



**BOARD OF DIRECTORS MEETING
July 24 & 28, 2020 Via Zoom**

Call to Order

The meeting was called to order on Friday, July 24, 2020, at 1:03 PM by Co-President Leslie Tourigny. The meeting was conducted via Zoom because of the continuing pandemic. New members of the board were welcomed by Leslie and new Co-President Suzanne Rothwell. Recording Secretary Deborah Dodd took roll. A list of board members in attendance will be distributed via email. **(Enclosure 1)**

Secretary's Report

The minutes of the April 17, 2020 Board of Directors telephone conference meeting with the list of those in attendance were distributed to the board electronically by Deborah. **(Enclosure 2)** The new members of the board reported that they did not receive the April 17 board minutes or the minutes from the April 18, 95th Annual Business Meeting. Deborah agreed to email both sets of minutes to them. Deborah said that there was confusion about the wording of a section of the April 17 minutes concerning payment of expenses to branches that had received mini-grants and had spent money in preparation for their canceled or postponed activity. It was asked whether the branch should be reimbursed with 2020 funds if that happened. It was determined that at the time none of the branches required the reimbursement so it was agreed that the minutes should be corrected to show no action was taken. Hearing no objections, the minutes were approved as corrected. The corrected minutes will be distributed to the board.

The minutes of the 95th Virtual Annual Business Meeting of AAUW of Virginia were distributed electronically. **(Enclosure 3)** Hearing no corrections or objections, the minutes were approved as distributed.

Patsy Quick and Barbara Woodlee volunteered for the reading committee for the minutes from this meeting.

Prior to the board meeting, Suzanne and Leslie requested that Deborah ask the Executive Board to vote electronically to approve Carol Dabbs as Bylaws/Resolutions Chair and Kathy Batkin as Historian. At the meeting, Deborah reported that the Executive Committee had voted electronically pursuant to an email dated July 1st and both appointments were approved.

Co-Presidents' Report

The Co-Presidents' Report was distributed to the board via email. **(Enclosure 4)** Suzanne also reported on the status of the Equal Right Amendment (ERA) being added to the U.S. Constitution. On January 8th, the National Archives and Records Administration announced that the Archivist would not publish or certify the ERA

amendment if approved by the Virginia legislature, which is necessary to add it to the Constitution, unless directed to by a court order.

On January 27, Virginia became the 38th and final state needed to ratify the ERA amendment and the Archivist was notified. He refused to certify the ERA ratifications of the states of Virginia, Illinois, and Nevada. On January 30, those states sued the Archivist by filing a complaint in the Supreme Court that asked the Court to order the Archivist to add the ERA to the Constitution. AAUW of VA, Illinois and Nevada, and the AAUW Greater Richmond Branch joined with 17 other organizations to engage Patricia Wallace, an attorney with the Greater Richmond Branch, to prepare an *amicus curiae* ("friend of the court") brief. On June 29, the brief was filed with the Supreme Court. Suzanne and other board members expressed their appreciation for Trish Wallace's organization of the group and participation in preparing the brief. Since the Supreme Court session has ended, a decision will not be issued until after the Supreme Court resumes in October. A ruling is likely sometime next year. Suzanne will send a copy of the *amicus curiae* brief to board members electronically. **(Enclosure 5)** An article on this case will be in the next *Vision*.

Finance Report

VP for Finance Marsha Melkonian sent the Finance Report to the board electronically. **(Enclosure 6)** The report included an itemized report and summary of last year's budget and the Proposed Budget for 2020-2021. There were no questions or comments about the itemized report or the summary.

The Proposed Budget for 2020-2021 was reviewed line item by line item to be sure they represent enough or too much for what is needed in each area. The budget is based on 1000 dues-paying members. Marsha considered the lifetime, honorary and dual members of AAUW in establishing that figure. As of July 24, there are approximately 800 members. Several branches do not use the MSD so there may be more actual renewals. Roanoke Valley, Hampton, and Manassas branches send their dues to Marsha. She will encourage Roanoke Valley to use the MSD in the future.

