

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)  
BOARD OF DIRECTORS  
MINUTES OF MEETING  
June 9, 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, CEO, Ex Officio

Staff Present

Tom Chappell, Vice President, Finance \*\*  
Shannon Wolfe, Managing Director and Chief of Staff  
Katrina Sun Breese, Senior Director of Institutional Advancement \*\*

\*\* Attended via Zoom

Call to Order

Noting the presence of a quorum, Julia Brown, Board Chair, called the meeting to order. She reported that because of a change in job director Joe Bertolino had requested and been granted a two month leave of absence from the board.

Ms. Brown then asked board members to reflect on the reasons each had joined the board and to share that information with each other. She reminded the board that the challenges facing AAUW in the current environment, and at this stage in its history, were not unique among nonprofit organizations, nor easily addressed. She expressed appreciation to the board for their commitment to AAUW and the work of the board.

Sustainability Planning Update

Gloria Blackwell, CEO, reported on the status of the sustainability planning effort focused on opportunities to maximize the impact of AAUW and to develop a sustainable revenue model. She pointed out that everyone in the organization is involved in the sustainability project.

Referring to a previously distributed memorandum dated June 1, 2023, titled "Sustainability Planning Memo," Ms. Blackwell reiterated that AAUW's current business model relies to a significant extent on membership dues and contributions, which continue to decline. She pointed out that while the Fellowship & Grants program is fully endowed, the revenue model for most other programs is not sustainable.

Ms. Blackwell then reviewed the sustainability project timeline, pointing out that planning is an iterative process and would involve testing and piloting of different ideas. She noted her expectation and directives to staff that new approaches and programs be informed by data and supported by work plans for implementation and metrics for measuring success.

Ms. Blackwell then reviewed the recommendations that had been discussed with and supported in principle by the board in February, including framing AAUW's work around higher education and STEM, leveraging AAUW's mission, history and strength in these areas, as well as maximizing a JEDI lens in all of AAUW's work. She reported that business plans for programming and policy work under the higher ed and STEM framework were scheduled for presentation to the board in October.

Ms. Blackwell pointed out that in addition to the staff work currently in progress, the Membership Task Force named in May would soon begin to address issues related to AAUW's declining membership and the inadequacy of the current membership revenue model to support the organization's needs, and the Degree Requirement Task Force would be leading efforts to eliminate the degree requirement for membership in AAUW that limits the appeal of AAUW for younger women and men.

Discussion ensued on the difficulty of changing organizational culture within the staff and within AAUW's current membership structure.

Referring to the previously distributed memorandum dated June 1, 2023, titled "Membership Revenue and Expenses Primer," Shannon Wolfe, Managing Director and Chief of Staff, reiterated that future sustainability was dependent on addressing AAUW's revenue model, which currently is dependent on dues and contributions from branch members, both of which continue to trend lower each year, while at the same time serving as the largest annual flow of revenue into AAUW. Referring to PowerPoint slides she shared at the meeting, Ms. Wolfe then reviewed and responded to director questions on all sources of revenue for AAUW and the allocation of revenue and expenses to various AAUW programs. She reviewed possible new sources of revenue, pointing out challenges related to developing certain sources based on AAUW's prior experience in cultivation of potential new donors and program sponsors.

The board discussed opportunities for increasing donations from members as well as nonmember individual donors, and opportunities for AAUW to develop or revise its

programming so that each offering becomes profitable for the organization, or at least revenue neutral. Ms. Wolfe responded to questions on potential costs and the potential for increased return on investment of soliciting non-members for contributions.

The board discussed expectations of the membership base for services and programming from the national organization and Ms. Wolfe responded to questions on the costs associated with meeting those expectations in comparison to the dues revenue contributed by members.

Ms. Wolfe responded to questions on opportunities to reduce occupancy expense.

Discussion ensued on opportunities to revise the revenue model and to re-envision how AAUW executes its mission.

### 2023 Finance Update and Approval of 2024 FY Budget

Ms. Wolfe referred directors to the previously distributed financial statements for the period ending March 31, 2023, to the financial statements for the period ending April 30, 2023, which she reported had been posted to the board file the evening before, and to the previously distributed "Advancement Revenue Pipeline Report as of 5-26-2023," Ms. Wolfe commented on financial performance for the year to-date. Ms. Wolfe and Ms. Blackwell then reviewed and responded to questions on the forecast for year-end financial performance, noting areas in which revenue was expected to be less than budgeted. Ms. Blackwell responded to questions on the challenges AAUW faces in seeking grants from corporate and foundation funders in light of the current social justice focus of many funders.

