**AAUW OF VIRGINIA Board of Directors Meeting**

**Friday, March 25, 2022**

The meeting was held at the Hotel Madison/Shenandoah Valley Conference Center in Harrisonburg, Virginia.

**Call To Order/Welcome**

The meeting was called to order at 1:01 p.m. by Co-President Suzanne Rothwell.

**Roll Call/Introductions**

Recording Secretary Sherry Warren took roll. A list of board and non-board members in attendance is attached **(Enclosure 1).**

**Secretary’s Report**

The minutes of the January 11, 2022, Board of Directors’ meeting were distributed electronically by Warren **(Enclosure 2);** the minutes were approved as distributed.

The minutes of the January 26, 2022, special Board of Directors meeting were distributed electronically by Warren **(Enclosure 3);** the minutes were approved as distributed.

**Co-Presidents’ Report**

Co-Presidents Rothwell and Leslie Tourigny distributed a report electronically prior to the meeting **(Enclosure 4).** Cheryl Spohnholtz, Vice President for Membership, and Cyndi Shanahan, Diversity, Equity and Inclusion Chair, were appointed as the Reading Committee for the March, 2022 minutes. Tourigny expanded on one item in the report regarding supporting a bill in the General Assembly that would permit electronic meetings in certain non-emergency situations. The Co-Presidents contacted the Virginia Freedom of Information Advisory Council and two Senators requesting support of the bill; the bill passed the House and Senate.

**2022 State Conference Part 1**

Darlene Baugh, Conference Treasurer, announced that ninety-two people registered for the conference and $2,018 was received in registration fees. Advertising in the program book brought in over $1,600. There is a current balance in the conference bank account of $6,527.99, prior to paying expenses.

Nadine James, Vice President for Program, and Sylvia Rogers, Conference Chair, thanked board members for their support during the conference planning process and provided a short overview of the conference.

**Branch liaison reports**

Liaison Reports were distributed by board members electronically prior to the meeting **(Enclosure 5),** and Vice President for Membership Cheryl Spohnholtz distributed a summary of Liaison Reports **(Enclosure 6)**. Suffolk Branch has struggled with filling leadership positions, maintaining membership numbers, and fundraising. Spohnholtz, in conjunction with Suffolk Branch President Denise Murden and Board Liaison Tammie Mullins-Rice, polled Suffolk branch members regarding the future of their branch. The branch members are interested in merging with the Portsmouth Branch; Murden will pursue the process for merging branches with support from Spohnholtz and Mullins-Rice.

**Mini-Grant Program**

Co-Vice Presidents for Public Policy Susan Burk and Denise Murden distributed a report electronically prior to the meeting **(Enclosure 7)**. Murden has designed a tool for evaluating the effectiveness of projects funded by the mini-grants.

**MOTION 1: “**to approve $2000 for the 2022-23 mini-grant program”; the motion carried.

**Board member reports**

**Finance**

Vice President for Finance Marsha Melkonian distributed a report electronically prior to the meeting, including the FY 2022 Budget Report and an Itemized Finance Report for the fiscal year **(Enclosure 8)**. Board members are to send budget proposals for the FY2023 budget to Melkonian by June 1, 2022. Rothwell discussed that the state donation to NCCWSL must be made as soon as possible and that the budget for $2,000 would cover 12 student scholarships.

**Membership**

Spohnholtz distributed a report electronically prior to the meeting **(Enclosure 9)**. A highlight was that Smith Mountain Branch had 17 new members.

Spohnholtz moved:

**MOTION 2:** “that we add $50 to my membership budget for retention incentives”; the motion carried. The membership budget line was increased to $500. $50 will be sent to each branch with 100% membership retention in 2021-22.

**Communications**

Vice President for Communications Patsy Quick distributed a report electronically prior to the meeting **(Enclosure 10).** She advised that she anticipated soon posting speaker videos and PowerPoint presentations from the Conference to the state website.

**Diversity, Equity and Inclusion**

Shanahan distributed a report electronically prior to the meeting **(Enclosure 11).**

**District Reps**

Reports were distributed electronically by the District Representatives (Anita Aymer, Southwest District; Sara Anderson and Sandy Lawrence, Northern District; Tammie Mullins-Rice, Southeast District; and Sylvia Rogers, Northwest District) prior to the meeting **(Enclosure 12)**.

**Public Policy**

Burk and Murden distributed a report electronically prior to the meeting **(Enclosure 13)**. There will be a Public Policy Zoom meeting on March 30, 2022. Murden will pursue a possible relationship with the Virginia Chamber of Commerce, since some of the priorities of the businesses in that organization are aligned with AAUW public policy priorities.

**Bylaws & Resolutions**

Bylaws and Resolutions Chair Carol Dabbs distributed a report electronically prior to the meeting **(Enclosure 14)**. Dabbs recommended changes in the Board of Directors Handbook, including:

* to amend the job description of the Finance Officer (Vice President for Finance), codifying current good practices.
* to add the most recent Guidelines for Branch Liaisons, and
* to make editorial changes reflecting these changes and other non-substantive changes.