Line Items in the Proposed Budget that increased or decreased were explained:

Board Functions

Communications

- \$25 deleted in the General Category.
- The *Virginia Vision* Category was increased by \$300 to \$1600; \$300 was added because costs are high for the printing and mailing of hard copies of the *Visions* sent to those who do not have email. *Vision* Copy Editor Mary Anne Graham receives five copies and two are sent to the Historian. We are printing and mailing 47 issues three times a year. Last year only two printings of the *Vision* were covered under last year's budget, whereas this year's budget will include the printing of four issues because the Summer 2020 *Vision* bill did not get paid in last year's expenditures. Tammie Mullins-Rice suggested leaving the amount

at \$1600 in the budget with a note that explains that it includes the payment for the 2020 Summer *Vision*. Denise Murden and several other members said that they will get quotes from several different printers to perhaps find a company that could print the newsletter for less.

Membership

- \$50 deleted from Membership in the General Category line.
- \$100 deleted in the Senator Warner's Women's Conference line because the conference will be canceled this year. A note will be added to explain why it was deleted so that it can be added back in the future, if desired.

Program

- AAUW Funds increased to \$150.
- The NCWSSL amount is left as a placeholder. It was not used last year because the conference was cancelled. NCCSWL can be adjusted later, if necessary, to balance the budget.
- Extra money was added to the District Representatives' budgets this year because extra money might be needed for them to conduct Zoom meetings.

Public Policy

- Coalitions are a place holder because they have been disbanded and we are unsure of future use.
- Co-VP of Public Policy Susan Burk explained that Pay Equity and Get Out The Vote (GOTV) will be focus areas this year. Expenses are uncertain because they would be more if they are able to do Lobby Day. The budget is based on doing Lobby Day. Leslie said that \$191.46 remains from the previous grant that was given to AAUW of Virginia by National for use in GOTV. The question was asked whether Public Policy could use that GOTV grant this year. Tammie and Sandy Lawrence, who are familiar with it, stated that it was a state initiative and the only stipulation was that it needs to be used for GOTV activities.

Other Board

- Historian decreased by \$10; now \$20.
- Diversity and Inclusion decreased by \$120; now \$30.

State Board

2021 Meetings

- The amount for State Board meetings may be able to be deleted if we are unable to hold in-person meetings.

Board Meeting Deposits

- The \$400 board deposit for the fall meeting can be deleted because no deposit was required.

Miscellaneous

Insurance/Bonding

- The State Board currently has liability insurance but does not have Directors and Officers insurance. There was a discussion about what D and O insurance would provide and the benefits of such a policy. It was recommended by several board members. Tammie stated that if it is bought, there should be a board vote. **Carol Stephens made a motion that the board purchase a D&O policy.** The motion was seconded. Before a vote was taken, Sandy Lawrence said that she did not think the board had enough information at this time to vote on the purchase of the insurance. **Caroline Pickens made a motion to table the motion on D&O insurance until the Fall board meeting.** The motion was seconded and unanimously approved. It was agreed that Suzanne, Tammie, and Carol Dabbs would investigate and more information about D&O insurance would be presented at the November board meeting.

Tammie made the motion to accept the proposed budget fiscal year 2020-2021 with the amended changes. The motion was seconded and unanimously approved.

Marsha reminded members to send in receipts so that she can pay them. She will send out the reimbursement forms that should be used. She asked that members make a note of the Budget line item the member is requesting reimbursement from.

Board Member Reports

Northern District

Co-Representative Sara Anderson said that the Northern District report was distributed electronically. **(Enclosure 7)** There was nothing to add.

Northwest District

Co-Representative Carol Stephens said that the Northwest District report was distributed electronically. **(Enclosure 8)** There was nothing to add.

Southeast District

Representative Tammie Mullins-Rice said that the Southeast District report was distributed electronically. **(Enclosure 9)** She added that the branch is using Sign-Up Genius to register those who will be attending the district meeting.

Southwest District

Representative Anita Aymer said that the Southwest District report was distributed electronically. **(Enclosure 10)** She will check with the branches to see how many members will be attending the district meeting.

Communications

VP for Communications Patsy Quick said that the Communications Report was distributed electronically. **(Enclosure 11)** There was nothing to add.

AAUW Funds

AAUW Funds Chair Caroline Pickens said that the AAUW Funds Report was distributed electronically. **(Enclosure 12)** There was nothing to add.