Ms. Wolfe noted that expenses were expected to be below budget for the fiscal year, and she responded to questions on the components of several categories of expense, including consultants and rent.

Referring to a previously distributed memorandum dated June 1, 2023, titled "Proposed FY 2024 Budget," Ms. Wolfe reported that the proposed budget for FY 2024 being presented for approval was the same as previously discussed with the board in May. She explained that in light of the ongoing sustainability work and the timeline for implementation of changes based on that work, the proposed budget contemplated an unrestricted deficit of \$398,000 in order to allow for needed investments (such as market analyses of programs and membership structures) to support the sustainability work. She reviewed and responded to questions on the assumptions underlying the proposed budget as well as questions on the impact of the proposed deficit budget on AAUW's unrestricted and temporarily restricted funds. She addressed additional questions on staffing levels and use of consultants. Discussion ensued on the impact on the organization of requiring a balanced budget rather than approving the proposed deficit budget as presented.

Following further discussion, on motion made, seconded and carried, with one abstention, the board adopted the following resolution:

Resolution Approving the AAUW FY 2024 Budget

The board of directors of AAUW approves the FY 2024 budget as presented.

Mr. Chappell left the meeting at this time.

Membership Task Force Report and Approval of Membership Taskforce Charter

Elizabeth Haynes, Chair of the Membership Task Force, reported that the Task Force would be meeting twice a month to examine AAUW's membership and affiliate structure for the purpose of recommending a sustainable membership model. She noted that the Task Force had met once and had begun the process of information gathering needed to inform its work. She responded to questions on how the Task Force planned to communicate with and involve affiliates in its work.

Ms. Haynes then reviewed the anticipated timeline for recommendations to be presented to the board and recommended board approval of the previously distributed Task Force charter.

Following further discussion on the role of the Task Force, on motion made seconded and carried, the board adopted the following resolution:

Resolution Approving Membership Task Force Charter

The AAUW Board of Directors approves the charter of the Membership Task Force dated June 1, 2023.

Elimination of Degree Requirement for Membership in AAUW

Referring to a previously distributed memorandum dated June 1, 2023, titled "Membership Requirement Bylaws Change," the Chair recommended:

- that an amendment to AAUW's bylaws be submitted to the membership for a vote in the Spring of 2024 to eliminate the college degree requirement for membership in AAUW,
- that the bylaw amendment necessary to effect this change be submitted for membership comment in January 2024 in advance of the proposed membership vote on the amendment, and
- that the Degree Requirement Task Force begin to work on communications strategy to explain the rationale for the amendment and to encourage and facilitate adoption of the elimination of the degree requirement for membership.

She commented on the importance of eliminating the degree requirement in order to help diversify the organization, to maintain its relevance, and to expand its reach. Directors

commented on and discussed the importance of eliminating the degree requirement to AAUW's future sustainability.

Kimberly Adams, Chair of the Degree Requirement Task Force, noted that the last membership vote on the degree requirement came closer to passing than previous votes and there were opportunities to improve voter turnout as well as to convert abstentions and even some negative votes to votes in favor of an amendment to eliminate the degree requirement. She reviewed plans for the Degree Requirement Task Force to build on past efforts of those members supporting the change and to develop a grassroots strategy to energize and create greater support for the change. She requested board approval of the Degree Requirement Task Force Charter.

Following further discussion, on motions made, seconded and carried, the board approved the following resolutions.

Resolution Re: AAUW's Membership Requirement

The AAUW Board of Directors approves submitting the proposed bylaws changes in Exhibit A to the membership for comment.

Resolution Approving Degree Requirement Campaign Task Force Charter

The AAUW Board of Directors approves the charter of the Degree Requirement Campaign Task Force dated June 1, 2023.

Board Goals for FY 2024

Referring to a previously distributed memorandum dated June 1, 2023, titled "FY 2024 Board Goals," Ms. Brown reviewed and responded to questions on proposed board goals for the coming fiscal year, noting that the suggested goal list did not include the routine fiduciary, compliance and other responsibilities and items listed in the annual board calendar or staff deliverables around sustainability planning, but did include items that would be the sole responsibility of the board.

