

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)  
BOARD OF DIRECTORS  
OFFICIAL MINUTES  
October 20-21, 2018**

The AAUW Board of Directors met October 20-21, 2018 at the AAUW Headquarters in the District of Columbia. AAUW Chair Julia Brown presided.

**The following AAUW Board members were present (absent):**

Julia Brown, Board Chair  
Peggy Williams, Board Vice Chair  
Janet Bunger, Finance Vice Chair  
Cheryl Sorokin, Secretary  
Joanna Amberger, Director  
Susan Barley, Director  
Melody Jackson, Director (absent)  
Melissa Johnsen, Director (via phone)  
Karen Kirkwood, Director  
Dot McLane, Director  
Eileen Shelley Menton, Director  
Susan Nenstiel, Director  
Leah Sakacs, Director  
Mardy Stevens, Director  
Mary Zupanc, Director  
Kimberly Churches, Chief Executive Officer (Ex-Officio Director)

**Staff:\***

Shannon Wolfe, Managing Director and Chief of Staff  
Sheila Amo, Chief Administrative Officer  
Gloria Blackwell, Senior Vice President, Fellowships and Programs  
Thomas Chappell, Vice President, Finance  
Kendra Davis, Senior Vice President, Advancement and Partnerships  
Laura Segal, Senior Vice President, Communications and External Relations  
Julian Sfecla, Director, Information Technology  
Roberta Jackson Travis, Director, Board Relations  
Deborah Vagins, Senior Vice President, Public Policy and Research

**Guest:\***

Sharon McDade, Consultant, Greenwood, Asher & Associates

**\*Joined the meeting at the points indicated in these minutes.**

**Saturday, October 20, 2018**

**Call to Order**

AAUW Chair Julia Brown called the meeting to order at 9:15 a.m. on Saturday, October 20, 2018 and welcomed board and staff members Kimberly Churches, Chief Executive Officer, Shannon Wolfe, Managing Director and Chief of Staff, Thomas Chappell, Vice President, Finance and Roberta Jackson Travis, Director, Board Relations. The presence of a quorum was noted.

Ms. Brown noted that the board would be meeting for the first section of the meeting outside the presence of staff members other than Mses. Churches, Wolfe, and Travis, and Mr. Chappell in order to discuss a number of financial-related issues.

**Finance and Audit Updates and Discussion**

**Financial Statement Review**

Janet Bunger, Finance Vice Chair, referred directors to the previously distributed financial statements for the period ending August 31, 2018, noting that these had also been discussed with the board during the September conference call. She and Mr. Chappell responded to director questions.

**Annual Audit Process**

Melissa Johnsen, Chair of the Audit Committee, reported to the board on the status of the annual audit process. Ms. Bunger presented the report of the Investment Committee.

**Potential Expense Reductions**

The board then reviewed and discussed with Mses. Churches and Bunger and Mr. Chappell the decline in net unrestricted assets since 2010, adjustments to the level of unrestricted assets related to the sale of the building, and the impact of the rent obligation assumed by the organization following the sale of the building. Several board members noted that information provided to the board at the time of the sale and lease of new facilities appeared to have differed from how these transactions ultimately were handled by prior management.

Ms. Churches reviewed a presentation on prospective budget changes for AAUW sustainability outlining a series of potential action steps to address the need to reduce expenses in light of the continuing decline in unrestricted assets, including possible options to reduce space rental expenses, in particular. Ms. Churches outlined a series of potential action steps to address the need to reduce expenses in light of the continuing decline in unrestricted assets. She pointed out that options for reducing rental expense were limited under the existing lease. Ms. Churches noted that actions to increase revenue would be presented later in the meeting. Ms. Churches responded to director questions on the financial impact of the various potential action steps, potential timing for implementation, the possible impact on staff and programming, and the feasibility of certain options related to the organization's current lease of space.

Following further discussion on the benefits and drawbacks of potential actions, it was the consensus of the board that the actions under consideration by Ms. Churches were appropriate and well-founded. The board suggested she focus principally on actions with significant financial impact. The board and Ms. Churches discussed the potential negative impact of some actions on mission impact, staff morale and the possibility of staff turnover.

Ms. Churches noted that she planned corrective action starting in December to reduce expenses for this fiscal year. She added she would continue to communicate with the board on these actions.

#### Termination of Pooled Income Fund

Ms. Wolfe referred the board to a previously distributed memorandum recommending the termination of AAUW's pooled income fund. She noted that only six (6) individuals were participating in the pool at this time and the size of the pool was now approximately \$101,000.

She said the financial implications of buying out the six was relatively minimal, and that two of the six had already expressed an interest in donating their life income back to AAUW. She responded to questions on the proposal and the likelihood that all participants would be amenable to termination of the pooled income fund. Following discussion, on motion made, seconded and carried, the board adopted the following resolution:

#### **Resolution Approving the Termination of AAUW's Pooled Income Fund**

The Board of Directors of AAUW approves the termination of the pooled income fund of the American Association of University Women, Inc. ("Corporation") and authorizes and instructs Kimberly Churches, the Corporation's Chief Executive Officer, to take any and all actions necessary and proper to carry out this directive, including but not limited to executing on behalf of the Corporation any documents which may be required by PNC Bank, the custodian of the pooled income fund, to terminate the pooled income fund and make any distributions from the pooled income fund as may be necessary in connection with its termination.

Adopted 10/20/2018

#### New York City Metropolitan Area Fund

Ms. Wolfe then referred directors to the previously distributed memorandum requesting adoption of a resolution clarifying the uses of the New York City Metropolitan Area Fund. She reviewed the reasons for the request, including the increased flexibility that would be provided to AAUW to conduct programs and other operations in the NYC Metropolitan area. Several directors noted the importance of communicating with the AAUW NY State board on the proposed change, even though no changes were contemplated to the existing program that allows branches to request grants for projects in the NYC Metropolitan area. Ms. Churches noted that the proposed resolution would allow the national office to provide additional support to branches conducting projects and programs. Following further discussion, on motion made, seconded and carried, the board adopted the following resolution:

#### **Resolution Clarifying the Use of New York Area Metropolitan Fund**

The Board of Directors of AAUW hereby clarifies that the New York Metropolitan Fund shall be used for any expenditure consistent with the 2012 Supreme Court of the State of New York Amended Order Approving Plan of Dissolution and Distribution of Assets (Exhibit A). The grant program previously approved by the Board of Directors shall continue, but AAUW may use the New York Area Metropolitan Fund for any purposes consistent with the Order.

Adopted 10/20/2018

## **Advancement & Partnerships Updates and Discussion**

Sheila Amo, Chief Administrative Officer; Gloria Blackwell, Senior Vice President, Fellowships and Programs; Kendra Davis, Senior Vice President, Advancement and Partnerships; Laura Segal, Senior Vice President, Communications and External Relations; Julian Sfecla, Director, Information Technology;

Deborah Vagins, Senior Vice President, Public Policy and Research; and Consultant Sharon McDade joined the meeting at 11:00 a.m. Ms. Davis shared reflections and highlights on completed goals since the June 2018 board meeting and reviewed fundraising goals for the remainder of FY2019. She outlined corporate and foundation projections and prospects and elaborated on various engagement efforts tailored to individual corporations. Ms. Davis explored goals for a new affiliate fundraising initiative designed to engage branches in fundraising efforts surrounding our greatest needs, reported on recent outside focus group discussions, and shared future plans to enhance the overall member experience. She previewed and discussed a new donate page recently added to the website and provided background on a draft Five Star Recognition Program for AAUW Affiliates slated for July 2019 official rollout. Board members were asked to review the initiative and provide input by November 1.

Ms. Davis acknowledged board members who have made pledges for the end-of-year matching gift program and encouraged all board members to consider participating at some level. Additionally, Chair Brown offered a challenge to the board to reach out to 10 individuals via social media to encourage them to donate to AAUW unrestricted funds on Giving Tuesday on November 27.

