



**BOARD OF DIRECTORS MEETING**  
**November 7 & 8, 2020**  
**Via ZOOM**

**Call to Order**

The meeting was called to order on Saturday, November 7, 2020, at 1:01 PM by Co-President Leslie Tourigny. The meeting was conducted via Zoom because of the continuing pandemic. Recording Secretary Deborah Dodd took roll. A list of board members in attendance will be distributed via email. **(Enclosure 1)**

**Co-Presidents' Report**

The Co-Presidents' Report was distributed via email. **(Enclosure 2)** Leslie reported that she and Co-President Suzanne Rothwell met via Zoom with representatives from the Holiday Inn Hotel and Suites Alexandria Old Town where the AAUW of Virginia Conference was scheduled to be held March 12-14, 2021. Because the coronavirus is still limiting large gatherings and the number of cases is continuing to increase, they were able to cancel the in-person conference with no penalty in accordance with the *force majeure* clause in the contract. There is a general intent on the part of AAUW to hold an in-person conference at their hotel within 3 years from the 2021 date we were to hold it, but there is no obligation.

Leslie said that she and Suzanne met via Zoom with Elizabeth Bennett-Parker, Vice Mayor of Alexandria, who is advocating for statewide legislation allowing for increased usage of electronic meetings by governmental bodies after the COVID-19 pandemic is over. One of the arguments she is advancing is that women are especially disadvantaged by current laws that limit electronic meetings. She asked that AAUW of Virginia consider supporting changes to state law by submitting a written statement to the Virginia Freedom of Information Advisory Council (FOIA Council). **Carol Stephens moved that Leslie and Suzanne submit a letter to the FOIA Council stating that AAUW of Virginia supports less restrictive laws in Virginia when it comes to electronic participation in meetings and electronic meetings for public bodies.** The motion was seconded and approved. Leslie and Suzanne will prepare and submit a letter to the FOIA Council. Leslie will send the website action link to the board so that they can get more information, weigh in on this, and/or let others, such as branches, know about it.

Caroline Pickens and Cheryl Spohnholtz volunteered for the reading committee for the minutes from this meeting.

**Secretary's Report**

The minutes of the July 24 and 28, 2020, Board of Directors meeting with the list of those in attendance were distributed electronically by Deborah. **(Enclosure 3)** Suzanne indicated that the section on page 2 detailing the ERA *amicus curiae* brief misidentified the court that would be hearing the case. An amendment was needed to change all

references to “Supreme Court.” to “U.S. District Court for the District of Columbia.” The minutes were approved as amended.

The minutes of the September 23, 2020, and the October 13, 2020, special board meetings with the lists of those in attendance were distributed electronically.

**(Enclosures 4 & 5)** Hearing no corrections or objections to either minutes, they were approved as submitted.

### **Finance Report**

VP for Finance Marsha Melkonian sent the Finance Report electronically. **(Enclosure 6)** The budget shows that the dues received are less than in the past, but that was expected. Money is being saved because we are not having in-person meetings. The budget included the printing charge for the *Vision* from Summer, 2020, and from Fall, 2020.

Marsha had received a question about whether a member who had paid her National, State, and Branch dues online early in February 2020, could have her membership extended to June 30, 2021. The consensus of the board was that her membership should be extended. Marsha will send an email to tell the branch that the membership may be extended. She will also advise branch financial officers that as they get new members, dues should not be submitted until March 16 so that the member does not have to pay dues again on July 1.

### **Summer Leadership Meeting Evaluation (SLM)**

Suzanne sent the July 25, 26, and 27, 2020, SLM Evaluation Report electronically. **(Enclosure 7)** The evaluation response rate was between 21% and 25% of each day’s attendees. Fifty-seven evaluations were received. Daily attendance was extremely good with between 75 and 93 attendees. All the presentations and presenters were well received.

Some recommendations that were received from board members and from the evaluations were the following:

- Record presentations with permission from the presenters
- Advise of any guests or non-Virginia members in attendance
- Consider holding future meetings via Zoom, as well as in-person
- Collaborate with other organizations to include a wider audience
- Consider providing closed captioning
- Charge a nominal fee for participation.

