

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)  
BOARD OF DIRECTORS  
MINUTES OF MEETING  
October 27, 2023**

Directors Present/Absent\*

Julia Brown, Chair  
Malinda Gaul, Vice Chair  
Peggy Cabaniss, Finance Vice Chair  
Cheryl Sorokin, Secretary  
Kimberly Adams  
Gloria Bañuelos  
Joe Bertolino \*  
Lisette Garcia \*  
Elizabeth Haynes  
Jenna Kirkpatrick Howard \*\*  
Jeanie Latz  
Edwina Martin  
Shaila Rao Mistry \*\*  
Monique Taylor  
Mary Zupanc  
Gloria Blackwell, Ex Officio

\*\* Attended via video conference

Staff Present

Shannon Wolfe, Managing Director and Chief of Staff

Call to Order and Opening Remarks

Noting the presence of a quorum, Julia Brown, board chair, called the meeting to order. She expressed appreciation to those members of the board able to attend the prior evening's dinner and DEI working session. She referred all members of the board to the document distributed at the meeting titled AAUW Board Community Agreement which was developed during the evening session, noting that the document was designed to help maximize the opportunity for board members to be open and comfortable in sharing their perspectives and thoughts.

Ms. Brown informed the board of the recent death of Lisette Garcia's mother for whom Ms. Garcia had been caring for some time.

Potential Member Expulsion

Ms. Brown reported on a recent incident in which the President of a branch in Oklahoma had left racist comments on the Connect voicemail line, perhaps not realizing that she had not ended the call after stating her request for help with website access. She noted that the member had been notified that the abusive and racist remarks had been heard and that staff would be requesting that she be removed from membership. Ms. Brown noted that in response to the notification that her remarks had been heard, the member

resigned. Ms. Brown pointed out that it was not yet clear whether she had resigned from her position as an officer, as well as branch and AAUW membership. In accordance with AAUW existing Membership Review policy, Ms. Brown reported that she had appointed Kimberly Adams, Malinda Gaul and Mary Zupanc as a working group to investigate the situation and to determine next steps. On motion, made, seconded, and carried, the board affirmed the appointment.

#### Executive Session

The board then met in executive session with Ms. Blackwell and Shannon Wolfe, Managing Director and Chief of Staff present. The Chair requested that the secretary note for purposes of these minutes that the discussion in portion of the meeting centered on the sustainability planning currently in progress.

#### Report of the Membership Task Force

Referring to a previously distributed memorandum dated October 20, 2023, titled "Task Force Report," as well as the previously distributed "Membership Trends Report as of September 2023," Elizabeth Haynes, chair of the Membership Task Force, requested board consideration of the following three initial recommendations from the task force:

1. Increase resources allocated to efforts to increase the national member, donor, and supporter base;
2. Establish the expectation that branches will achieve 3 of 5 criteria in the Advancement Star of the 5 Star program as outlined in the Task Force Report;
3. Establish a minimum branch membership of 10 for continuation as an AAUW affiliate and a process for dissolution of affiliate status for those not meeting the requirement, with an exceptions process as appropriate for small branches demonstrating they are contributing to the mission and the overall health of AAUW.

Ms. Haynes reviewed the goals of the task force and AAUW membership trends since FY 2016. Referring to the previously distributed "Advancement Report," she reminded the board of the level of donations currently received from national members as well as from affiliates and individual affiliate members.

She reported that the task force had reviewed current costs associated with recruiting, maintaining, and servicing national members in comparison to similar costs for members of AAUW affiliates, as well as the cost of generating donations from national and affiliate members. Ms. Haynes and Ms. Wolfe responded to questions on the costs associated with a more focused effort to recruit national members and donors.

Mses. Haynes and Wolfe responded to director questions on the recommendations, possible timing for implementation of such recommendations, and the views of staff and the task force on the possible reaction of members and affiliates to the recommendations being proposed by the task force. Discussion ensued on the extent of changes being proposed or under consideration that would affect individual members and affiliates, including elimination of the degree requirement and the shift in focus to fellowships and grants, as well as the recommendations from the Membership Task

Force. The board delayed taking action on the recommendations until the conclusion of the report of the Degree Requirement Campaign Task Force. Following that report (described below), the board, on motion made, seconded and carried, voted to send the recommendations from the Membership Task Force to staff for consideration, evaluation and budget analysis.