Following discussion, it was the consensus of the board that the goals were appropriate as indicated in the memorandum but with the addition of an additional goal "to support and approve plans for achieving financial stability." Ms. Wolfe indicated she would update the goals accordingly and redistribute them for board approval later in the meeting.

Mses. Blackwell and Wolfe left the meeting at this time and the board met in executive session.

Following the executive session, Mses. Blackwell and Wolfe rejoined the meeting. Ms. Brown reported the board's request during the executive session for regular updates during the

summer on sustainability planning as well as the results of the staff retreat. Ms. Wolfe distributed the revised board goals.

### Risk Management Discussion

Referring to a previously distributed memorandum dated May 31, 2023, titled “Audit Committee Report and Auditor Recommendation,” Jenna Kirkpatrick Howard, Chair of the Audit Committee, reported on the Audit Committee’s development of a process, including creation of a risk management tracker, to assist the Audit Committee and the board in assessing AAUW’s risk areas as well as requiring and reviewing, as applicable, non-financial audits on risk areas. She recommended that the board review the Risk Management Tracker annually at the end of each fiscal year.

Ms. Howard reviewed and responded to questions on the format of the risk tracker. In response to questions, she commented on how identified risks in some areas can be mitigated but noted challenges in identifying and tracking risks in other areas, especially risks areas outside of finance and technology. The board discussed the risks identified in the tracker, including areas in which risk is known to exist but current resources make it difficult for the organization to address.

Following further discussion, it was the consensus of the board that the Risk Management Tracker was helpful in understanding risks to the organization as well as the internal process for managing and mitigating risk. Board members expressed appreciation to the Audit Committee for its work in developing the tracker and for developing a clear process for regular review of risk.

### CEO Update

Referring to a PowerPoint presentation titled “CEO Update, Board of Directors Meeting, June 2023,” Ms. Blackwell reported on the 2023 NCCWSL program which was held in person for the first time since the start of the pandemic. She noted that there were 450 attendees from 179 schools, and staff was currently analyzing data from attendees and speakers on the success of the program. She noted it was too early to know if the program was a financial success as the expenses associated with holding the program on the University of Maryland campus had not yet been billed. Ms. Blackwell responded to questions on the level of corporate sponsorships for NCCWSL and opportunities for increasing the number of sponsors.

Ms. Blackwell then updated the board on activities related to her goals for the year which were centered on financial sustainability planning. She reviewed the deliverables and timelines established for financial sustainability planning, noting that staff was being held accountable for their sustainability planning responsibilities and that most timelines and deliverables, other than revision of the strategic plan (goal #2), were on track. She pointed out that the goal of revising the strategic plan in 2023 had been aggressive in light of the fact that work on sustainability planning and recommendations would be continuing throughout FY 2023 and into

early 2024. In response to questions, she reviewed deliverables expected to be completed by the end of June, 2023, and by October 2023.

Ms. Blackwell then reviewed efforts during 2023 to increase AAUW's visibility as well as her visibility as AAUW's leader, and to increase AAUW's engagement with the media. She commented on efforts to position AAUW via its public policy work and research as a thought leader on issues affecting women and she noted occasions in which she had been called by the media to comment on current issues such as the level of student college debt and its impact on women and the impact of the Supreme Court's Dobb's decision eliminating the constitutional right to abortion. She also reviewed efforts to maintain visibility with AAUW's membership through attendance at meetings (frequently by Zoom) and by regular communications with members via webinars, zoom gatherings and written communications.

Ms. Blackwell reviewed AAUW's engagement with donors and cultivation of potential donors during 2023. She requested that board members with contacts at corporations, foundations and with senior executive women contact her to see how AAUW might engage them as supporters or as participants in AAUW's programming. In response to questions, she noted that AAUW Fellowships and Grants alumnae were already participating more actively in AAUW programming and would be helpful in sourcing other women to support AAUW through participation in its programming. She commented on the support of current external funders for AAUW's STEMEd program.

In response to questions, Ms. Blackwell commented on the Advancement team's cultivation efforts with members who are major donors, as well efforts to promote membership in AAUW's legacy circle.