## **Q1 Update on Strategic Plan Implementation**

Ms. Churches reported that since launching the strategic plan in July 2018, economic security and governance and sustainability have been the primary areas of focus for the organization. She then asked Ms. Wolfe to introduce and review the strategic plan implementation metrics designed to track the status of progress from FY2019 through FY2022 in each individual focus area. Ms. Wolfe shared highlights of key economic security focus efforts, including positive feedback received from employer roundtable discussions held in San Francisco, the impending launch of the AAUW Work Smart Online salary negotiation course aimed at training 10 million women by 2022, and the Members Mobilize a Million campaign which encourages members to reach out to 20 individuals to take the online salary negotiation course.

Ms. Churches responded to board questions on implementation of the strategic plan. She then asked Dr. Sharon McDade for general observations and reflections on the strategic plan efforts and progress to date. Dr. McDade congratulated the board, the strategic plan task force and staff on the Q1 progress made and noted that the organization is on target with regards to plan implementation.

Ms. Wolfe reviewed and discussed some of the ways we continue to communicate and engage our members and potential new audiences as part of our ongoing convening efforts, including the creation of a video and member resource page announcing the member launch of the strategic plan. AAUW is asking states and branches to focus primarily on the economic security objective at state conventions and leadership conferences in the spring. Staff will provide a video, toolkit, and resources to assist member efforts. Additionally, staff will meet with vendors in the coming weeks to explore options for the in-person convening event in the District of Columbia to include AAUW Awards recognition and Lobby Day for members.

## Information Technology Presentation: Governance & Sustainability

As part of the organization's governance and sustainability efforts, Julian Sfecla, AAUW's recently hired Director of Information Technology, shared a presentation and overview of plans to modernize AAUW's information technology infrastructure, including implementing a Cloud-based system and subsequent website upgrades and relaunch. Mr. Sfecla reviewed some of the major organizational technology limitations and challenges with regards to the existing infrastructure, and discussed advantages and benefits of moving to a Cloud-based platform. Additionally, he shared a preview of what the future system would look like and reviewed an implementation schedule. He provided an overview of the IT team currently in place and a review of staff roles and responsibilities, and responded to director questions.

## **Consent Agenda and Committee Reports**

Cheryl Sorokin, Board Secretary, reviewed and provided background on items submitted for consideration as part of the consent agenda and responded to board questions. On motion made, seconded and carried, the board approved the following resolutions included on the Consent Agenda:

### **Resolution Re AAUW Board of Directors Minutes**

The Board of Directors of AAUW approves the minutes of the June 9-10, 2018, June 10, 2018 and the September 24, 2018 minutes as presented.

Adopted 10/20/2018

### **Resolution Approving the Membership Consent Calendar**

The Board of Directors of AAUW approves the Membership Consent Calendar dated October 3, 2018 and attached to these minutes.

Adopted 10/20/2018

## **Information Items**

The board acknowledged receipt of the AAUW Executive Committee report dated October 20, 2018 previously distributed for board review.

It was noted that due to the current subcommittee review and analysis of the overall committee structure, most committees had not met since the last board meeting, and therefore written reports for special committees were optional for the October meeting.

Members reviewed an FY2020 - FY2021 draft board meeting schedule provided with the board meeting materials.

## **Generative Thinking Exercise on New Audiences/Engagement**

Dr. McDade introduced and facilitated a board generative thinking exercise focused on the engagement of new audiences. The board met in three groups to strategize on what new audiences would look like,

how AAUW would engage them, and what is most important to AAUW when assessing new audiences. Board members reconvened as a group to share ideas and thoughts generated during the small group dialogues. Dr. McDade will consolidate board comments and recommendations and provide a follow-up summary for the staff.

### **Nominating Committee Update and Discussion**

Dale Satake, Nominating Committee Chair, joined the meeting via phone to share updates on the work of the Nominating Committee and the status of the board candidate application process. The committee expects to receive several applications in the coming weeks prior to the November 30 deadline. Ms. Satake discussed candidate skill sets required, and emphasized the need for AAUW for candidates with financial expertise and previous for-profit and/or non-profit board experience. She encouraged board members to continue to reach out to prospective candidates and to remind state and branch presidents of the November 30 application deadline during state calls. Additionally, board members shared their thoughts and intentions on running for a subsequent term.

In coordination with the Nominating Committee, Ms. Churches provided an overview of personal outreach efforts and conversations with prospective candidates, in keeping with the Nominations Committee's priorities.

### **Executive Session**

The AAUW Board of Directors recessed to executive session at 4:00 p.m. Following discussion of several matters, the Chair adjourned the executive session at 5:00 p.m. and recessed the board meeting until the following morning.

### **Sunday, October 21, 2018**

The Chair reconvened the meeting at 9:00 on Sunday, October 21, 2018.

### **Chief Executive Officer Update**

Ms. Churches reported that her primary areas of focus surround fiscal year 2019 goals and objectives approved by the board -- strategic plan implementation, financial planning and sustainability, donor retention and relations, and revenue generation. She discussed ongoing travel and meetings to establish partnerships, and highlighted efforts underway to raise AAUW's profile while ensuring that the organization remains distinct and differentiated in its approach and work. Ms. Churches shared organization successes and highlights, such as the Coca Cola Foundation grant awarded earlier this summer, the successful launch of Work Smart in Kansas and Missouri, recent *New York Times* articles on AAUW, and various conversations and plans to work with state/local government organizations on a national level with regards to Work Smart, Start Smart and other collaborative opportunities. She discussed AAUW's efforts regarding the Brett Kavanaugh Supreme Court nomination and thanked staff for their work.

Additionally, Ms. Churches updated the board on her participation in a CEO roundtable for Greater Washington Partnership earlier this summer focusing on economic development, and a meeting with

SAP to discuss the women's leadership gap. Ms. Churches also noted she was invited to brief a Fortune 100 CEO on gender and workplace issues for roundtable discussions held during The New York Times New Rules Summit in September.

### **Committee Subcommittee Report and Discussion**

Ms. Wolfe referred the board to the previously distributed memorandum and to an updated memorandum distributed at the meeting describing proposed changes to AAUW's committee structure and the adoption of charters for each of the proposed committees. She thanked members of the board subcommittee appointed last June who worked over the summer on this project (Sue Barley, Melissa Johnsen, Karen Kirkwood, Leah Sakacs, Cherie Sorokin and Mardy Stevens). Ms. Wolfe noted that the purpose of the review of committee structure was to make sure AAUW's committees were meeting the needs of the organization and had clearly defined roles. Ms. Wolfe and members of the committee responded to director questions on the proposed structure and the charters, including whether board liaisons should be voting members of their assigned committees, whether board members should be required to be chairs of the standing committees, and whether committee terms should be increased from two to three years.

It was noted that responsibility for oversight of the AAUW's retirement plans had inadvertently been left out of the Investment Committee Charter and should be included in its list of responsibilities. Following further discussion, on motion made, seconded and carried the committee adopted the following resolution:

### **Resolution Re Committees**

Effective July 1, 2019, AAUW's committee structure shall be as follows with the responsibilities of each committee set forth in the charters attached to these minutes.

#### Standing Committees

Executive Committee  
Audit Committee  
Finance Committee  
Investment Committee  
Governance Committee  
Nominating Committee

#### Special Committees and Task Forces

Advancement Committee  
    Fundraising Subcommittee  
    Membership and New Audiences Subcommittee  
Inclusion and Equity Committee  
Legal Advocacy Committee  
Public Policy Committee  
Strategic Planning Task Force

Adopted 10/21/2018

Susan Barley, Chair of the current Committee Appointments Task Force commented on several issues related to managing committee member terms in situations where a committee member or chair resigns before the end of a term. It was agreed that the Committee Appointments Task Force would continue in existence until July 1, but should coordinate with the AAUW Governance Committee (which will assume the role of managing committee appointments) in making appointments for 2019-2020. Ms. Wolfe noted that the newly adopted charters would be shared with existing committees so they could begin thinking about the changed structure and new responsibilities even though the formal change in structure would not take place until July 1.