Historian

Historian Kathy Batkin said that the Historian Report was distributed electronically. **(Enclosure 13)** She has been in touch with former Historian Neola Waller, but cannot pick up archived materials from her because her development has strict rules on outsiders.

College/University Report

College/University Chair Barbara Woodlee said that the College/University Report was distributed electronically. **(Enclosure 14)** There was nothing to add.

Public Policy

Co-VP for Public Policy Susan Burk said that the Public Policy Report was distributed electronically. **(Enclosure 15)** The two key areas of public policy priorities for the coming year are GOTV and Economic Security for Women and Families.

Co-VP Denise Murden spoke about the GOTV public policy priority and the important issue of voter access. They want to be sure that AAUW members are active in the community, sharing information about the new voting laws in Virginia and the redistricting referendum that will be on the November ballot. Voter guides will be developed.

Susan said that in advocating for Economic Security, they are reaching out to state legislators. They spoke with Delegate Sam Rasoul from Roanoke who suggested that they broaden their focus. They should join with diverse and like-minded groups and encourage AAUW members to contact their representatives concerning issues that pertain to economic security for women and families.

Cyndi Shanahan has met with State Senator Jennifer Boysko to discuss the minimum wage bill, which did not pass. Senator Boysko said not to expect any movement on that and recommended contacting more progressive representatives to see how it could be moved forward.

Sylvia said that members of her Harrisonburg AAUW Great Decisions group had questioned whether AAUW has ever taken a position on climate change. After some discussion, it was agreed that, although climate change is an important issue, it is one that is better dealt with by other organizations like the Sierra Club or the Chesapeake Bay Foundation. AAUW would certainly support it if it were part of a STEM activity for girls.

Caroline reminded members that the redistricting referendum will be on the ballot in November. It is important that branches be informed about redistricting and that the group formerly called OneVirginia2021 is now FairMapsVA.

Mini-Grants

Former Co-VP for Public Policy Sylvia Rogers revised the application guidelines for mini-grants. Susan Burk will send out mini-grant information when it is reviewed by the committee. It will also be posted on the website. The application deadline is October 1.

Membership

VP for Membership Cheryl Spohnholtz said that the Membership Report was distributed electronically. **(Enclosure 16)** She reported that renewals have been low. District Representatives were reminded to encourage branches to contact members who have not yet renewed.

Bylaws/Resolutions

Bylaws/Resolutions Chair Carol Dabbs said that the Bylaws/Resolutions Report was distributed electronically. **(Enclosure 17)** She added that the McLean Area bylaws are now on the website.

Program

VP for Program Nadine James said that the Program Report was distributed electronically. **(Enclosure 18)** She has been brought up to date on Program activities by former VP for Program Sandy Lawrence. She wants to contact program vice presidents from around the state and looks forward to attending their programs either in person or virtually.

Legacy Circle

Caroline reminded members that former Historian Neola Waller wanted all State Board members to be Legacy Circle members. Kristin Moyer is now the Legacy Circle representative for Virginia.

2021 State Conference

Leslie reported that because of the cancellation of the 2020 contract because of the pandemic, the contract with the Holiday Inn and Suites in Alexandria, VA was renegotiated without penalty. The conference will be held there March 12-14, 2021. The catering costs may increase to reflect 2021 prices.

Summer Leadership Meeting

Leslie reported that the contract with Sweet Briar was cancelled for this summer, but was redone for a meeting in July 2021.

There was a short discussion about the Summer Leadership Meeting that took place via Zoom over three days, March 25, 26, and 27. Each day was well attended. There was a discussion about whether future meetings should include Zoom for those members who are unable or choose not to travel to the physical location. Marsha is collecting reviews of the meeting. A full evaluation of the meeting will be presented at the November board meeting.

Leslie recessed the meeting at 4:25 PM.

Tuesday, March 28, 2020

Reconvene

Co-President Leslie Tourigny reconvened the meeting at 1:05 PM.

Recording Secretary Deborah Dodd took roll. A list of board members in attendance will be distributed via email. **(Enclosure 19)**

Summer Leadership Meeting Critique

Co-President Suzanne Rothwell reported that on Day 1 of the meeting there were 93 attendees, including speakers; on Day 2 there were 82 attendees, including speakers; and on Day 3 there were 100 attendees, including speakers.