Caroline Pickens expressed concern about the role of the Vice President for Finance as described in section A.2 (“make disbursements in accordance with the approved budget, or as directed by the board of directors or the Executive Committee”), since the bylaws provide for the board to make changes in the budget, not the Executive Committee. Dabbs proposed changing section A.2 by inserting "in case of urgency" after “or” (changing it to “make disbursements in accordance with the approved budget, or **in case of urgency** as directed by the board of directors or the Executive Committee”).

An additional change to the Vice President for Finance duties was proposed, reflecting current good practices: change item A.7.b., which reads: “identify each deposit by: 1) noting the budget designation in the checkbook stub area corresponding to the deposit, 2) keeping duplicate deposit slips to say “identify each deposit by noting the budget designation.”

**MOTION 3:** “That we adopt the changes in the Finance Officer job description as presented, with edits in items A2 and A7b”; the motion carried.

Following discussion of the proposed section regarding Board Liaisons, Dabbs moved:

**MOTION 4:** to insert the current Guidelines for Liaison Officers into the Board of Directors Handbook as proposed immediately following the Policy on Website and Online Communications, with 2 edits:

----in the last sentence of the paragraph on Liaison Assessment Considerations and Report Template, delete "Please do not send" and instead insert at the end "should not be sent to branches."

----delete all text beginning with "*ASSESSMENT CONSIDERATIONS."* The motion carried.

**AAUW Funds**

AAUW Funds Chair Caroline Pickens distributed a report electronically prior to the meeting **(Enclosure 15)**. Pickens reminded the board that AAUW Funds contributions from Virginia branches have decreased over each of the past two years. On June 23, 2022, AAUW will hold a virtual celebration of the 50th anniversary of Title IX. Part of the recognition of this milestone will be an AAUW “$50 for 50 years” fundraising campaign.

Pickens also distributed proposed changes to the guidelines for selection of State Named Honorees

**(Enclosure 16)**, including limiting the term of committee members to one year, and delineating specific criteria for selecting a branch as a Named Honoree. Pickens moved:

**MOTION 5:** “On behalf of the State Named Honorees Committee, I move to approve the revisions to the State Named Honorees Committee Policy as presented.” The motion carried.

**Historian**

Historian Kathy Batkin distributed a report electronically prior to the meeting **(Enclosure 17)**.

**College/University** (C/U)

C/U Chair Barbara Woodlee distributed a report electronically prior to the meeting **(Enclosure 18)**.

Woodlee has requested an updated list of institutions and contacts for each from AAUW National.

**Program**

James distributed a report electronically prior to the meeting **(Enclosure 19)**. Branch representatives, meeting virtually in February, indicated a desire to share ideas and coordinate programs with other branches.

**Voting and Elections Process**

Sandy Lawrence, Voting and Elections Committee Chair, distributed a report electronically prior to the meeting **(Enclosure 20)**.

**Summer Vision**

Tourigny distributed a report electronically prior to the meeting indicating Vision articles planned for the upcoming issue and the entities responsible for each **(Enclosure 21)**. The deadline for submission of articles is May 15.

**Board Meetings**

Tourigny reminded board members of the July 30-31, 2022, board meeting in Culpepper. Hotel details were provided **(Enclosure 22)**.

**Board Member Recognitions**

Rothwell and Tourigny recognized board members whose terms were expiring, including Caroline Pickens, Patsy Quick, Sandy Lawrence, Sylvia Rogers, Cyndi Shanahan, Susan Burk, Sara Anderson, and Carol Dabbs.

The meeting was adjourned at 5:30 p.m. by Co-Presidents Rothwell and Tourigny.

**ENCLOSURE 1- Board members in attendance at AAUW-VA board meeting, March 25, 2022**

Sara Anderson, Northern District Co-Representative

Anita Aymer, Southwest District Representative

Kathy Batkin, Historian

Susan Burk, Co-Vice President for Public Policy

Carol Dabbs, Bylaws/Resolutions Chair

Nadine James, Vice President for Program

Sandy Lawrence, Northern District Co-Representative

Marsha Melkonian, Vice President for Finance

Tammie Mullins-Rice, Southeast District Representative

Denise Murden, Co-Vice President for Public Policy

Caroline Pickens, AAUW Funds Chair

Patsy Quick, Vice President for Communications

Sylvia Rogers, Northwest District Representative

Suzanne Rothwell, Co-President

Cyndi Shanahan, Diversity, Equity and Inclusion Chair

Cheryl Spohnholtz, Vice President for Membership

Leslie Tourigny, Co-President

Sherry Warren, Recording Secretary

Barbara Woodlee, College/University Chair

**Non-Board members attending**

Darlene Baugh, AAUW-VA Conference Treasurer

Mary Anne Graham, Virginia *Vision* Copy Editor

Janine Greenwood, Candidate for Co-VP for Public Policy

Sarita McCoy Gregory, Incoming Administrator

Dianne Mero, Candidate for VP for Communications