### **2019 Election Update**

Ms. Churches reported that no proposed bylaws amendments were submitted by the Governance Committee for member comment. Members will have an opportunity to submit proposals during the comment period. The board reviewed and discussed draft revised Public Policy Priorities. Ms. Churches and Deborah J. Vagins, Senior Vice President, Public Policy and Research, said that the revised priorities are closely aligned with the strategic plan and reflect member comment and feedback received during the public policy committee survey process. Following further discussion, on motion made, seconded and carried the committee adopted the following resolution:

#### **Resolution Approving Changes to the AAUW Public Policy Priorities for Member Comment**

The Board of Directors of AAUW Approves Changes to the AAUW Public Policy Priorities attached to these minutes for presentation to the AAUW membership during the member comment period.

Adopted 10/21/2018

### **Executive Session**

The AAUW Board of Directors recessed to executive session at 11:00 a.m. The board adjourned executive session at 12:00 Noon.

### **Adjournment**

The AAUW Board of Directors meeting adjourned at 12 Noon on Sunday, October 21, 2018.

The AAUW Board of Directors will meet February 16-17, 2019 at the AAUW headquarters offices in the District of Columbia.

**MEMBERSHIP CONSENT CALENDAR  
October 3, 2018**

TO APPROVE			For Your Information	
Final Approval New Affiliate	4		Campus Student Organizations	4
Affiliate Merger	0		Affiliate Disbandment	8
Affiliate Name Change	1			
501c3 affiliates of existing branches	6			

**\*Per the AAUW bylaws, an Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.** An AAUW Affiliate (“Affiliate”) is defined as an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code.

**TO APPROVE**

***Final approval of new affiliates:***

State/Code	Name	Notes
AAYW17	YWTF Boston	YWTF Chapter – 501c4
AAYW18	YWTF Los Angeles	YWTF Chapter – 501c4
OR9054	Yamhill County	AAUW Branch – 501c4
SC3030	AAUW of South Carolina State Branch	State Online Branch – 501c4

***Affiliate Name Change:***

State/Code	Name	New Name
NY2091	The Empire State Virtual Branch EIN 460626450	Empire State NYC Branch

***501c3 Entities of Existing 501c4 Affiliates:*** AAUW requires all entities using our name to be affiliates of record. The following are additional 501c3 entities of existing affiliate branches.

State/Code	Name
CAA019	AAUW Stockton Branch Community Outreach Fund (68-0441831)
FLA010	AAUW Florida Supporting Foundation (35-0542241)
HIA001	AAUW-Kona Educational Fund (47-5154495)
MDA001	Towson Branch Scholarship Fund (52-1549287)
MOA001	Dorothea B Hoover AAUW Scholarship Foundation (43-1425804)
MTA001	Billings Branch AAUW Endowment (47-7112138)

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**FOR YOUR INFORMATION**

***New Campus Student Organizations:***

<b>Name</b>	<b>Sponsor/Code</b>	<b>State</b>
AAUW at Troy University	Troy University	Alabama
AAUW at University of Detroit Mercy	University of Detroit Mercy	Michigan
AAUW at WNMU	Western New Mexico University	New Mexico
AAUW at Kent State University	Kent State University	Ohio

***Affiliate Disbandment:***

<b>State/ Code</b>	<b>Name</b>	<b>Date</b>	<b>Reason</b>	<b># of Members</b>	<b>Feb 1 Count</b>
CT1020	New Canaan EIN 066013820	June 2018	Lack of interest/participation; unable to attract new members, low event participation, aging membership, lots of competition in the community. Couldn't identify new leadership despite state and National help. Leadership moved away from the community.	60	81
KS7042	Olathe EIN 486118036	October 2017	Lack of interest/participation; problems with AAUW practices. Staff attempted to contact the president of the branch to discuss what the problem, but she did not respond to repeated attempts. 2 life members. Average age is 77.	8	3
MO7058	Springfield EIN 436048938	April 2018	Initiated by National. No officers or dues paying members in FY18. 2 life members.	2	3
NC3040	Statesville EIN 561211983	May 2018	Lack of interest/participation; too few members. Statesville voted to disband in 2017; however, paperwork was submitted this year.	14	2
ND6006	Grand Forks EIN 456015753	July 2018	Lack of interest/participation; lack of new leadership and members.	18	18
NY2002	Albany EIN 237004945	Dec. 2017	Lack of interest/participation; too few members. The branch has not held meetings in several years; the last president died in 2016; and members have not been contactable since 2017.	-	7
NY2024	Massapequa Area EIN 112662526	August 2018	Lack of interest/participation; lack of participation for leadership. 3 life members; 1 paid member for FY19. Average age is 80.	37	37
WV3007	Elkins EIN 556022586	July 2018	Lack of interest/participation; too few members (10 paid members, 2 life members). Average age is 76.	12	12

## **Executive Committee Charter**

The Executive Committee (the “Committee”) is a standing committee of the Board (the “Board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with the Bylaws of AAUW, the laws of the District of Columbia, and the overall direction of the organization as determined by the Board.

### Purpose

The purpose of the Committee is to act on matters that may properly come before the Board in the interim between Board meetings; to report its work and actions for approval or revision by the Board; to exercise general supervision over the corporate and legal affairs of AAUW in conformity with the bylaws and the laws of the District of Columbia; to review staff operations; and to deal with any other matters as authorized by the Board.

### Responsibilities

In carrying out its purpose, the Committee, under the direction of the Board, shall:

- Endeavor to exercise its authority to act on matters that may properly come before the Board between Board meetings only when it is not feasible to convene the Board;
- As requested, serve as a sounding board for the Chief Executive Officer (CEO) or Board Chair on matters that may need Board approval or discussion in the future;
- Working together with the CEO, develop annual performance goals and objectives for the CEO;
- Plan and conduct an annual assessment of the CEO’s performance based on annual goals and objectives and report the results of the assessment to the Board and the CEO;
- Annually review overall compensation and benefits for the CEO and report the Committee’s findings to the Board, including any recommendations for adjustments or changes;
- Approve the annual bonus, if any, for the CEO, based on performance and within approved budgetary guidelines, and report the Committee’s action to the Board;
- Assist the Board in conducting an annual assessment of the Board’s effectiveness;
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the Board;
- Notwithstanding anything in this charter or AAUW’s bylaws, the Committee shall have no authority to hire or fire the CEO or to approve transactions involving more than the authority specified in the designated authorities without express written delegation of authority from the board.

### Committee Membership

The Committee shall consist of the Board Chair, Board Vice Chair, Board Finance Vice Chair, Board Secretary and two additional directors elected by the full Board from among the remaining eleven directors. The CEO serves as an ex officio nonvoting member of the Committee.

### Terms

The Board Chair, Board Vice Chair, Board Finance Vice Chair, and Board Secretary shall serve on the Committee for their Board term in those positions. Other Committee members (other than nonvoting ex officio members) shall be appointed annually for a term of one year beginning July 1 following

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appointment and shall be eligible for reappointment to the Committee as long as they serve on the Board. In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Board Chair may recommend to the Board that the member be replaced.

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of the ex officio member shall not be counted for purposes of determining a quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet at least 4 times a year at the call of the Board Chair and at other times at the call of the Board Chair or at the written request of three members of the Executive Committee. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Board Chair shall prepare written reports on the Committee's activities and any recommendations to the board shall be presented to the Board at its regular and annual meetings.

