, Washington, DC. The June 12 session began at 2:00 PM ET.

Minutes of June 12, 2025 Session

Directors Present:

Dianne Owens, Chair
Melissa LaDuke, Vice Chair
Christine Schmitz, Finance Chair
Sona Pancholy, Secretary
Hope Tryon Bennett
Aaliyah El-Amin
Jenna Kirkpatrick Howard
Jeanie Latz
Edwina Frances Martin
Hope Ricciotti
Auntaneshia Staveloz
Mayida Zaal
Gloria Blackwell, CEO (ex officio)

Staff Present:

Shannon Wolfe, Managing Director and Chief of Staff

Directors Absent:

Kimberley Adams
Shaila Rao Mistry
Monique Taylor

Call to Order and Welcome

Dianne Owens, Board Chair, called the meeting to order, noting that a quorum was present.

CEO Welcome & Vision for FY2026

Gloria Blackwell, CEO, began reviewing developments from 2025 that have required AAUW to remain flexible and to step up to the moment. She reminded the Board that the year has started with the threat of a lawsuit and a determination to settle that required the Fellowships & Grants (F&G) team to create new eligibility requirements for the program. The organization experienced a slight decrease in the number of applicants for the impacted program; however, the new requirements were appropriately developed to meet the organization’s goals.

Ms. Blackwell went on to highlight various other ways that programs have been focused on meeting the moment, including engaging “Gen Z” and women on campus through

voter education programs, a new business model for NCCWSL, operational shifts moving to the cloud and improving the online community hub.

AAUW has focused on addressing challenges presented by the new administration, which Ms. Blackwell reminded the board began before the current administration took office, with the 2023 Supreme Court decision regarding Harvard's affirmative action program. AAUW does not rely on federal funding, which creates a unique opportunity for AAUW to speak up and play an active role in the coalition of like-minded organizations. Ms. Blackwell noted the environment has created personal and professional stress for her and the entire team and she celebrated their resilience during this time.

For FY 2026, the team and AAUW are focused on implementing the strategic plan, which is intended to cover the next 3-5 years. Success will include 1) intentional growth across engagement, giving and audience reach; 2) ensuring that branch, state and national activities are in alignment with the national mission; and 3) collective action. Ms. Blackwell noted it will be important not to preserve the status quo, but create meaningful change and accountability, especially within the branches.

In conclusion, Ms. Blackwell noted the role of the Board and reminded the directors to help meet the moment by remaining engaged, staying the course, and being champions. She noted that the change anticipated will take time and the Board will be critical to help uplift the plan by speaking with one voice and helping to make hard choices. She sees an opportunity for AAUW to shine in this moment and looks forward to working with the Board to make that happen. A brief discussion among directors followed Ms. Blackwell's update.

Working Effectively as a Board

Shannon Wolfe, Managing Director and Chief of Staff, reviewed the strategic plan, highlighting the three priorities: (1) funding higher education; (2) removing barriers to success in higher education and the workplace; and (3) strengthening AAUW's reach, including national & branch alignment.

Following Ms. Wolfe's presentation, Ms. Owens led the group through an exercise to identify specific ways that directors could contribute to supporting the strategic plan. Directors were encouraged to personally commit to steps each would take to learn, act, join, share and give in support of the plan.

Adjournment

The meeting was adjourned at 3:59 PM ET to be reconvened on June 13, 2025.

Meeting of the Board – Minutes of June 13, 2025 Session

The meeting of the AAUW Board of Directors (the "Board") held on June 12-13, 2025, at the AAUW headquarters located at 1310 L Street, NW; Suite 1000; Washington, D.C. was reconvened on June 12 at 9:00 AM Eastern time.

Directors Present:

Dianne Owens, Chair
Melissa LaDuke, Vice Chair
Christine Schmitz, Finance Chair
Sona Pancholy, Secretary
Kimberly Adams
Hope Bennett
Aaliyah El-Amin
Jeanie Latz
Edwina Frances Martin
Hope Ricciotti
Auntaneshia Staveloz
Monique Taylor
Mayida Zaal
Gloria Blackwell, CEO (ex officio)

Staff Present:

Shannon Wolfe, Managing Director and Chief of Staff
Katrina Sun Breese**
Megan Kissell**
Ortencia Arellano**

Directors Absent:

Jenna Kirkpatrick Howard
Shaila Rao Mistry

** Participated in meeting as indicated in these minutes.

Call to Order

The Chair called the meeting to order, noting that a quorum was present. Prior to turning to the agenda for the day, Ms. Owens invited Ms. Blackwell and Ortencia Arellano, Director of Fellowships and Grants, to discuss the F&G program, a discussion held over from the Board dinner the evening prior.

