

**AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN (AAUW)
BOARD OF DIRECTORS
MINUTES OF MEETING
August 30, 2023**

Via Video Conference

Directors Present/Absent*

Julia Brown, Chair *
Malinda Gaul, Vice Chair
Peggy Cabaniss, Finance Vice Chair
Cheryl Sorokin, Secretary
Kimberly Adams*
Gloria Bañuelos
Joseph 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

Shannon Wolfe, Managing Director and Chief of Staff

Call to order

Noting the presence of a quorum, Malinda Gaul, Vice Chair, called the meeting to order.

Update on Operations and Sustainability Planning

Referring to the previously distributed memorandum dated August 23, 2023, titled "Sustainability Planning Memo," Gloria Blackwell, CEO, reviewed and responded to questions on the business plans being developed as part of sustainability planning, noting two plans which have been scheduled for presentation to the board in October. She reviewed the history of AAUW's programming model and the importance of moving to a new model that not only would be fully funded by a combination of sponsors, donors, or fees, but would also improve consistency across all AAUW programs and help ensure each program reflected and advanced AAUW' mission and values.

Ms. Blackwell provided examples of current programming at AAUW and how those programs were being re-considered as part of the sustainability planning efforts. She responded to questions on the use of consultants to assist staff in understanding the competitive environment, how other organizations address funding for programs, and areas in which AAUW programming is unique and offers opportunities for sustainability

and expansion. She responded to questions on opportunities and challenges in obtaining financial support for AAUW's programming from corporate and government sponsors.

Ms. Blackwell noted that staff was working collaboratively across current organizational divisions and in addition to the sustainability work was also managing day-to-day operations. She noted the volatile staffing environment, pointing out the post-pandemic impact of how employees viewed work and their relationship with employers.

Ms. Blackwell referred the board to the previously distributed memorandum dated October 18, 2023, titled "Operations Update," for further information on day-to-day operations and issues.

Financial Performance

Referring to the previously distributed memorandum titled "Executive Summary, Financial Information: From July 1, 2022 to June 30, 2023," and the attached financial statements for FY 2022, Shannon Wolfe, Managing Director and Chief of Staff, reviewed AAUW's financial performance for FY 2023, pointing out that the organization ended the year with an unrestricted deficit of \$533,000 on a budgeted deficit of \$329,000, primarily as a result of revenue shortfalls, noting that expenses had been essentially on budget.

Ms. Wolfe reviewed and responded to questions on factors that had led to below-planned performance, including the systemic long-term decline in membership, inflation and general cost increases, competition from other organizations, staff turnover, investment volatility, reduced levels of corporate and foundation funding, challenges in balancing the hybrid work environment while maintaining a high number of programs and publications with reduced staff, and continuing costs of the lease for AAUW's offices. She responded to questions on the lease expense and efforts to find ways to reduce that expense, the volatility of investment revenue during the year, how spending shortfalls from restricted funds affected the other budget categories, the complexity of AAUW's budgeting process, and the difficulties of obtaining corporate and foundation funding.

Membership Taskforce Report

Elizabeth Haynes, Chair of the Membership Task Force, reviewed and responded to questions on the status of the work being done by the Task Force, including its review of data on membership trends, expectations of affiliates, potential use of the Five Star Program to increase affiliate contributions to the national organization, opportunities to increase national donors and members, AAUW's dues structure, including the financial impact of life and honorary memberships. In response to questions, Ms. Wolfe indicated she would re-distribute information on AAUW's membership trajectory over the past 5 years. Ms. Gaul noted that the Governance Committee was also working on a "rights and responsibilities" document for affiliate members.

Approval of Minutes

Referring to previously distributed draft minutes of the June 9, 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 June 9, 2023, board meeting as presented.

Membership Consent Calendar

Referring to the previously distributed memorandum dated August 22, 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 August 21, 2023.

Committee Matters

Committee Appointments: Referring to a previously distributed memorandum dated August 28, 2023, Ms. Wolfe reported that three recommended new members of the Governance Committee were inadvertently left off the June resolution appointing committee members for the ensuing term and were recommended for appointment at this meeting.

She also noted that the previously approved co-chairs of the Public Policy Committee needed to step down from their co-chair responsibilities and in their place, committee members Diane Schrier and Younghee Overly are recommended to be appointed as co-chairs of the Committee.

On motion made, seconded and carried, the board adopted the following resolution:

Resolution re Committee Appointments

The Board of Directors of AAUW appoints the additional individuals listed below to the Governance Committee and appoints the Public Policy Committee members indicated below to the positions of Co-Chair, in each case for two -year terms commencing as of July 21, 2023.