## **Audit Committee Charter**

The Audit Committee (the “Committee”) is a standing advisory committee of the Board (the “Board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with the Bylaws of AAUW and the overall direction of the organization as determined by the Board.

### Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibility with respect to AAUW’s financial reporting process, system of internal controls, the audit process, and the process for monitoring AAUW’s compliance with laws and regulations.

### Responsibilities

In carrying out its purpose, the Committee, under the direction of the Board, and in accordance with AAUW’s bylaws which charge the Committee to oversee AAUW’s reporting practices, compliance, internal controls and financial management, shall:

- Recommend to the Board the retention of AAUW’s independent auditor;
- Review the fees of the independent auditor and, advise the Board as to the approval of the auditor’s fees, and, if necessary, recommend to the Board termination of the auditor;
- Review the terms of the auditor’s engagement each year and consider recommending to the Board auditor rotation at least every five years;
- Review and recommend for Board approval any non-audit services performed by the auditing firm;
- Review the scope and plan of the audit proposed by the independent auditor;
- Oversee the performance of the auditor;
- Meet at least annually with the auditors outside the presence of management;
- Review and recommend to the Board for approval the annual audit report and audited financials;
- Conduct a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditor;
- Review the adequacy of management’s response to any issues raised by the auditors;
- Review the implementation and adequacy of AAUW’s internal control structure and recommend changes to the Board, as appropriate;
- Monitor compliance with AAUW’s code of ethics and conflict of interest policy, and recommend changes to the Board, as appropriate;
- Monitor whistleblower protections and policies and recommend changes to such policies to the Board, as appropriate;
- Review, with AAUW’s legal counsel, any financial reporting, accounting, legal or regulatory matters that could have a significant effect on the organization’s financial statements;
- If necessary, recommend to the Board special investigations and, if appropriate, special counsel or experts to assist;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the Board.

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Committee Membership

The Committee shall consist of at least 3 members and at least a majority of the members of the Committee shall be members of AAUW. The Committee Chair and members of the Committee shall be appointed by the Board Chair and approved by the Board of Directors at the spring Board meeting or as appropriate by the Executive Committee and shall serve at the pleasure of the Board.

Members of the Committee shall have financial, audit, or budgetary experience.

If the Committee Chair is not a Board member, the Board Chair shall appoint a nonvoting Board Liaison to the Committee from among the directors of the Board. The Board Liaison communicates Board priorities to and for the Committee and serves as a consultative resource to the Committee Chair as needed. If the Committee Chair is a Board member, he/she shall serve as the Board Liaison.

A staff member designated by the Chief Executive Officer shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one Committee, the third term being possible only if a Committee member becomes Chair of the Committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee Chair may recommend to the Board that the member be replaced. In the event that the Committee Chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Board Chair may recommend to the Board that the Committee Chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become Chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee Chair.

Voting and Quorum Requirements

Each member of the Committee shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

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Meetings

The Committee shall meet not less than 2 times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the Committee Chair or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the Board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee Chair shall prepare written or verbal reports on the Committee's activities and recommendations to the Board for the Board's regular and annual meetings. If the Committee has a Board Liaison other than the Committee Chair, the Board Liaison shall review the written reports from the Committee Chair and submit them to the Board for review.

## **Finance Committee Charter**

The Finance Committee (the “Committee”) is a standing advisory committee of the Board (the “Board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with the Bylaws of AAUW and the overall direction of the organization as determined by the Board.

### Purpose

The purpose of the Committee is to oversee AAUW’s financial strategy and performance and make recommendations to the Board about the financial affairs and policies of AAUW, including the annual budget and investment of funds (other than long-term funds).

### Responsibilities

In carrying out its purpose, the Committee, under the direction of the Board, shall:

- Monitor and oversee the preparation of annual and capital budgets and recommend adoption by the Board taking into account AAUW’s long range needs and financial planning, investment performance, economic conditions, and other factors that may have an impact on AAUW’s long term financial sustainability;
- Monitor financial performance in comparison to budget and oversee the reporting of performance compared to budget in interim and annual financial statements;
- Work with the Vice President of Finance or the Chief Financial Officer to ensure financial reporting to the Board is in a format that is transparent and highlights issues for Board attention;
- Monitor the transfer of funds to and from long-term investment funds in relations to amounts budgeted for use in operations in accordance with the Board-approved annual budget;
- Review and make recommendations to the Board with respect to the financial implications of the acquisition and/or disposition of AAUW property;
- Review, at least annually, the long range financial objectives of AAUW and the ability to sustain AAUW and fulfill its mission and programs;
- Provide strategic oversight and make recommendations to the Board on revenue, expense, cash, asset, and liability strategies;
- Review the Internal Revenue Service Form 990 and accompanying schedules prior to Board review and filing, and AAUW’s external audit and other tax reports prior to Board review;
- Regularly review AAUW financial policies, including but not limited to AAUW’s withdrawal policy, and make recommendations for revisions or adoption of new policies by the Board, as the Committee deems necessary;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the Board.

### Committee Membership

The Committee shall consist of at least 5 members and at least a majority of the members of the Committee shall be members of AAUW. The Board Finance Vice Chair shall serve as Committee Chair. Members of the Committee shall be appointed by the Board Chair and approved by the Board of Directors at the spring board meeting or as appropriate by the Executive Committee and shall serve at the pleasure of the Board.

Members of the Committee shall have financial or investment experience.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

The Board Chair and Chief Executive Officer shall serve as nonvoting ex officio members of the Committee.

The Committee Chair shall serve as the Board Liaison communicating Board priorities to and for the Committee.

A staff member designated by the Chief Executive Officer shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee Chair may recommend to the Board that the member be replaced. In the event that the Committee Chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Board Chair may recommend to the Board that the Committee Chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become Chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee Chair.

Voting and Quorum Requirements

Each member of the Committee, other than ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of the ex officio member shall not be counted for purposes of determining a quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than 4 times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the Committee Chair or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the Board.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee Chair shall prepare written or verbal reports on the Committee's activities and recommendations to the Board for the Board's regular and annual meetings.

## **Governance Committee Charter**

The Governance Committee (the “Committee”) is a standing advisory committee of the Board (the “Board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with the Bylaws of AAUW and the overall direction of the organization as determined by the Board.

### Purpose

The purpose of the Committee is to assist the Board of Directors in helping to ensure the effectiveness of the overall governance of AAUW.

### Responsibilities

In carrying out its purpose, the Committee, under direction of the Board, shall:

- Periodically advise and make recommendations to the Board on structure, trends, and best practices for effective corporate governance;
- On an annual basis, receive, review, interview, and recommend to the Board potential candidates for standing and special committee appointment, including committee Chairs and Vice Chairs;
- At least every other year, review AAUW’s committee structure, including responsibilities and composition, and recommend changes as needed to the Board;
- Working jointly with committee chairs and the chief of staff, establish a process for committees and task forces to review their own effectiveness and to periodically summarize and report to the Board the key findings from such reviews;
- Periodically review the bylaws of AAUW and the AAUW Action Fund and recommend amendments to the Board as appropriate;
- Periodically review AAUW’s conflict of interest policy and recommend changes to the Board as appropriate;
- Receive, review, and report to the Board all bylaw amendment proposals and resolutions related to bylaws submitted by members together with the Committee’s recommendation on whether such proposals and resolutions are appropriate to place before the membership for a vote based on D.C. law and other criteria established by the Board. The Committee also proposes draft rationale to the Board for the recommended bylaws change for presentation to the membership;
- Communicate with members, under the direction of the Board, or recommend communications from the Board to members on issues related to AAUW corporate governance matters;
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the Board.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

Committee Membership

The Committee shall consist of at least 8 members and at least a majority of the members of the Committee shall be members of AAUW. The Committee Chair and members of the Committee shall be appointed by the Board Chair and approved by the Board of Directors at the spring Board meeting or as appropriate by the Executive Committee and shall serve at the pleasure of the Board.