### **Nominating Committee Update**

Carol Stephens, chair of the Nominating Committee, sent the committee report electronically. **(Enclosure 8)** She reported that they have a full slate of officers for the 2021-2023 positions of VP for Finance, VP for Membership, and Recording Secretary. Marsha Melkonian is eligible and will continue as VP for Finance. Cheryl Spohnholtz is eligible and will continue as VP for Membership. Deborah Dodd has declined to serve

another 2 years as Recording Secretary. Sherry Warren of the Portsmouth Branch, who has served as Recording Secretary in the past, is willing to return to that position on the board. Nominations remain open until December 1.

### **Voting and Election Process for 2020 Report**

Voting and Elections Chair Sandy Lawrence sent the report electronically. **(Enclosure 9)** Voting will be done using ElectionBuddy, which has worked well in past years. The slate of officers will be on the ballot. They will be VP for Finance, VP for Membership, and Recording Secretary. Any bylaws change would need to be added to the ballot. Test elections will be conducted.

### **Mini-Grants**

Susan Burk sent the Mini-Grant Report electronically. **(Enclosure 10)** She reported that seven mini-grant applications were received and that all were approved but not at the total amounts requested. The \$1860 total that the committee approved was \$360 above the \$1500 available for mini-grants. [Note: The \$1600 total in the budget for mini-grants is from the \$1500 budgeted for 2020-2021 plus \$100 carried over from 2019-2020 that was approved for the Harrisonburg Branch to co-sponsor a JMU STEM conference that was canceled because of COVID-19. The STEM conference may be held in 2021-2022.] The committee requested that the board approve the additional \$360 to support the approved proposals.

The Virginia Beach Branch request, approved by the committee, was for \$120 to be used for Get Out the Vote (GOTV) yard signs. Tammie Mullins-Rice suggested that the GOTV mini-grant request be paid out of the GOTV budget line in the amount of \$191.46 instead of the mini-grant budget line. That decreased the additional amount of money needed to fund the mini-grants to \$240. **Tammie moved to approve the request of an additional \$240 for mini-grants, removing the GOTV yard sign mini-grant.** The motion was seconded and approved. **Carol Stephens then made a motion that the line item in the budget restricted for GOTV funding be given to Virginia Beach for their GOTV effort.** The motion was seconded and approved with one abstention and one opposed.

There was discussion about the criteria and instructions for applying for a mini-grant and questions about whether all these applications met that criteria. Leslie suggested that the board accept the decisions for this year and review the process for next year. It was decided that the branches who are awarded a mini-grant must submit an after-action report to the board about the success of their mini-grant activity that could be included in the *Vision*.

### **Board Liaison Reports – Fall 2020**

The liaison reports were sent electronically to all board members. **(Enclosure 11)** Leslie compiled the assessments for the AAUW of Virginia Branches and sent the list electronically. **(Enclosure 12)** Each board liaison gave a summary of the stability of the branch or branches that they contacted. There are fourteen branches that were judged

to be doing well (Green), four on the borderline between green and yellow, four that have issues, but are functioning (Yellow), and two that are struggling and need help (Red). They have all been impacted by the coronavirus.

Leslie recessed the meeting at 5:38 PM

## **Reconvene**

**Sunday, November 8, 2020**

Co-President Suzanne Rothwell reconvened the meeting at 1:03 PM.

Recording Secretary Deborah Dodd took roll. A list of board members in attendance will be distributed via email. **(Enclosure 13)**

### **Five-Star National Recognition Program**

Suzanne Rothwell distributed the Five-Star Recognition Program – Strategic Plan and Succession Plan **(Enclosure 14)**, the AAUW of Virginia Board of Directors Strategic Plan **(Enclosure 15)**, and the AAUW of Virginia Board of Directors Succession Plan **(Enclosure 16)** electronically.

