

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
BOARD OF DIRECTORS
OFFICIAL MINUTES
May 15, 2019**

The AAUW Board of Directors met May 15, 2019 via telephone conference call. AAUW Chair Julia Brown presided.

The following AAUW Board members were present via phone:

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
Melissa Johnsen, Director
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
Thomas Chappell, Vice President, Finance**

**Joined or left the meeting at the point indicated in these minutes.

Call to Order

Julia Brown, Chair, called the meeting to order, noting the presence of a quorum.

Appointment of Three Directors

Referring to a previously distributed memorandum dated May 9 from Shannon Wolfe, Managing Director and Chief of Staff with the subject "Appointment of Three Directors," the Chair noted that two candidates, Joseph Bertolino and Peggy Cabaniss, had been recommended for appointment to the board by the Nominating Committee. She also noted that a third potential candidate, Edwina Martin, had expressed interest in joining the board but had not been able to submit her application by the application deadline and had not, therefore, been reviewed by the Nominating Committee. The Chair recommended that Ms. Martin's application for the board be reviewed by the Nominating Committee prior to any board action, noting that the board could take action on the possible appointment of Ms. Martin at a special meeting or via an action by written consent prior to the June director orientation. Following discussion, on motion made, seconded and carried, the board voted to request the Nominating Committee to review and vet Ms. Martin as a candidate and report its recommendation to the board by May 25th.

Ms. Nenstiel left the meeting at this time.

The board then discussed the Nominating Committee's recommendation for appointment of Mr. Bertolino and Ms. Cabaniss and the Committee's recommendation for the term of office of each consistent with the glidepath contemplated by members for implementation of a board with staggered terms.

Janet Bunger, Board Finance Vice Chair, recommended that the board take into account the need for consistency in oversight of the organization's finances in determining the term for the new directors, noting that Ms. Cabaniss had extensive financial expertise and would be an excellent candidate to serve as Board Finance Vice Chair and Chair of the Finance and Investment Committees.

Following discussion, on motion made, seconded and carried, the board appointed Ms. Cabaniss to a 3-year term as a director and Mr. Bertolino to a 2-year term as a director.

2020 Fiscal Year Budget

Ms. Sakacs and Mr. Chappell joined the meeting at this time.

Ms. Bunger referred directors to the previously distributed draft budget for the 2020 fiscal year, noting that the Finance Committee had reviewed and supported the proposed reduced budget for 2020 based on analysis of AAUW's current operations and revenue prospects. She reported that because there were reductions in both revenue and expenses as well as other changes from previous budgets, the committee and staff felt it was important to discuss the draft budget at this meeting, in advance of requesting formal approval at the June meeting.

Ms. Churches reviewed and responded to questions on the reasons for the reductions in revenue and expenses in the draft proposed budget, pointing out how the reductions would impact services to members and affect AAUW programs.

Ms. Churches reviewed and responded to director questions on the recent reduction in force (previously reported to the board), including layoffs of 10 employees, elimination of 8 unfilled positions, and reducing hours of two positions. She noted that she and Ms. Wolfe had also reduced their own salaries at the same time as the reduction in force.

Ms. Churches noted that fund-raising was continuing in order to build the organization's capacity and that staff would be increased as funding for various currently unfunded programs was obtained. In response to questions, Ms. Churches commented on the continuing decline in AAUW membership and the need to find ways to attract new members and audiences interested in supporting AAUW's mission.

Ms. Churches responded to director questions on efforts to improve forecasting of contributions revenue, to improve measurement of the effectiveness of AAUW programs, and to implement programs that would attract new and younger audiences. Ms. Wolfe reported on the internal process for improving the accuracy of forecasts of revenue opportunities.

Ms. Churches reviewed the time usually needed to raise major grants from foundations and corporations. She noted that many foundations were less likely to fund membership organizations, and

some foundations she had met with in 2018 had indicated that AAUW's membership requirement was an impediment to receiving a grant from them.

Ms. Churches responded to committee questions on her level of confidence that a balanced budget could be achieved even at the reduced budget levels.

Ms. Wolfe pointed out changes in how investment income was budgeted in the proposed 2020 budget.

Ms. Churches responded to director questions on how proposed budget cuts were aligned with priority areas in the strategic plan and she reiterated the importance of a realistic, balanced budget to AAUW's long term sustainability. Several directors expressed their appreciation to Ms. Churches and Ms. Wolfe for their work to eliminate the budget deficit.

After board discussion, Ms. Churches responded to additional questions on the proposed budget. Ms. Churches noted that the board would receive further information on changes to programs, including reductions in Lobby Corps visits to Congress, that would be required if the proposed budget were adopted.

The board discussed whether branches and state AAUW affiliates adequately understood the extent of the financial issues facing the national organization. Ms. Churches noted that the proposed budget and consequent proposed program reductions would be discussed with state presidents, committee chairs, and local AAUW leaders in a webinar scheduled for the following week.

Following further discussion, Ms. Bunger noted that board members with additional questions should feel free to contact her or Ms. Wolfe, Ms. Churches or Mr. Chappell. She thanked Ms. Churches and Wolfe and Mr. Chappell for their work on the proposed reduced budget.

Request for Removal of a Member

Ms. Wolfe referred the board to a previously distributed memorandum dated May 9, 2019 outlining a request from the Rochester NY branch for removal of a member from AAUW. She summarized the stated reasons for the request and explained that AAUW policy and procedure for handling requests for removal of a member called for appointment of a working group to review the request and make a recommendation to the board. Noting that the issues raised in the request were complex and the review was likely to extend beyond June 30, the Chair explained that she was withdrawing the names she had originally proposed for the working group since two of those originally proposed would be leaving the board on June 30. She noted that new names for the working group would be proposed at a subsequent meeting.

Ms. Zupanc left the meeting at this time.

Other business

- a. Announcing the Vote. In response to questions, Ms. Wolfe noted that the results of the membership vote on directors and public policy priorities would be posted on the AAUW website shortly, so members of the board were free to announce the results of the vote immediately following this meeting.

- b. Open letter to the Board and Staff. Ms. Churches referred board members to the letter dated May 13 that each had received from Sabrina Ridenour and a number of other members expressing concern about potential alienation of younger members as a result of certain changes and cuts to programs of relevance to students and younger members. The board discussed the issues raised in the letter and board members expressed support for the reply sent by Ms. Churches which had been previously shared with the board. Ms. Churches noted that the letter and response were both posted on Facebook and the staff would be monitoring reaction to the response. In response to questions, Ms. Churches commented on plans under consideration to combine the Younger Women's Task Force with new action or equity network that would be different than the traditional membership model. She reviewed other actions in progress to increase outreach to younger women and men in support of AAUW's mission. Ms. Wolfe commented on the need to continue educating members on the importance of evaluating the effectiveness and impact of all AAUW programs.
- c. Work Smart Online
The Chair reminded the board continue efforts to encourage members and other women to register for Work Smart Online.

Adjournment.

There being no further business, the meeting was adjourned.