Referring to a previously distributed memorandum dated June 1, 2023, titled "Human Capital Management," Ms. Blackwell then reviewed and responded to questions on AAUW's human capital management process. She commented on the impact of the pandemic on employee expectations related to work culture, including the ability to work from home, and commented on staff turnover statistics as return to more traditional in-office work becomes more prevalent in the DC area. She reported that despite the pandemic and changing employee expectations, AAUW had not experienced problems in recruiting staff.

Ms. Blackwell reviewed and responded to questions on the status of activities in progress as part of the sustainability planning goals, including, development of the dashboard on program impact and JEDI metrics, scaling of AAUW's STEMEd for Girls program, development of business plans for programs and college/university engagement, launching of the Membership and Degree Requirement Task Forces. She also noted plans align AAUW's policy work to maximize member engagement, to reinstitute the AAUW Lobby Corps and to work with the branch policy volunteers to encourage broader engagement of voters ahead of the national election.

#### Statement on Civility

Referring to a previously distributed memorandum dated June 1, 2023, titled “Civility Statement Draft,” the board discussed a draft statement to members to reinforce expectations of civil behavior in light of a rise of rude or inappropriate comments from members aimed at staff and board members. Board members suggested that the statement be reworded and shortened to emphasize the key message that civility is expected in member dealings with staff, board members and with each other. It was also the consensus of the board that the revised message be sent to branch members rather than the entire membership, since the issues were largely localized in interchanges with branch and state members. The board requested that Ms. Wolfe oversee the revision process.

#### Approval of Minutes

Referring to previously distributed draft minutes of the May 17, 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 May 17, 2023 board meeting as presented.

#### Approval of Board Goals

Referring to the revised draft of board goals distributed following the executive session, on motion made, seconded and carried, the board adopted the following resolution:

#### Resolution re FY 2024 Board Goals

The Board of Directors of AAUW approves the FY 2024 board goals attached to these minutes as Exhibit B.

#### Membership Consent Calendar

Referring to the previously distributed memorandum dated June 1, 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 May 31, 2023.

#### National Committee Appointments

Referring to the previously distributed memorandum dated June 1, 2023, titled “Committee Appointments,” Ms. Brown noted that director Monique Taylor would not be joining the Governance Committee as indicated in the memorandum. Following discussion of the process for committee member recruitment, on motion made, seconded and carried, the board approved the following resolution:



Resolution Approving Committee Appointments

The Board of Directors of AAUW appoints the individuals below (indicated with \*) to the standing committees for two-year terms commencing as of July 1, 2023. The full committee rosters are listed below.

Advancement Committee

Dianne Owen, Chair\*  
Susan Barley\*  
Jan Carey\*  
Lisa Cherry\*  
Claudia Gray\*  
Carol Griffith\*  
Bea Holt\*  
Gloria Long\*  
Caroline Pickens\*  
Deb Roney\*  
Barbara Sando\*  
Joan Schneider\*  
Mary Smith\*  
Sharon Suber\*  
Janice Van Gasse\*  
Board Liaison: Mary Zupanc\*

Audit Committee

Jenna Howard, Chair  
Eileen Menton\*  
Linda Pihlak  
Peggy Wild

Finance Committee

Peggy Cabaniss, Chair  
Kimberly Adams  
Gloria Bañuelos  
Aaliyah El-Amin  
Lisette Garcia  
Elizabeth Haynes  
Christine Schmitz  
Monique Taylor  
Roli Wendorf

Governance Committee

Malinda Gaul, Chair\*  
Shaila Rao Mistry, Vice Chair\*

Jacqueline Eidson  
Lisette Garcia  
Loreen Ginnitti  
Janine Greenwood  
Elizabeth Haynes\*  
Laurie Hofmann\*  
Jeanie Latz\*  
Cheryl Sorokin\*

Inclusion & Equity Committee

Melissa Ingram, Chair\*  
Trish Garner\*  
Eva Habib\*  
Mark Hamilton  
Constance Hope  
Tiffany Jacobs  
Ivana Marshall  
Suzanne Mercer-Young  
Luna Mukherjee\*  
Ana Nygren  
Board Liaison: Edwina Martin\*  
Board Liaison: Shaila Rao Mistry