The State Board of Virginia has been awarded three stars and is working on earning the final two. We are working toward the Program Star and the Governance and Sustainability Star. The state has seven branches that have earned stars. Fairfax City has one, Springfield-Annandale has two, Alexandria and Vienna Area have four, and Virginia Beach, Reston-Herndon, and Woodbridge have five. The Woodbridge Branch was featured in *Membership Matters*.

### **AAUW of Virginia Strategic Plan**

To apply for the Governance and Sustainability Star, the AAUW of Virginia Board of Directors is required to align our strategic plan with AAUW National's strategic plan and initiate a succession plan for the state board. [Note: On page 2, in Goal 5 of the Strategic Plan, the addition of "college/university member representatives," should follow "and collaborate with Virginia AAUW branches,."] Our strategic plan goes beyond AAUW National's requirement by aligning our plan with their gender policy agenda as well as their strategic plan. The state board will need to approve the plan. It will then be submitted to AAUW National and if it is accepted it will be posted on our website. Caroline Pickens made a motion to accept the Strategic Plan and Goals as amended and presented by Suzanne Rothwell. The motion was seconded and approved.

### **AAUW of Virginia Succession Plan**

Suzanne's aim was to create a document that indicates how the state board is helping with succession and creating a diverse and talented board. She incorporated several requirements that are from the bylaws, but also many of the model procedures recommended by AAUW National. [Note: In Section 1, delete Line i. "Hold elections between April 1 and June 15." and in Section 1, Line f. amend the sentence to remove "by March 1<sup>st</sup>".] Caroline Pickens made a motion to approve the Succession Plan with

the amendment to 1.f. and the deletion of 1.i. as presented by Suzanne Rothwell. The motion was seconded and approved.

## **BOARD MEMBER REPORTS**

### **Membership**

VP for Membership Cheryl Spohnholtz distributed the Membership Report electronically. **(Enclosure 17)** She will investigate why new members are not renewing for the second year and how we might retain them. It was suggested that in the future the Membership Report chart should show the number of “new members” and “renewals” separately.

### **Communications**

VP for Communications Patsy Quick distributed the Communications Report electronically. **(Enclosure 18)** There was nothing to add.

### **Bylaws/Resolutions**

Bylaws/Resolutions Chair Carol Dabbs distributed the Bylaws/Resolutions Report electronically. **(Enclosure 19)** Suzanne distributed the Proposed Non-Substantive, Editorial Revisions to the Bylaws of the AAUW of Virginia electronically. **(Enclosure 20)** Carol reported that in July, with the approval of the board, the title of the appointed officer position of Diversity and Inclusion Chair was changed to Diversity, Equity, and Inclusion (DE&I) Chair. Approval of the board for an amendment to the AAUW of Virginia Bylaws to establish the elected position of VP for DE&I is needed. The new elected position would be established after the membership vote in 2021 and the election of a member to the new position would take place in 2022. To keep the number of elected members balanced, the first VP for DE&I would be elected for a one-year term in 2022 and then beginning in 2023 would be elected for a two-year term. **Carol Dabbs moved that the Board of Directors recommend that the AAUW of Virginia membership approve an amendment to Article XI of the AAUW of Virginia Bylaws to establish a Vice President for Diversity, Equity, and Inclusion in place of a Chair for Diversity, Equity, and Inclusion.** The motion was seconded and approved unanimously. This amendment will be added to the ballot and voted on by the membership in the 2021 election.

Suzanne discussed the proposal to adopt extensive editorial amendments to the Bylaws of the AAUW of Virginia. Suzanne explained that numbers of clarifications were needed due to two major mandatory amendments to the bylaws required by AAUW in 2015 and 2016. In addition, revisions were needed to address holding meetings virtually. The current changes are restatements. The substantive meaning of the bylaws is not being changed and need only the approval of the board. This does not affect the branch bylaws in any way. **Susan Burk made a motion that we approve all the proposed editorial revisions to the bylaws that have been presented to the board.** The motion was seconded and approved.