Members of the Committee shall have legal training or experience with nonprofit governance or parliamentary procedure.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

The Board Chair and Chief Executive Officer (CEO) shall serve as nonvoting ex officio members of the Committee.

If the Committee Chair is not a Board member, the Board Secretary shall serve as a nonvoting Board Liaison to the Committee. The Board Liaison communicates Board priorities to and for the Committee and serves as a consultative resource to the Committee Chair as needed. Committee recommendations and other communications shall be brought to the Board by the Board Liaison.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

#### Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one Committee, the third term being possible only if a Committee member becomes Chair of the Committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee Chair may recommend to the Board that the member be replaced. In the event that the Committee Chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Board Chair may recommend to the Board that the Committee Chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become Chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

#### Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee Chair.

#### Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of ex officio members shall not be counted for purposes of determining quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the Chair of the Committee or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the Board.

Minutes, Reports and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee Chair shall prepare written reports on the Committee's activities and recommendations to the Board for the Board's regular and annual meetings. If the Committee has a Board Liaison other than the Committee Chair, the Board Liaison shall review the written reports from the Committee Chair and submit them to the Board for review.

## **Investment Committee Charter**

The Investment Committee (the “Committee”) is a standing advisory committee of the Board (the “Board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with the Bylaws of AAUW and the overall direction of the organization as determined by the Board.

### Purpose

The purpose of the Committee is to advise AAUW on the investment and management of long-term funds in accordance with AAUW’s investment policies and to recommend to the Board the employment of investment advisors. The investments of AAUW shall collectively be referred to as the Portfolio. The Committee has overall responsibility for the operation and administration of the Portfolio.

### Responsibilities

In carrying out its purpose, the Committee, under the direction of the Board, shall:

- Understand AAUW’s investment goals and how these objectives support AAUW’s mission;
- Gather relevant input from the Board regarding risk tolerance and key Portfolio characteristics, including but not limited to expected return, volatility and liquidity;
- Formulate and propose for Board approval investment policies, objectives and strategies for the investment of the Portfolio’s assets, which may include asset allocation and manager selection, the Investment Policy Statement, and all other documents governing the Investment Portfolio;
- Evaluate investment performance of the Portfolio on a quarterly basis, taking into account investment performance relative to established benchmarks, compliance with investment policies, as well as guidelines and risk levels;
- Report investment results to the Board at each Board meeting;
- Ensure the composition of the Portfolio and investments selected remain in compliance with all laws, regulations and accounting standards, e.g. The Uniform Prudent Management of Institutional Funds Act (UPMIFA);
- Annually review all fees incurred by or on behalf of the Portfolio;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the Board.

### Committee Membership

The Committee shall consist of at least 5 members and at least a majority of the members of the Committee shall be members of AAUW. The Board Finance Vice Chair shall serve as Committee Chair. Members of the Committee shall be appointed by the Board Chair and approved by the Board of Directors at the spring board meeting or as appropriate by the Executive Committee and shall serve at the pleasure of the Board.

Members of the Committee shall have financial or investment experience.

The Board Chair and Chief Executive Officer shall serve as nonvoting ex officio members of the Committee.

The Committee Chair shall serve as the Board Liaison communicating Board priorities to and for the Committee.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

A staff member designated by the Chief Executive Officer shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one committee, the third term being possible only if a Committee member becomes Chair of the Committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee Chair may recommend to the Board that the member be replaced. In the event that the Committee Chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Board Chair may recommend to the Board that the Committee Chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become Chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee Chair.

Voting and Quorum Requirements

Each member of the Committee, other than ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of the ex officio member shall not be counted for purposes of determining a quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than 4 times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the Committee Chair or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the Board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee Chair shall prepare written or verbal reports on the Committee's activities and recommendations to the Board for the Board's regular and annual meetings.

Conflict(s) of Interest and Declarations of Interests

All Committee members shall adhere to AAUW's Conflict of Interest and Ethics Policies. At the commencement of each meeting, each Committee member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, Bylaws and the Conflict of Interest Policy shall regulate participation.

## **Nominating Committee Charter**

The Nominating Committee (the “Committee”) is a standing advisory committee of the Board (the “Board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with the Bylaws of AAUW and the overall direction of the organization as determined by the Board.

### Purpose

The purpose of the Committee is to facilitate the recruitment and nomination of qualified candidates for election or appointment to the Board.

### Responsibilities

In carrying out its purpose, the Committee, under the direction of the Board, shall:

- Assess the Board’s composition and identify needs that should be met by future Board members;
- Cultivate a multiyear pipeline of prospective candidates for election or appointment to the Board;
- Annually develop and recommend to the Board selection criteria and competencies needed on the Board;
- Identify and recruit individuals qualified to become Board members who reflect the selection criteria and competencies needed on the Board;
- Vet candidates for the skills, experience, competencies, and willingness to serve on the Board effectively;
- Prepare, rank, and recommend a slate of candidates to the Board for approval and placement on the ballot for membership vote. The number of candidates on the slate shall be equal to or greater than the number of elected positions available;
- Prepare, rank, and recommend a slate of candidates for appointment to the Board;
- Annually draft and recommend to the Board a position description detailing responsibilities and expectations of Board members;
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the Board.

### Committee Membership

The Committee shall consist of at least 8 members, including one alternate. At least a majority of the members of the Committee shall be members of AAUW. The Chair, Vice Chair, and all members of the Committee, including the alternate, shall be appointed by the Board Chair and approved by the Board of Directors at the spring Board meeting or as appropriate by the Executive Committee and shall serve at the pleasure of the Board.

Members of the Committee shall have nominations or governance experience with AAUW or another private, public, or nonprofit organization.

The Chief Executive Officer serves on a consultant basis to the Committee when appropriate for implementation of policies, especially as related to staff and management activities.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

If the Committee Chair is not a Board member, the Board Chair shall appoint a nonvoting Board Liaison to the Committee from among the directors of the Board. The Board Liaison communicates Board priorities to and for the Committee and serves as a consultative resource to the Committee Chair as needed. Committee recommendations and other communications shall be brought to the Board by the Board Liaison.

A staff member designated by the Chief Executive Officer shall serve as a nonvoting staff liaison to the Committee.

#### Terms

Committee members shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one Committee, the third term being possible only if a Committee member becomes Chair of the Committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee Chair may recommend to the Board that the member be replaced. In the event that the Committee Chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Board Chair may recommend to the Board that the Committee Chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become Chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

#### Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee Chair.

#### Voting and Quorum Requirements

Each member of the Committee shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

#### Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the Chair of the Committee or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the Board.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee Chair shall prepare and submit written or verbal reports on the Committee's activities and recommendations to the Board for the Board's regular and annual meetings. If the Committee has a Board Liaison, the Board Liaison shall review the written reports from the Committee Chair and submit them to the Board for review.

## **Advancement Committee Charter**

The Advancement Committee (the “Committee”) is a special advisory committee of the Board (the “Board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with the Bylaws of AAUW and the overall direction of the organization as determined by the Board.

### Purpose

The purpose of the Committee is to assist the Board in development and implementation of strategies and programs related to fundraising and membership engagement.