#### Report of the Degree Requirement Campaign Task Force

Kimberly Adams, chair of the Degree Requirement Campaign Task Force, reported on the work of the task force in designing a campaign strategy and messaging to support the board's proposal to eliminate the degree requirement for membership in AAUW, currently contained in Section III of the bylaws. She noted that a favorable vote of 2/3s of the quorum for the vote was required. She commented on the closeness of the vote the last time the proposal to eliminate the degree requirement was introduced and noted that the committee had reviewed and analyzed voting patterns from previous efforts to pass the necessary bylaw change. She reported that while the approach and messaging had not been finalized, she expected that the campaign would be focused on increasing the percentage of favorable votes by working to increase voting by members who could be expected, based on extrapolation of previous data, to vote in favor of the proposed bylaw change. It was the consensus of the board that this approach was preferable to trying to change the minds of those who maintained opposition to the change.

Ms. Adams commented on the amount of time needed for one-on-one work with task force members in her role as chair of the task force. She requested the appointment of a co-chair to assist in leading the task force and recommended Nancy Shoemaker for the position, noting that she was a current member of the task force and a longtime advocate for changing AAUW's membership degree requirement. On motion made, seconded and carried, the board approved the following resolution:

#### Degree Requirement Campaign Task Force Co-Chair Appointment

The Board of Directors of AAUW appoints Nancy Shoemaker as co-chair of the Degree Requirement Campaign Task Force, for a term coextensive with the existence of this current task force.

Referring to a PowerPoint slide she shared at the meeting, Ms. Adams requested, and directors offered, suggestions on the draft messaging currently being considered by the task force.

Ms. Adams noted that peer-to-peer member engagement would be a major focus of the campaign, and she noted that board members would be encouraged to be part of that effort. She noted that messaging ideas would be previewed with state presidents during their previously scheduled November meetings. Directors noted the importance of consistency in messaging, noting that in addition to the task force, many committees as well as the board and staff together were all working on issues that needed to be taken into account in order to ensure consistent messaging.

### Governance Committee Report

Referring to the previously distributed memorandum dated October 13, 2023, titled “Governance Committee Report to Board,” Malinda Gaul, chair of the Governance Committee reviewed that committee’s progress in achieving its goals for the year. She then reviewed and requested comments from directors on proposed drafts of a civility statement and a statement of member responsibilities prepared by a working group of the Governance Committee for distribution to affiliate members. Discussion ensued on the rationale for creating the documents, the draft format, tone and content of each, the potential timing for distribution, and the anticipated reaction to each by affiliate members. Following discussion, it was the consensus of the board that the Governance Committee, working with staff, should finalize the documents, taking into account suggestions and comments made at this meeting, and then determine whether and when to distribute the final versions to affiliate members.

### Executive Session

Mses. Blackwell and Wolfe left the meeting at this time and the board met in executive session. At the conclusion of the executive session, Mses. Blackwell and Wolfe rejoined the meeting.

### Dues

Referring to a previously distributed document dated October 18, 2023, and titled “Dues Changes,” Ms. Wolfe reported for the information of the board that at the December board meeting, as part of staff recommendations related to the recent market analysis of the potential for increasing C/U dues, the board would be reviewing a proposal to increase dues for college/university members from \$175 to the \$200-250 range annually. She also noted that plans to request that individual member dues be modified to eliminate the need for AAUW to collect \$3 from dues paid to AAUW by individual members for transfer to the Action Fund. She noted that this change was a technical one designed to simplify workflow but would not change any of the current substantive work of the Action Fund or limit its future work, as AAUW could contract for and pay for any needed services from the Action Fund. She noted that the change would also make the full dues payment to AAUW tax deductible, since no portion would be directed to the Action Fund (a 501(c)(4) organization). She noted that, if approved, both changes would be effective in January 2024.