Ms. Arellano shared insights on how the F&G program supports the strategic plan by directly funding women seeking higher education, elevating scholars and building the AAUW community. The program's goal is to invest in women's academic success through six specific programs. A team of eight oversees and executes the program. Ms. Arellano shared ways in which the program increases the pipeline of women in STEM and supports women pursuing tenure and leadership in academia.

She also highlighted areas of concern and ways in which the program may evolve to meet the moment. She concluded noting the team's effort to increase focus on leveraging the data in the program to strengthen AAUW overall and highlighted the great opportunities ahead. Questions were asked and directors asked for updates on impacts to the F&G program, particularly with International Fellowships, at future board meetings.

Defending Equity: FY 2026 Organizational Focus

Ms. Owens returned to the scheduled agenda and invited Ms. Blackwell to review the strategic plan.

Review of Strategic Plan

Ms. Blackwell began discussing the three priorities in detail and exploring what success would mean for each. She highlighted several strategies that would be critical to drive the plan forward, including the need to maintain consistent funding in order to navigate current challenges to AAUW's mission and work; being intentional about the value provided for national dues and the tangible impact of AAUW at the local and national level; more fully engaging alumnae; increasing branch and state alignment with AAUW's mission and seeking eventual full compliance.

Following her presentation, Ms. Blackwell engaged the directors in a discussion to identify metrics and near-term wins that would demonstrate progress. The directors recommended ideas including clear impact statements, a tangible increase in membership numbers, continued and increased donations, increase in open rates of communications, measures of branch compliance with 5-star program, demonstrating that AAUW understands the branches and meets them where they are, assessments of which branches contribute and who completes survey, and considering recognition vehicles to celebrate progress by state and branches to alignment.

Ms. Wolfe shared the preliminary dashboard to track strategic plan progress. Directors provided feedback, which Ms. Wolfe agreed to incorporate. It was agreed that the measured used may adjust as the plan unfolds and the board requires additional or different insight to assess progress. Directors asked for lists of branch and state presidents in their areas to support outreach and staff agreed to provide this after the bulk of branch/state leadership transitions were recorded, likely in late July.

Review of FY2026 Consolidated Budget

Ms. Wolfe then turned to the FY 2026 proposed budget, which had been previously reviewed with the Board and included in the Board materials. The budget had been reviewed by the Finance Committee and unanimously approved for recommendation to the Board. Ms. Wolfe noted that this year's budget was quite similar to the FY 2025 budget approved by the Board because significant changes and shifts had been accounted for in previous years. The draft FY 2026 budget is balanced with a \$102k unrestricted surplus.

The budget is designed to support the strategic plan implementation, maximizing the use of restricted funds and ensuring resources to support branch alignment. Ms. Wolfe noted a conservative approach to revenue budgets and that there were no anticipated organizational, staffing or structural changes of significance.

After brief discussion and upon motion duly made and seconded, the Board approved the following resolution:

Resolution to Approve the FY 2026 Consolidated Budget

The Board of Directors approves the FY 2026 consolidated budget as presented.

Review of Committee Goals, Appointments and Charters

Ms. Owens then turned to the national committee goals, appointments and charters. She noted that goals for FY 2026 were designed to support the strategic plan and branch alignment work, and to continue to ensure AAUW's fiduciary and compliance responsibilities were fulfilled.

There was a brief discussion regarding the Advancement Committee's distribution of information including committee reports, after which upon motion duly made and seconded, the Board approved the following resolution:

Resolution to Approve the Committee Goals

The Board of Directors approves the National Committee Goals as presented.

The Board then reviewed in details the appointments to the national committees. There was discussion regarding the Vice Chair designation versus Co-Chair designation and it was determined that the Bylaws provide for a Vice Chair but are silent regarding Co-Chair upon advise of counsel. For governance purposes one Co-Chair will be designated as Vice Chair, without affecting how individual committee's wish to recognize their leadership.

The Board discussed updates needed to the appointments roster presented, and upon a motion duly made and seconded the Board approved the following resolution:

Resolution to Approve the Committee Appointments for FY 2026-2027 Term

The Board of Directors of AAUW appoints the individuals as indicated on Exhibit A hereto for two-year terms commencing as of July 1, 2025.

Lastly the Board reviewed the Committee Charters as presented. Noting no further questions or discussion, and upon a motion duly made and seconded, the Board approved the following resolution:

Resolution to Approve the Committee Charters

The Board of Directors of AAUW approves the committee charters as presented.