Governance Committee

Ajla Lausegger
Kathleen Marrs
Sue Shineman

Public Policy Committee

Diane Schrier, Co-Chair
Younghee Overly, Co-Chair

Committee Goals: Referring to the previously distributed memorandum dated August 18, 2023, Titled FY 2024 Committee Goals, on motion made seconded and carried, the board adopted the following resolution:

Resolution Approving FY 2024 Committee Goals

The Board of Directors of AAUW approves the FY 2024 Committee Goals as follows:

Advancement Committee

- Membership
 - Organize and share a Membership Workshop webinar for states and branches – information covered would be sharing best practices around recruitment (including Students, Colleges, and Universities), retention, advice for “at risk” branches and states, and sharing resources and information. Focus areas will be determined by membership trends.
 - Develop a national membership brochure/1-pager and key talking points for member recruitment.
- AAUW’s Future
 - Provide strategic guidance to AAUW National Staff, Committees and Taskforces on broad initiatives impacting members including (but not limited to): Degree Requirement Taskforce, Website Theme File Update Project, Fall Branch and Affiliate Impact Survey, and College and University Membership engagement.
- AAUW Fund
 - Identify strategic opportunities to educate members about AAUW Fund and Greatest Needs. Share resources, talking points and information to assist branches and states with their fundraising. Focus areas will be informed by giving trends. Ensure members understand AAUW National finances and the impact of Greatest Needs.

Audit Committee

- Oversee FY 2023 financial audit.
- Review and update the risk tracker to assessing AAUW’s risk areas.
- As part of the risk management plan, conduct non-financial audits on risk areas.

Finance Committee

- Oversee annual budget process and monitor actuals to budget throughout the year.
- Review the results of the sustainability plan presented to the board in October 2023.
- Review withdrawal policy and make recommendations for changes to the board ahead of the FY 2025 budget process.
- Review a five year forecast of revenue and expenses assuming three different scenarios for revenue – flat, increasing, decreasing.

- Schedule one meeting throughout the year to include a review of the asset classes and investments for AAUW's portfolio.

Governance Committee

- Support the Board of Director's recommendation to change the bylaws to eliminate the degree requirement for membership in AAUW, which will be submitted to the membership for a vote in Spring 2024.
- Continue the state liaison meetings; evaluate the effectiveness of the program and recommend changes as appropriate at the end of the fiscal year.
- Propose a Member Rights and Responsibilities policy to the Board of Directors.
- Assess the national committee effectiveness survey process, recommend changes, and propose/implement a timeline for reviewing committee effectiveness well in advance of the Spring 2024 committee appointments process.
- Review the impact of activities within the committee's purview on AAUW's commitment to justice, equity, diversity, and inclusion (JEDI).

Inclusion & Equity Committee

- Increase resources available to Diversity Officers.
- Develop, present, and launch two additional "plug and play" programs and associated webinars for branch and state affiliate use.
- Strengthen collaboration between other AAUW Committees and Task Forces and Inclusion and Equity Committee for shared events and communication.
- Better publicize DEI events/accomplishments.
- Create and solidify internal training and management processes for I&E Committee Members.

Investment Committee

- Review investment options, performance, and fees for AAUW's investments and recommend changes to the board as needed.
- Schedule a review of the pros and cons of private equity.
- Review the impact of activities within the committee's purview on AAUW's commitment to diversity, equity and inclusion.
- Review the asset allocation in our Investment Policy Statement on an annual basis.
- Use the Investment Committee's members' "Spheres of influence" to raise awareness of AAUW's mission and initiatives. (This might take the form of members speaking on panels (as approved) at industry conferences where there's a topic that is closely aligned with the mission)
- Be in continuous "recruiting" mode for future Investment Committee membership, cultivating relationships and partnerships that raise AAUW's profile in the financial industry.

Nominating Committee

- Work to build a pipeline of potential candidates for recruitment over a period of 3-5 years.

- Reach out to Board members, Committee Chairs, and others to identify potential qualified candidates.
- Identify, evaluate, and recommend Board candidates for election/appointment that have the needed skills/experience.
- Assist management in the onboarding of new directors.
- Vet, evaluate, and recommend potential Board members for Board officer succession planning.
- Review the impact of activities within the committee's purview on AAUW's commitment to diversity, equity, and inclusion.

Public Policy Committee

- Analyze survey and other feedback data to provide strategic guidance to AAUW national staff on prioritization of skills-based webinars for members and member leaders.
- Collaborate with AAUW national staff on member and/or member leader webinar content and implementation.
- In consultation with national staff, identify opportunities to strengthen relationships with State Public Policy Chairs.
- Review the impact of activities within the committee's purview on AAUW's commitment to diversity, equity and inclusion.

Information Items

The board acknowledged receipt of the following information items:

- a. Executive Committee Report dated August 21, 2023
- b. Degree Requirement Campaign Taskforce Update dated August 22, 2023
- c. FY 2024 Board Goals Tracker dated August 22, 2023
- d. Nominating Committee Report—2024 Elections—Applications and Criteria, dated August 22, 2023
- e. CEO Goals, FY 2023
- f. Performance Evaluation Schedule
- g. FY 2023 CEO Self Evaluation
- h. FY 2023 CEO Media Appearances

Ms. Blackwell and Ms. Wolfe left the meeting at this time.

Executive Session

The board met in executive session. Ms. Banuelos and Ms. Taylor left the meeting during the Executive Session and prior to the vote taken in this portion of the meeting.

Following the executive session, the Vice Chair instructed the Secretary to note for purposes of the record that the board had reviewed and discussed the performance evaluation to be given to Ms. Blackwell and had approved, with one abstention, the bonus recommendation proposed by the Executive Committee.

Adjournment

There being no further business, the meeting was adjourned.

Cheryl Sorokin
Secretary