Marsha Melkonian has helped scan the critiques. The comments are generally positive. A more detailed report will be presented at the November board meeting.

Caroline Pickens invited out-of-state attendees from the AAUW Governance Committee to participate. The AAUW of California State President and an AAUW of Florida Past President attended. There was a suggestion that future presentations be recorded. Permission from the presenters would need to be obtained prior to recording, but it is a good idea for the future. Susan Burk suggested that members and presenters should be made aware of any guests who are in attendance.

Cyndi Shanahan said that because this meeting was so successful, the board perhaps should consider doing future meetings as webinars to reach those members who are unable or choose not to travel. She also suggested that we consider the possibility of collaborating with other organizations and including them on the webinars. Carol Stephens suggested that even if we have a physical meeting that we offer Zoom in addition.

Caroline suggested that members be asked if they would have attended the meeting had it been held at Sweet Briar. Denise wanted to ask why members signed up for the days that they did. The evaluation form has already been sent but those questions could be asked separately.

Cheryl Spohnholtz added that some other organizations charge a nominal fee to participants in Zoom meetings. That may be a future consideration.

Diversity and Inclusion

Diversity and Inclusion Chair Cyndi Shanahan reviewed the Committee report that was distributed electronically. **(Enclosure 20)** She suggested that, considering recent events that have focused on the racial inequities that still exist in this country, the word "Equity" be added to the title of her committee to indicate AAUW of Virginia's commitment to promoting equity as well as diversity and inclusion. **Cyndi moved that the title of the appointed officer position of Diversity and Inclusion Chair be changed to Diversity, Equity, and Inclusion Chair.** The motion was seconded and unanimously approved. Denise Murden asked why this important position is not a VP position. Cyndi explained that she believes the change would require a vote of the membership at the

State level and require a bylaws change. A discussion of this change will be put on the agenda for the November meeting.

The Committee meets by phone to share ideas. Eight branches have no point of contact on the committee, however, four of those have participated on the calls. There is a great deal of energy around diversity and inclusion in the branches. Only four branches are not really participating. Activities are happening around the state such as movies and book groups. They listen and learn and then take action as Kim Churches recommended.

Cyndi suggested that state board members assess their own position on the board to see if there is more that they can do in their position to increase diversity, equity, and inclusion. Cyndi will be available to consult on this topic. She will create a Position Assessment template to be used for this audit. It will be sent to board members and is to be returned to her at least two weeks before the November meeting.

Board Liaisons

A preliminary list of AAUW of Virginia Board-to Branch Liaisons for 2020-2021 (**Enclosure 21**) and AAUW of Virginia Board Liaison Guidelines for 2020-2021 (**Enclosure 22**) were distributed electronically. New liaison assignments were made. Cheryl Spohnholtz and Susan Burk created a template to be used on the calls that board liaisons make to their branch contacts. (**Enclosure 23**) It includes the topics to be covered in the calls and should be used when submitting the report.

2020 and 2021 AAUW of Virginia Elections

Acting Voting and Elections Chair Sandy Lawrence said that the Voting and Elections Report was distributed electronically. (**Enclosure 24**) Because Sandy has been acting chair for the past two years it was necessary to make her appointment official. **Caroline moved to appoint Sandy Lawrence as Voting and Elections Chair.** The motion was seconded and unanimously approved.

Sandy reported that there was a good turnout of voters in the last AAUW State election. The number of returned emails was much lower than in the past. There was a needed change in the wording in the Board of Directors Handbook concerning elections to conform to the use of ElectionBuddy. Sandy conducts test elections prior to the actual election. Caroline, Mary Anne Graham, and Leslie are test volunteers.

Leslie pointed out that because the 2021 Annual Meeting will be held in March, which is earlier than usual and, according to bylaws, the nominations must be announced 30 days prior to the Annual Business Meeting, the deadline for submission of articles for the *Vision* will be moved to January 9.

Election of Nominating Committee Chair

Carol Stephens volunteered to lead the Nominating Committee. The nominations will be needed by January 1, 2021. **Cheryl Spohnholtz moved that Carol Stephens be the Nominating Committee Chair.** The motion was seconded and unanimously approved.