### Responsibilities

In carrying out its purpose, the Committee, under direction of the Board, shall:

- With the Advancement and Partnerships staff, help develop and implement a member recruitment and fundraising plan for all current and potential constituencies that support AAUW’s mission and strategic goals;
- With the Advancement and Partnerships staff, establish a clear set of advancement objectives, goals and priorities for AAUW and monitor the effectiveness of the organization in achieving those objectives, goals and priorities;
- Actively assist in the identification, cultivation, solicitation, and stewardship of donors and prospects;
- Educate state and branch leadership on Committee and Subcommittee activities and promote the use of AAUW resources to support mission-based programs and maximize member recruitment, engagement and retention;
- Make significant, thoughtful and proportionate individual financial commitments, and solicit annual, programmatic and capital gifts from Board members and other prospects in concert with the Board Chair, Chief Executive Officer (CEO), and advancement staff;
- With the Board and AAUW’s key constituencies, develop and help build membership awareness of the importance of systematic, unrestricted purposeful fundraising consistent with the mission and strategic goals of AAUW;
- Examine AAUW membership and giving trends and analyze implications for AAUW’s future;
- Work with the Board Chair, CEO, and Advancement and Partnerships staff at the times of a capital fund or comprehensive campaign;
- Recommend to the Board for its approval policies and guidelines for accepting philanthropic gifts;
- Together with the CEO, Vice President of Finance, and Finance Committee help ensure that Board and committee members understand AAUW’s financial needs and objectives;
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the Board.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

Committee Membership

The Committee shall consist of at least 10 members and at least a majority of the members of the Committee shall be members of AAUW. The Chair(s) and members of the Committee shall be appointed by the Board Chair and approved by the Board of Directors at the spring board meeting or as appropriate by the Executive Committee and shall serve at the pleasure of the Board.

The Board Chair serves as a nonvoting ex officio member of the Committee. The Board Chair shall appoint a nonvoting Board Liaison to the Committee from among the directors of the Board. The Board Liaison communicates Board priorities to and for the Committee and serves as a consultative resource to the Committee Chair as needed. Committee recommendations and other communications shall be brought to the Board by the Board Liaison.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one committee, the third term being possible only if a committee member becomes Chair of the committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee Chair may recommend to the Board that the member be replaced. In the event that the Committee Chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Board Chair may recommend to the Board that the Committee Chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become Chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee Chair.

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of ex officio members shall not be counted for purposes of determining quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the chair of the Committee or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the Board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee Chair shall prepare written reports on the Committee's activities and recommendations to the Board for the Board's regular and annual meetings. The Board Liaison shall review the written reports from the Committee Chair and submit them to the Board for review.

## **Advancement Subcommittees**

The Advancement Committee (Committee) hereby establishes two subcommittees for the 2018-2020 term: Fundraising Subcommittee and Member and New Audience Engagement Subcommittee. Additional subcommittees may be appointed by the Committee as necessary or appropriate. The term and charter of each subcommittee shall end in June 30, 2020, unless extended by the Committee prior to such date upon evaluation of the appropriateness of such extension.

### **Fundraising Subcommittee**

#### Purpose and Responsibilities

The purpose of the Fundraising Subcommittee is to support the Committee's fundraising work by gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee in line with the fundraising responsibilities detailed in the Committee charter. Subcommittee responsibilities include:

1. Making recommendations to the Committee on a fundraising plan and fundraising objectives, goals, and priorities that support AAUW's mission and strategic goals;
2. Developing a framework for the Committee to assist in the identification, cultivation, solicitation, and stewardship of donors and prospects;
3. Making recommendations to the Committee on how to develop member, donor, and new audience awareness of the importance of systematic, purposeful fundraising consistent with the mission and strategic goals of AAUW;
4. Making recommendations to the Committee on how to promote unrestricted and loosely restricted support for AAUW consistent with the strategic plan;
5. Examining membership and giving trends, analyzing implications for AAUW's future, and presenting findings to the Committee;
6. Carrying out such other responsibilities as may from time to time be assigned to the Fundraising Subcommittee by the Committee.

The Fundraising Subcommittee may not work independently of the Committee and must report its recommendations and advice to the Committee for deliberation and discussion.

#### Fundraising Subcommittee Membership

The Fundraising Subcommittee shall consist of at least 5 members. At least a majority of the members of the Fundraising Subcommittee shall be members of the Committee, but the Fundraising Subcommittee may include other members who are not members of the Committee. Fundraising Subcommittee members shall be appointed by the Committee Chair and shall serve at the pleasure of the Committee Chair.

A staff member designated by the Chief Executive Officer shall serve as a nonvoting staff liaison to the subcommittee.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

Terms

Fundraising Subcommittee members shall be appointed for the 2018-2020 term and, if the Committee determines that the Fundraising Subcommittee shall continue to exist after June 30, 2020, shall be eligible for reappointment to the Fundraising Subcommittee for one succeeding term only. In no case shall an appointed subcommittee member serve for more than two consecutive terms on the Fundraising Subcommittee.

In the event that a member misses two Fundraising Subcommittee meetings or is unable to fulfill the requirements of the subcommittee, the Chair may replace the Fundraising Subcommittee member.

Meetings

The Fundraising Subcommittee shall meet between meetings of the Committee. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence.

Minutes and Records

Minutes of Fundraising Subcommittee meetings shall be maintained and submitted to the Committee Chair for distribution to the full committee.

Evaluation

The Fundraising Development Subcommittee will be evaluated in spring 2020 ahead of the 2020-2022 term to determine whether the Subcommittee should continue beyond June 30, 2020.

**Member and New Audience Engagement Subcommittee**

Purpose and Responsibilities

The purpose of the Member and New Audience Engagement Subcommittee's is to support member and constituent engagement with AAUW's strategic plan. Subcommittee responsibilities include:

1. Working cooperatively with and reporting its findings to the Committee and the Strategic Planning Task Force;
2. Promoting and developing resources for mission-based programming aligned with education & training, pay equity, and leadership focus areas of the strategic plan for members and AAUW Affiliates;
3. Developing and recommending strategies for engagement of new audiences, supporters, and advocates;
4. Monitoring and evaluating efforts to implement AAUW's strategic plan priorities with members and new audiences, and recommending changes as necessary to the Committee and the Strategic Plan Taskforce.
5. Carrying out such other responsibilities as may from time to time be assigned to the Member and New Audience Engagement Subcommittee by the Committee.

Attachment 2 to Minutes of October 20-21, 2018  
Adopted October 21, 2018

The Member and New Audience Engagement Subcommittee may not work independently of the Committee or the Strategic Planning Task Force and must report its recommendations and advice to the Committee and Task Force for deliberation and discussion.

Member and New Audience Engagement Subcommittee Membership

The Member and New Audience Engagement Subcommittee shall consist of at least 8 members from the Committee and the Strategic Planning Task Force, but may also include members who are not members of the Advancement Committee or Strategic Planning Task Force. At least 3 subcommittee members shall be appointed by the Committee Chair upon the recommendation of the staff liaison to the Strategic Planning Task Force. The Committee Chair shall appoint all other members.

A staff member designated by the Chief Executive Officer shall serve as a nonvoting staff liaison to the subcommittee.

Terms

The Member and New Audience Engagement Subcommittee members shall be appointed for the 2018-2020 term and, if the Committee determines that the Members and New Audience Subcommittee shall continue to exist after June 30, 2020, shall be eligible for reappointment to the Member and New Audience Engagement Subcommittee for one succeeding term only. In no case shall an appointed Membership and New Audience Engagement Subcommittee member serve for more than two consecutive terms on this subcommittee.

In the event that a member misses two Member and New Audience Engagement Subcommittee meetings or is unable to fulfill the requirements of the Member and New Audience Engagement Subcommittee, the Chair may replace the Member and New Audience Engagement Subcommittee member.

Meetings

The Member and New Audience Engagement Subcommittee shall meet not less than 4 times per year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence.

Minutes and Records

Minutes of the Member and New Audience Engagement Subcommittee meetings shall be maintained at AAUW headquarters and submitted to the Committee Chair and staff liaison to the Strategic Planning Task Force.

Evaluation

The Member and New Audience Engagement Subcommittee will be evaluated in spring 2020 ahead of the 2020-2022 term to determine whether the subcommittee should continue beyond June 30, 2020.