Investment Committee

Peggy Cabaniss, Chair  
Jan Bensen  
Lisette Garcia\*  
Wendy Malaspina\*  
Amy Mitchell\*  
Christine Schmitz\*  
Laura Stahl\*  
John Tobey

Nominating Committee

Jeanie Latz, Chair  
Mary Zupanc, Chair\*  
Barb Duran\*  
Elizabeth Gurian\*  
Cynthia Hall\*  
Elizabeth Haynes\*  
Mary Isaac\*  
Cheryl Sorokin

Public Policy Committee

Sarah Elmore-Hernandez, Chair

Rebecca Gaul, Chair\*

Patricia DeWitt\*

LaToya Gathers

Kathleen Harper\*

Alice Kitchen\*

Julie Johnson

Younghee Overly

Diana Schrier

Board Liaison: Edwina Martin

National Committee Charter Updates

Referring to a previously distributed memorandum dated June 1, 2023, titled “Standing Committee Charter Updates,” the board noted that the recent amendment of AAUW’s bylaws required certain changes to the charters of AAUW standing committee charters in order to align them with the amended bylaws. On motion made, seconded and carried, the board adopted the following resolution:

Resolution Approving Standing Committee Charter Changes

The AAUW Board of Directors approves the charters of the Audit Committee, Governance Committee, Finance Committee, Investment Committee, Nominating Committee, Public Policy Committee, Advancement Committee, and Inclusion and Equity Committee as presented to the board in the memorandum dated June 1, 2023 and titled “Standing Committee Amendments”.

Acknowledgement of Reports

The board acknowledged receipt of the following information items:

- a. Mercer report on the performance of the AAUW investment portfolio as of April 30, 2023
- b. The following committee reports:
  - Executive Committee Report dated June 1, 2023;
  - Advancement Committee report dated May 25, 2023;
  - Finance Committee report dated May 23, 2023;
  - Governance Committee Report dated May 14, 2023;
  - Inclusion & Equity Committee Report dated May 20, 2023;
  - Investment Committee Report dated May 23, 2023;
  - Nominating Committee Report dated May 26, 2023;
  - Public Policy Committee Report dated May 22, 2023; and
- c. Operational Updates dated June 1, 2023.

Ms. Blackwell left the meeting at this time.

#### CEO Evaluation Process

At the request of the Chair, Ms. Wolfe reviewed and responded to questions on the planned process for conducting the CEO evaluation process, including contractual obligations for the process set forth in the contract with Ms. Blackwell, timing for Ms. Blackwell's self-evaluation, a planned staff survey and a board questionnaire to obtain comments from staff and all board members on CEO performance. The board noted the role of the Executive Committee in reviewing and synthesizing the information obtained from the survey and questionnaire, and in crafting a written evaluation to be delivered to Ms. Blackwell in a meeting to be conducted with the Board Chair and an additional member of the board. Following discussion of the current CEO evaluation process and the goals that had been established for Ms. Blackwell for FY 2023, discussion ensued on the feasibility of adjusting the process in future years to enable more frequent formal opportunities for performance feedback to the CEO. Directors provided their perspectives to the Board Chair in response to her question as to whether a separate, additional meeting centered on performance evaluation would be helpful prior to the CEO evaluation questionnaire being distributed to board members individually.

#### Adjournment

There being no further business, the meeting was adjourned.

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Cheryl Sorokin  
Secretary

FY 2024 Board Goals

Item	Lead
Support and provide oversight of the Membership Task Force to conduct a comprehensive internal review of AAUW’s current membership model including analysis of the current role of members and affiliates, the current membership and affiliate governance structure, and the financial and operational costs to AAUW of the current model; and recommend options and a plan of action for making the model financially sustainable, or for moving the organization to a different membership or other structure.	Membership Task Force
Support and provide oversight of the Degree Requirement Campaign Task Force to lead a campaign to obtain a favorable membership vote in the Spring of 2024 to eliminate AAUW’s current degree requirement for membership.	Degree Requirement Campaign Task Force
Define and approve a leadership succession planning process	Nominating Committee
Define and approve an annual process to help assure an effective and consistent board effectiveness process	Board Secretary
Define and complete DEI training	Full Board/Board Chair
Define and approve a board partner process for new board members	Nominating Committee
Complete assessment of state president/liaison calls and recommend continuation/changes to the program	Governance Committee
Approve and support plans for achieving financial sustainability	Full Board