### **AAUW Funds**

AAUW Funds Chair Caroline Pickens distributed the AAUW Funds Report electronically. **(Enclosure 21)** Donations made by branches and members to AAUW National make up 55% of their income. The 10/31/20 report showed \$39,583.04 in donations by Virginia branches and members. In comparison, at the end of 2019, donations to AAUW National totaled approximately \$85,000. Donations have been much lower this year because the pandemic has caused the cancellation of many branch fundraisers, which makes individual contributions most important. Members will be reminded to donate before the end of the year.

Caroline reminded everyone that Legacy Circle requirements can be met without changing your will – simply make AAUW the beneficiary on one of your financial accounts.

### **State Named Honorees**

Caroline distributed the State Named Honorees Committee report electronically. **(Enclosure 22)** She reported that the committee has received seven nominations. The state board can honor up to four members, one for every \$500 donated to AAUW by the board. The committee will meet on November 18 to consider the nominations. The names of the recommended honorees will be presented to the board at the January meeting for their final approval.

### **College/University Report**

College/University Chair Barbara Woodlee distributed the College/University (C/U) Report electronically. **(Enclosure 23)** The C/U article in the *Vision* generated some interest. She has been contacted by two branches who do not list C/U reps but have members on their boards who are assigned to student organizations on two campuses. She will communicate with branch presidents to take an inventory what is being done by the branches. She has had requests from branches for publications with more promotional information about the scholarships, programs, etc. available through AAUW that they can share with their partners. The C/U partner list will be updated. Some partners are not listed. We should be promoting AAUW online offerings.

### **Historian**

Historian Kathy Batkin distributed the Historian Report electronically. **(Enclosure 24)** There are approximately nine copies of the history of AAUW still available.

### **Public Policy**

Co-VP for Public Policy Susan Burk distributed the Public Policy Report electronically. **(Enclosure 25)** Co-VP for Public Policy Denise Murden said that there was much engagement with members across the state in Get Out the Vote and the FairMapsVA endorsement. The University of Virginia Batten School of Public Policy student Catalina Perez Parra is the new Capstone Student. She is researching the impact of the

coronavirus on working women. In the 2016 election, Virginia was rated 49<sup>th</sup> in voter access. In this election, Virginia had moved up to 12<sup>th</sup>. Denise recommended that AAUW send formal thank you notes to Virginia state election officials to acknowledge their good work.

Susan reported that a letter from AAUW of Virginia was sent to Governor Northam urging him to support prepaid postage for absentee ballots. A reply was received indicating that it was being considered and money was put in the budget for it. Lobby Day will be virtual this year. A plan is being worked out so that we can engage with our elected officials through postcards, phone calls, and emails. The major public policy priority for the coming year will be economic security for women and families including equal pay and paid sick leave. Caroline reminded the board that we should stay involved in the enabling legislation around the passage of Amendment 1. Carol Stephens asked if we had received an invitation to the League of Women Voters Pre-session on December 2nd. Susan will follow up to get more information.

### **Diversity, Equity, and Inclusion (DE&I)**

DE&I Chair Cyndi Shanahan distributed electronically the DE&I report (**Enclosure 26**), the 2020/2021 DE&I Branch Plans (**Enclosure 27**), the AAUW-DE&I State Officer Meeting Notes (**Enclosure 28**), and the AAUW of Virginia Board of Directors DE&I Self-Assessment (**Enclosure 29**). Cyndi worked with AAUW National to coordinate a national call for state DE&I representatives to discuss what is happening nationally and at AAUW National. Only 17 states have DE&I on the state level. AAUW National will have a DE&I toolkit available before the end of the year. The Strategic Plan that contains two DE&I goals has been approved by the board. Her evaluation of the DE&I Self-Assessment questionnaires suggested that she needs to write an article for the *Vision* telling members what the board has been doing in DE&I. We should strive to get the branches to reflect the DE&I goals. She is looking for other organizations to collaborate with on programs.

### **Northern District**

The Northern District report was distributed electronically. (**Enclosure 30**) Co-Representative Sandy Lawrence said that 79 members attended the Northern District Meeting.

### **Northwest District**

The Northwest District report was distributed electronically. (**Enclosure 31**) Co-Representative Sylvia Rogers said that there was nothing to add.