## **Inclusion & Equity Committee Charter**

The Inclusion & Equity Committee (the “Committee”) is a special advisory committee of the Board (the “Board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with the Bylaws of AAUW and the overall direction of the organization as determined by the Board.

### Purpose

The purpose of the Committee is to help achieve AAUW’s organizational goal to improve diversity awareness and inclusion within its membership. The Committee works to ensure that inclusion and equity activities among its members are closely aligned with AAUW strategic priorities and, in so doing, supports the Board and leadership in advancing inclusion efforts as an organization.

### Responsibilities

In carrying out its purpose, the Committee, under the direction of the Board, shall:

- In collaboration with the Chief Administrative Officer, engage in planning events and activities designed to help members enhance diversity, inclusion, and intersectionality awareness and appreciation;
- Create and maintain a Diversity Toolkit to serve as an ongoing resource for how to attract and retain a diverse membership through programming and community outreach and serve as a resource for training;
- Provide additional resources and training to members to assist with building competencies around inclusive behaviors;
- Where appropriate, partner with the Member and New Audience Engagement Subcommittee on ways to reach new and diverse audiences and help ensure that AAUW programs address and reflect issues of intersectionality;
- Assist other AAUW committees in incorporating inclusion and equity into their work;
- Recommend priorities and provide guidance in the design and implementation of other programming, trainings, webinars and other activities to help AAUW members gain the interest, knowledge and skills necessary to meet the needs of and reflect the diverse communities served by the organization;
- Support AAUW affiliates in the implementation of diversity and inclusion efforts;
- Develop an annual action plan to carryout Committee responsibilities;
- Recommend metrics for diversity, inclusion, and intersectionality goals within AAUW’s strategic plan;
- Recommend to the Board for its approval policies and guidelines on diversity, inclusion, and equity;
- Engage in a process of ongoing & collective learning focused on diversity, equity, inclusion, and intersectionality and report to the Board on such activities and learning.
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the Board.

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Adopted October 21, 2018

Committee Membership

The Committee shall consist of at least 8 members and at least a majority of the members of the Committee shall be members of AAUW. The Chair(s) and members of the Committee shall be appointed by the Board Chair and approved by the Board of Directors at the spring Board meeting or as appropriate by the Executive Committee and shall serve at the pleasure of the Board.

The Board Chair serves as a nonvoting ex officio member of the Committee. The Board Chair shall appoint a nonvoting Board Liaison to the Committee from among the directors of the Board. The Board Liaison communicates Board priorities to and for the Committee and serves as a consultative resource to the Committee Chair as needed. Committee recommendations and other communications shall be brought to the Board by the Board Liaison.

Members of the Committee shall have diversity, inclusion, and/or equity volunteer or professional experience.

A staff member designated by the Chief Executive Officer shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on the Committee, the third term being possible only if a Committee member becomes Chair of the Committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee Chair may recommend to the Board that the member be replaced. In the event that the Committee Chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Board Chair may recommend to the Board that the Committee Chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become Chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee Chair.

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Adopted October 21, 2018

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of ex officio members shall not be counted for purposes of determining quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the Committee Chair or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the Board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee Chair shall prepare written reports on the Committee's activities and recommendations to the Board for the Board's regular and annual meetings. The Board Liaison shall review the written reports from the Committee Chair and submit them to the Board for review.

## **Legal Advocacy Fund Committee Charter**

The Legal Advocacy Fund Committee (the “Committee”) is a special advisory committee of the Board (the “Board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with the Bylaws of AAUW and the overall direction of the organization as determined by the Board.

### Purpose

The purpose of the Committee is to advise AAUW on the Legal Advocacy Fund’s strategic case work and to support member knowledge and engagement on the work of the Legal Advocacy Fund.

### Responsibilities

In carrying out its purpose, the Committee, under direction of the Board, shall:

- Participate annually in planning and strategy development for case support;
- Working with the Senior Vice President for Public Policy and Research and the Legal Advocacy Fund Manager, review potential cases for LAF support and recommend cases for Board approval that are aligned with the LAF’s case support strategy;
- Help to identify and connect LAF staff and management with potential counsel in support of strategic cases;
- Provide guidance to management and staff on resources to help support AAUW member engagement in AAUW’s Legal Advocacy Fund work;
- Act as a resource for AAUW members on Legal Advocacy Fund programming and participate in state and branch programming when appropriate and financially viable;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the Board.

### Committee Membership

The Committee shall consist of at least 7 members and at least a majority of the members of the Committee shall be members of AAUW. The Chair(s) and members of the Committee shall be appointed by the Board Chair and approved by the Board of Directors at the spring board meeting or as appropriate by the Executive Committee and shall serve at the pleasure of the Board.

Members of the Committee shall have legal experience.

The Board Chair serves as a nonvoting ex officio member of the Committee. The Board Chair shall appoint a nonvoting Board Liaison to the Committee from among the directors of the Board. The Board Liaison communicates Board priorities to and for the Committee and serves as a consultative resource to the Committee Chair as needed. Committee recommendations and other communications shall be brought to the Board by the Board Liaison.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

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Adopted October 21, 2018

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one committee, the third term being possible only if a committee member becomes Chair of the committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee Chair may recommend to the Board that the member be replaced. In the event that the Committee Chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Board Chair may recommend to the Board that the Committee Chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become Chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee Chair.

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of ex officio members shall not be counted for purposes of determining quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the chair of the Committee or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the Board.

Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee Chair shall prepare written reports on the Committee's activities and recommendations to the Board for the Board's regular and annual meetings. The Board Liaison shall review the written reports from the Committee Chair and submit them to the Board for review.

## **Public Policy Committee Charter**

The Public Policy Committee (the “Committee”) is a special advisory committee of the Board (the “Board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with the Bylaws of AAUW and the overall direction of the organization as determined by the Board.

### Purpose

The purpose of the Committee is to advise AAUW on the six-month and two-year Public Policy Priorities and support AAUW’s advocacy work with AAUW’s membership by informing and engaging with members at the local, state, and federal levels on AAUW’s policy priorities.

### Responsibilities

In carrying out its purpose, the Committee, under direction of the Board, shall:

- Review and provide input to staff and management on the six-month public policy priority levels on federal issues;
- Biannually, solicit input from members, review suggestions and staff recommendations, and report to the Board recommended changes to the Public Policy Priorities for membership vote. Propose draft rationale to the Board for the recommended changes for presentation and vote of the membership;
- Provide guidance to management and staff on resources to help support AAUW member engagement in AAUW’s advocacy work;
- Act as a resource for AAUW members on state and branch advocacy programming and participate in state and branch programming when appropriate and financially viable;
- Actively participate in AAUW’s local, state, or federal advocacy work;
- Help to identify and engage partners to advocate for AAUW’s mission, including relevant coalitions;
- Provide feedback on dissemination campaign plans and assist in disseminating position papers, briefs, policy statements, and other public policy products;
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the Board.

### Committee Membership

The Committee shall consist of at least 7 members and at least a majority of the members of the Committee shall be members of AAUW. The Chair(s) and members of the Committee shall be appointed by the Board Chair and approved by the Board of Directors at the spring board meeting or as appropriate by the Executive Committee and shall serve at the pleasure of the Board.

Members of the Committee shall have policy and/or advocacy experience.

The Board Chair serves as a nonvoting ex officio member of the Committee. The Board Chair shall appoint a nonvoting Board Liaison to the Committee from among the directors of the Board. The Board Liaison communicates Board priorities to and for the Committee and serves as a consultative resource to

## **Public Policy Committee**

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the Committee Chair as needed. Committee recommendations and other communications shall be brought to the Board by the Board Liaison.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

Terms

Committee members (other than nonvoting ex officio members) shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one committee, the third term being possible only if a committee member becomes Chair of the committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date.