Named Honorees for AAUW of Virginia Donation

At the April board meeting Caroline reported that she had learned of a possible way to use the money contributed to AAUW by the State to have Names Honored. At the time it was proposed, it was suggested that it would honor one or more members in the state (excluding current state board members) who have done something extraordinary for the state. She prepared a report on this proposal and distributed it electronically to the board. **(Enclosure 25)** She asked if this was a plan the board wanted to pursue. There was a discussion about whether honorees should be limited to AAUW members. It was suggested that perhaps it could also be a legislator who was not running for office that year. It was agreed that honorees would be chosen by the board who would reach out to past board presidents and Lobby Corps members for nominees. Because this would be a new action, Kathy Batkin suggested that Caroline be given permission to try this as a pilot program for one year. It was agreed that Caroline will revise the proposal and send it to the board for comments. Susan requested that a status update be presented at the November meeting. At the January board meeting the board will approve the honorees. The honorees will receive their awards at the Annual Meeting in March and an evaluation of the process will be presented at the March board meeting.

AAUW of Virginia Capstone Student

Madison Roberts, who just received her Master of Public Policy degree at UVA, prepared her capstone research project on the gender-based wage gap in Virginia for AAUW of Virginia. The board wants to thank Madison for her excellent study. Carol Stephens suggested that the board give her a National membership in AAUW. Money is in the budget for that. Leslie and Suzanne said that they were considering giving Madison a membership in the AAUW Equity Network. After a discussion, it was decided that Sylvia Rogers, who was Madison's AAUW contact and liaison, will now send a "thank you" to Madison Roberts for her presentation with a copy sent to her UVA capstone project professor.

The board also decided that a press release about the presentations at the successful Summer Leadership Meeting should be created for branches to share with their local media outlets or newspapers. Patsy Quick agreed to prepare the press release and send it to board members, branch presidents, and communications chairs.

AAUW Virginia Calendar 2020-2021

Deborah Dodd sent a draft of the calendar to the board electronically. **(Enclosure 26)** It was determined that important dates for absentee voting by mail and in-person absentee voting should be added to the calendar. Denise and Susan will verify the dates and send them to Deborah. After she adds those dates to the calendar, she will send the revised version to the board and branch presidents so that they can share it with their branch members. The time that AAUW election voting ends on May 3 should show "voting ends at 11:45 PM." That correction will be made.

Five Star National Recognition Program

Leslie congratulated the board on its success in the Five Star National Recognition Program and extended special thanks to Suzanne who prepared the application from the State Board to the Program. Suzanne and Leslie received a note from National saying that the board had achieved three stars:(1) Communications and External Relations, (2) Public Policy and Research, and (3) Advancement. Suzanne thanked those board members who helped in the preparation of the application. Patsy Quick and Cheryl Spohnholtz helped with Communications, Susan and Sylvia with Public Policy, Cheryl with Membership Retention and Caroline with Fundraising. The individual branches helped, also. There have been some changes to the program requirements which may make it easier for us to achieve the additional stars. We still need to earn Governance and Sustainability and Programs stars. National has changed the program requirement from four programs to two programs. The programs do not have to be held in person. They can be virtual via Zoom.

Suzanne will coordinate with Cheryl to revise the branch liaison form to include any necessary questions for the Five Star National Recognition Program.

The 5 Star National Recognition Program has been extended through June 2021.

Fall Vision

Leslie will email a list of articles for the fall *Vision* to the board. **(Enclosure 27)** All submissions are due by September 15.

Review Action Items

Suzanne reviewed the Action Items. She will send them electronically to the board. **(Enclosure 28)**

Upcoming Meetings

- Board meeting—Nov 7-8 (Courtyard by Marriot, 6400 West Broad St, Richmond)
Of course, this might be changed to Zoom.
- Board meeting-Tuesday, January 12, 2021, 7:00pm (Zoom)
- Board Meeting-Friday, March 12, 2021, in Alexandria
- State Conference-March 12-14, 2021, Alexandria
- Summer Leadership Meeting-July 31, 2021, Sweet Briar
- Board meeting-July 30 and August 1, 2021, Sweet Briar

Adjourn

Leslie adjourned the meeting at 4:22 PM.

Deborah Dodd
Recording Secretary
AAUW of Virginia