Ms. Wolfe responded to questions on both proposed changes, including current work being done by the Action Fund, and plans for communication with members on the proposed dues changes. She noted that in accordance with AAUW bylaws, the proposed changes needed to be posted for member comment in advance of the meeting at which the board was expected to approve the changes. She explained that the required notice would be given to members in November, at least 30 days in advance of the board’s vote in accordance with AAUW’s bylaws.

### Approval of Minutes

Referring to previously distributed draft minutes of the August 30, 2023, meeting, on motion made, seconded, and carried, the board adopted the following resolution:

Resolution Re: Minutes of AAUW Board of Directors' Meeting

The Board of Directors of AAUW approves the minutes of the August 30, 2023, board meeting as presented.

Membership Consent Calendar

Referring to the previously distributed memorandum dated October 18, 2023, titled "Membership Consent Calendar," on motion made seconded and carried, the board adopted the following resolution:

Resolution Approving the Membership Consent Calendar

The Board of Directors of AAUW approves the Membership Consent Calendar dated October 18, 2023.

Succession Plan Update

Referring to the previously distributed memorandum dated October 12, 2023 titled "Emergency Succession Plan," Ms. Wolfe reported on minor recommended changes to the Emergency Succession plan, and on motion made, seconded and carried, the board approved the following resolution:

Resolution Approving AAUW's Emergency Succession Plan

The Board of Directors of AAUW approves AAUW's Emergency Succession Plan as presented at this meeting.

Information Items

The board acknowledged receipt of the following information items:

- a. Executive Committee Report dated October 13, 2023
- b. Memorandum dated October 17, 2023, titled "Process and Draft Survey for Board Effectiveness Review"
- c. Advancement Committee Report dated October 13, 2023
- d. Audit Committee Report dated October 3, 2023
- e. Finance Committee Report dated October 8, 2023
- f. Inclusion and Equity Committee Report dated October 13, 2023
- g. Investment Committee Report dated October 9, 2023
- h. Nominating Committee Report dated October 13, 2023
- i. Public Policy Committee Report dated October 13, 2023
- j. FY 2024 Board Goals Tracker dated October 23, 2023
- k. Degree Requirement Campaign Taskforce Update dated August 22, 2023
- l. FY 2024 Board Goals Tracker dated August 22, 2023
- m. Nominating Committee Report—2024 Elections—Applications and Criteria, dated August 22, 2023
- n. September 2023 Mercer Investment Report titled "Performance Evaluation Report"
- o. Memorandum dated October 18, 2023 titled "Fiduciary Duty Reminder"

- p. Memorandum dated October 13, 2023 titled “Operational Updates”

#### Year-End Fundraising

Katrina Breese, Senior Director of Advancement, joined the meeting at this time via video conference. Referring to a previously distributed memorandum dated October 18, 2023 titled “Year-end Fundraising,” Ms. Breese requested that members of the board participate in the matching gift pool for the calendar-year-end fundraising campaign. She noted that staff and national committee members would also be asked to participate. Ms. Breese reported that the goal was to raise \$75,000 for the total matching gift pool and she noted that approximately \$34,000 had already been raised toward the goal. She encouraged board members who had not yet indicated they would participate to join in the effort. She reported that she or a member of her staff would be in touch with members of the board to confirm donations and respond to questions.

Ms. Breese responded to questions from board members on AAUW’s use of direct mail for fundraising, noting that revenue generated exceeded costs and direct mail was a major driver of unrestricted giving. She reported that members and donors contribute through a variety of channels and to different and sometimes multiple campaigns. She reviewed and responded to questions on AAUW’s use of external experts in direct mail campaigns to help ensure successful campaigns.

Ms. Breese reminded the board of AAUW’s legacy/planned giving program. Board members encouraged continued efforts to increase the number of members making planned gifts. Suggestions were offered on possible new ways to inform members about planned giving and to assist affiliates in promoting planned giving. Ms. Breese left the meeting at this time.

#### Executive Session

At the request of the board, Mses. Wolfe and Blackwell remained for a portion of the Executive Session and were then excused and the board continued in Executive Session without them.

#### Adjournment

There being no further business, the meeting was adjourned.

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Cheryl Sorokin  
Secretary