In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee Chair may recommend to the Board that the member be replaced. In the event that the Committee Chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Board Chair may recommend to the Board that the Committee Chair be replaced.

Committee members who have served for two consecutive terms as members or three consecutive terms if they become Chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees

The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee Chair.

Voting and Quorum Requirements

Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of ex officio members shall not be counted for purposes of determining quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the chair of the Committee or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the Board.

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Minutes, Reports, and Records

Minutes of Committee meetings shall be maintained at AAUW headquarters. The Committee Chair shall prepare written reports on the Committee's activities and recommendations to the Board for the Board's regular and annual meetings. The Board Liaison shall review the written reports from the Committee Chair and submit them to the Board for review.

## **Strategic Planning Task Force Charter**

### Purpose and Responsibilities

The purpose of the Strategic Planning Task Force (Task Force) is to advise AAUW management and the Board of Directors (Board) on the development and implementation of AAUW's strategic plan. Task Force responsibilities include:

1. Monitoring the implementation of AAUW's strategic plan and progress towards established metrics and goals;
2. Making recommendations on how to improve and ensure a successful implementation, including prospectively deleting, revising or adding new goals or objectives;
3. Providing recommendations for continuous improvement and refinement of AAUW's implementation in line with broader strategic plan goals;
4. Making recommendations on prioritization of strategic plan metrics and goals;
5. Providing input on the timing and sequencing of strategic plan initiatives;
6. Working with the Member and New Audience Engagement Subcommittee to promote programming alignment with the strategic plan.

### Task Force Membership

Members of the Task Force shall be appointed by the Chief Executive Officer (CEO) and the Board Chair. In the event that a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the member may be replaced by the CEO and Board Chair.

### Meetings

The Committee shall meet not less than four times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence.

### Evaluation

The Task Force will be evaluated annually by the Board.

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**2019–21 AAUW Public Policy Priorities**

*The Public Policy Priorities underscore AAUW’s mission to advance gender equity for women and girls through research, education, and advocacy. The work of AAUW builds upon responsible public participation, and the following priorities provide a basis for AAUW members’ actions at the local, state, national, and international levels. Implicit in each is support for government agencies administering programs, including adequate appropriations, effective and accountable administration, and provision for citizen participation. We advocate public discussion to ensure enlightened decisions on these priorities. We work to increase the number of women and other underrepresented populations in policy- and other decision-making positions. Our positions are shaped by our commitment to being nonpartisan and fact-based, and to acting with integrity. We strive for our work to be inclusive and intersectional, collaborating with diverse allies and coalitions to achieve equity for all.*

Basic to all of AAUW’s public policy efforts is the understanding that true equity requires a balance between the rights of the individual and the needs of the community. AAUW opposes all forms of discrimination and supports constitutional protection for the civil rights of all individuals.

AAUW believes that high-quality public education is the foundation of a democratic society and the key to improving economic prosperity and gender equality. We advocate equitable access to education and climates free of harassment, bullying, and sexual assault. We support academic freedom, civic education, protection from censorship, bias-free education, and responsible funding for all levels of education, including early childhood education and programs for students with disabilities. We advocate for increased access to higher education, especially for women in poverty. We promote equitable efforts to close the persistent achievement gap that disproportionately affects low-income children and students from communities of color.

AAUW promotes the economic, social, and physical well-being of all persons. Essential to that well-being are an economy that provides equitable employment opportunities; reduction of poverty; a living wage; quality, affordable dependent care; paid family and medical leave; safe, livable, and affordable housing; quality, affordable, and accessible health care for all, including reproductive health care; and a clean, healthy, and sustainable environment. We support a Social Security system that provides inflation-protected, guaranteed lifetime benefits with a progressive benefit formula, spousal and widow benefits, and disability and survivor benefits. We support robust and strong Medicare and Medicaid systems and oppose any efforts to undermine them, including privatization and block grant proposals. AAUW recognizes that gun violence is a public health crisis.

AAUW believes in the right to privacy and freedom from violence. We firmly believe in the separation of church and state. We support a fair, balanced, and independent judiciary. We support public budgets that balance individual rights and responsibility to the community. We see an urgent need for meaningful campaign finance reform, open and fair elections, and nonpartisan voter education efforts that will promote equitable political participation and representation in appointed and elected office.

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AAUW supports efforts to improve racial, ethnic, and gender justice and will work to eradicate intersectional bias as well. This includes creating a diverse culture of involvement, respect, inclusion, and connection, where the richness of ideas, backgrounds, and perspectives is fully appreciated and utilized.

AAUW believes that global interdependence requires national and international policies against human trafficking and that promote peace, justice, human rights, sustainable development, and mutual security for all people. We support the civil and human rights of all immigrants, including a fair and just path to legal status. We support a strengthened United Nations and its affiliated agencies. We advocate implementation of the Beijing Declaration and Platform for Action from the 4th World Conference on Women and subsequent declarations. We affirm our active participation in the U.N. Commission on the Status of Women and our commitment to ratification of the U.N. Convention on the Elimination of All Forms of Discrimination Against Women (CEDAW). We support international family planning programs that are consistent with AAUW policy.

**Biennial Action Priorities**

National priorities inform state and local action. Biennial priorities for national action are chosen according to the criteria of viability, critical need, strong member support, and potential for distinctive AAUW contribution or leadership. Based on the National Board's adoption of the 2018 strategic plan for AAUW, national public policy priorities are focused first on our major areas of focus: education and training, economic security, and leadership. Additional policy priorities are also critical to ensure equity for all. No further order of importance for the additional priorities is implied.

To support a strong system of public education that promotes gender fairness, equity, diversity and inclusivity, and to address the barriers and implicit biases that hinder the advancement of women and girls, AAUW advocates

- Vigorous enforcement of Title IX and all other civil rights laws pertaining to education
- Adequate and equitable funding for quality public education for all students
- Opposition to the use of public funds for nonpublic elementary and secondary education and to charter schools that do not adhere to the same civil rights and accountability standards as required of other public schools
- Increased support for and protection of programs that meet the needs of girls and women in elementary, secondary, and postsecondary education, including strong promotion of science, technology, engineering, and math (STEM) education and comprehensive sexual health education
- Increased support for and access to affordable higher education for women and disadvantaged populations
- Support for practices that halt the flow of students from schools to prisons, including reforming school disciplinary practices that disproportionately punish girls and students of color

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To achieve economic security for all women, AAUW advocates

- Pay equity and fairness in compensation and benefits
- Equitable access and advancement in employment, free from systemic barriers and biases, including vigorous enforcement of employment discrimination statutes
- Closing the gender and race gaps in leadership opportunities for women of all backgrounds
- Greater availability of and access to a high standard of benefits and policies that promote work-life balance, including quality and affordable dependent care and paid family, medical, and sick leave.
- Programs that provide women with education, training, and support for success in the workforce, including nontraditional occupations and women's entrepreneurship
- Strengthening programs, including welfare and career and technical education, to improve postsecondary education access, career development, and earning potential
- Strengthening retirement benefits and programs, including pension improvements and protecting Social Security, Medicare, and Medicaid from privatization
- Access for all women to the full range of health care services to ensure economic security
- Increasing the number of quality jobs that pay a living wage

To guarantee equality, individual rights, and social justice for a diverse and inclusive society, AAUW advocates

- Vigorous enforcement of and full access to civil and constitutional rights, including affirmative action and expanding voting rights
- Self-determination of one's reproductive health decisions
- Universal access to quality, affordable health care and comprehensive family planning services, including expansion of patients' rights
- Freedom from violence and fear of violence, including hate crimes, in homes, schools, workplaces, and communities
- Support for U.N. programs that address human rights and women's and girls' concerns
- Freedom in the definition of self and family and a guarantee of civil rights for all family structures
- Passage and ratification of the Equal Rights Amendment