### **Southeast District**

The Southeast District report was distributed electronically. (**Enclosure 32**) Representative Tammie Mullins-Rice said that there was nothing to add.

**Southwest District** The Southwest District report was distributed electronically. (**Enclosure 33**) Representative Anita Aymer said that there was nothing to add.

### **Directors and Officers (D&O) Insurance**

The Directors and Officers Insurance Report was distributed electronically. **(Enclosure 34)** At the July 24 board meeting a question was asked about whether the board should purchase D&O insurance. There was a discussion about the benefits of such a policy and some board members thought it was a good idea. **Carol Stephens made a motion that the board purchase a D&O policy.** The motion was seconded, but before a vote was taken the motion was tabled because some board members did not think that the board had enough information to vote on the purchase of the insurance. **Caroline made a motion to table the motion on D&O insurance until the fall board meeting.** The motion was seconded and approved. It was agreed that Suzanne, Carol Dabbs, and Tammie would get more information about the insurance and report their findings and conclusion to the board at the November meeting. Suzanne said, as reflected in the Report, that they examined the potential for liability for the board. The board has liability immunity through state and federal laws. Volunteers have federal protection even for unintentional negligence. They concluded that the major risk to the board is related to the handling of state finances. The annual premium for the D&O insurance is \$337. It covers \$5000 per event with a \$1000 deductible for wrongful acts. After considering all the information, Suzanne stated that the Report generally concluded that the risk to the board is minimal due to extensive oversight procedures of state finances and, therefore, the board does not need to purchase D&O insurance. There was a discussion by the Board about the advisability of purchasing the insurance to cover unforeseen claims. Board members focused whether there were other kinds of special risk to the Board, including publication of advocacy statements that a member or third-party could view as slander or if the board was the target of a frivolous lawsuit. **Cyndi Shanahan made a motion to remove the tabled motion from the July 24, 2020 meeting.** The motion was seconded and approved. The board then discussed the motion. A voice vote was taken. There were 8 votes for purchasing the policy and 8 votes against purchasing the policy. A vote resulting in a tie fails; therefore, the board will not purchase a D&O insurance policy, but it can be considered again in the future.

Carol Stephens, at that time, announced that she would resign from the board because she did not feel that she could serve on a board that was not protected by D&O insurance. She will send a formal letter of resignation to the board.

### **2021 State Conference/Program**

VP for Program Nadine James distributed the Program Report electronically.

**(Enclosure 35)** The initial plan was that the AAUW of Virginia Conference would be a virtual conference held via Zoom on March 12 –14, 2021. Nadine had been coordinating with Leslie and Suzanne on the planning. The initial plan presented to the board was to start at 3 PM on Friday with the Woman of Achievement Award presentation and a social event in the evening. The Annual Meeting and a series of programs would be scheduled for all day on Saturday, and on Sunday there would be additional programs.



Some board members questioned whether there were too many virtual activities each day over the three days.

A program book covering one year will be available electronically. Ads will be sold for insertion in the program. It will include one-year reports.

The proposed theme is ***Women Make the Difference!*** with a logo designed by Patsy. **Tammie moved that we accept the theme and logo as presented.** The motion was seconded and approved.

Tammie will serve as treasurer, Mary Anne Graham will compile the program book, and Patsy will deal with communications.

### **Winter/Spring Vision**

Leslie distributed a list of articles for the Winter/Spring *Vision* electronically. **(Enclosure 36)** All submissions are due by January 9, 2021.

### **Review Action Items**

Suzanne will send a list of the Action Items electronically. **(Enclosure 37)**

### **Upcoming Meetings**

- January 12, 2021                      Winter virtual board meeting    7:00 PM
- March 13–15, 2021                AAUW of VA virtual Conference and Annual Meeting  
[NOTE: subsequent to the board meeting the conference dates were changed to these dates]
- March 20, 2021                      Spring virtual board meeting
- July 30 & August 1, 2021        Summer board meeting at Sweet Briar College

Leslie adjourned the meeting at 5:13 PM.

Deborah Dodd  
Recording Secretary  
AAUW of Virginia