Annual Staffing Overview and Update

Ms. Blackwell updated the Board regarding the current staffing at AAUW. She reviewed information provided in the Board materials, focusing on the current organizational structure, noting the lean staffing approach. She shared information about current vacancies and annual turnover rates, noting that turnover has slightly dropped from the prior year. She noted that a regular external salary review would be completed this year. Ms. Blackwell shared information on training and other resources provided to the staff and noted efforts being made to ensure succession planning and smooth transitions despite the lean staffing.

Impact of Changes to Higher Education

In an effort to create learning and shared awareness, Ms. Owens invited members of the Board to share their experiences regarding the impact of the recent developments within their organizations.

Risk Management Review

Ms. Wolfe provided the annual Risk Management Review, presenting the tracker used by the staff and the Audit Committee to ensure identification of areas of risk, and monitor progress to mitigate risk as required or in the interest of the organization.

Ms. Wolfe began reviewing financial risk noting three potential areas of risk: membership declines, investment portfolio and donor confidence driven by political uncertainty. The board recommended the Audit Committee add membership numbers to the risk tracker.

The Board also discussed the affiliate tab in the tracker querying whether language used by affiliates could create risk for the association and recommended the Audit Committee consider whether branch insurance policies and/or communications present a risk beyond tax filing requirements.

Open Membership

Ms. Owens then led the Board through a discussion regarding AAUW's membership requirement ("open membership"). The goal of the conversation was to determine whether the timing was right to revisit the qualifications required for membership in AAUW. Ms. Wolfe provided background regarding the current requirements and history of prior efforts to change the qualifications. Several board members shared their experience with previous campaigns and the board discussed the merits of the effort and the challenges of the timing in the current year.

There was general consensus to postpone any efforts to call for a vote in the coming year, however, the Board expressed interest in continuing the discussion at the next Board meeting and identify strategies to review the matter further.

Consent Agenda

Sona Pancholy, Secretary, directed the Board's attention to the Consent Agenda items, noting there were two items for action, namely the minutes of the May 2025 annual and board meetings and the appointment of Mercer to continue as AAUW's investment advisor; and one item for information, which was the Executive Committee minutes.

There being no further discussion and following a motion and a second, the board approved the following resolutions:

Resolution Approving the Minutes of the May 14, 2025 Annual and Board Meetings

The Board of Directors of AAUW approves the minutes of the May 14, 2025 annual and board meetings 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.

Executive Session

The Board met in Executive Session with attending Board members present and no staff or guest members present.

Adjournment

There being no Other Business, the meeting was adjourned at 4:00 PM ET.

Exhibit A: FY 2026-2027 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, 2025. The full committee rosters (as of June 13, 2025) are listed below.

Advancement Committee

Dianne Owens, Chair

Deb Roney, Vice Chair*

Susan Barley

Malinda Gaul*

Carol Griffith*

Carol Heisler*

Rose Llanos*

Betsy McDowell*

Patricia Quick*

Barbara Sando*

Joan Schneider

Sharon Suber*

Janice Van Gasse*

Edwina Martin

Audit Committee

Jenna Howard, Chair

Sona Pancholy

Linda Pihlak

Peggy Wild

Finance Committee

Christine Schmitz, Chair

Kimberly Adams

Sylvia Cares

Kathleen Ford

Shaila Rao Mistry*

Hope Ricciotti

Monique Taylor

Governance Committee

Shaila Rao Mistry, Chair*

Jeanie Latz, Vice Chair*

Hope Tryon Bennett*

Jan Carey*

Elizabeth Haynes*

Melissa LaDuke*

Aja Laussegger*

Kathleen Marrs*

Sue Shineman*

Auntaneshia Staveloz

Inclusion & Equity Committee

Exhibit A: FY 2026-2027 Committee Appointments

Karen Francis, Chair
Trish Garner, Chair
Hope Bennett*
Eva Habib*
Rose Llanos
Suzanne Mercer-Young
Luna Mukherjee*
Mayida Zaal*

Investment Committee

Christine Schmitz, Chair
Jan Benson
Jennifer Earnest*
Wendy Malaspina*
Linda Pihlak*
John Tobey

Nominating Committee

Mel LaDuke, Chair
Mary Zupanc, Vice Chair
Peggy Cabaniss*
Cynthia Hall
Elizabeth Gurian*
Cheryl Sorokin*

Public Policy Committee

Younghee Overly, Chair
Diane Schrier, Chair
Kimberly Adams
Patricia Ashe*
Patricia DeWitt
Janine Greenwood
Kathleen Harper
Alice Kitchen
Kayester Lee-Smith*
Hannah Liebreich
Edwina Martin
Anjali Mehotra
Sandra Miller*
Shaila Rao Mistry*
Maura Stephens Chu*
Janice Van Gasse*