

Board of Governors meetings
September 14, 2022
5 pm – 7 pm
Dual Modality meeting

1. CALL TO ORDER AND WELCOME

Prior to establishing a quorum there were comments about members who have been absent many times. Debby explained that members must give notice if they will be absent, and are allowed to miss a third of the meetings. Question raised about how attendance is recorded, Debby answered that it is her job and assured governors that she will follow up and address frequent absences.

A quorum was established at 5:44 pm

President Debby Dittman called the meeting to order at 5:44 pm. There were 11 in present in-person or via telephone, with 7 absent.

Those in attendance were:

President: Debby Dittman

Board Members: Cherlene Wright, Kathy Roskos, Kieran Turan, Karilee Wirthlin, Catherine Ladnier, Ariadne Wolf, Alice Hewitt, Linda Goodrich, Mitra Lohrasb. Angela DeMoss, Melissa Berkay joined at 6:22 pm.

Absent: Pam Roper (excused), Christina Hannan (excused), Debra Connick (excused), Rachel Cefalu, Judy Jones,

Guests: Interim Executive Director Pam Herman, Lila Goehring (AAMC staff, notetaker)

2. Approval of Minutes

Motion to pass minutes from 5/11. Governor Wright suggested skipping the approval of meeting minutes, as the meeting was behind schedule.

3. Approve Agenda

The agenda was modified due to the delay in the start of the meeting to address the most pressing items.

4. The President's report

In the Board packet

5. Interim ED's report

In the Board packet

6. Financial report

Due to Governor Hannan's absence, the financial update was not provided.

7. Presentation from Karilee regarding the AAMC's future.

- This chart was sent out before the meeting. This document outlines the AAMC's three options for future operations: to join completely with NU, to create a hybrid option of independence but working with NU or staying independent with no formal relationship with NU. Karilee feels it ultimately comes down to what is the AAMC relationship with NU, and that the members need to weigh in on.
- Governors are asked to comment on the Google document and make suggestions by Sunday, September 18, 2022. Once it is finalized by the Governors, Karilee will put the document on a webpage to receive guided feedback from the general membership. Hard copy letter, email, and social media will also communicate this to the membership. Presentation included a detailed timeline for feedback, mailing, etc. The goal is to have information back from the members by November 4, and then she is proposing a formal vote by the membership. The timeframe for that vote has not been determined, she provided a range of December – January.
- Important to emphasize that these are all suggestions and general options, and not absolutes or or decided. That is what the comment period is for: to gather additional input to refine the Options.
- Noted that we should aim to be as transparent as possible, with as much feedback opportunity as possible. It is important that the governors pay close attention to the words used, and try to use words that we feel have permanency.
- Governor Wirthlin raised the question of what are the legal parameters of who is a voting member and this needs more discussion, possibly with an attorney . Needs more discussion/looking at bylaws, possibly by an attorney This will certainly impact the bylaws when they are rewritten, but – as the options stand – we're suggesting that any new members to the organization do so via an application process and paying dues. Need to be sure this is generally OK before putting it before the membership for comment.
- General feeling that having the membership vote on this is important to maintain trust/future direction, even if it is not required to get a vote from the membership for the BOG to change the mission statement. It was said that it is important given where we are at this moment in history.

8. Bylaws Working Group report

- Document was sent out ahead of the meeting. Governor Hewitt gave options of law firms that have been researched and interviewed to review questions regarding the entire bylaw revision or just the questions regarding the nominating committee.
- Pam, Debby, and Rachel Meny met yesterday to discuss this. Pam reported that Mill Law Center was suggested by an alum and Mill Law Center specializes in nonprofit law. They quoted a flat rate to draft the bylaws of \$3500, with additional costs for meetings and revisions and/or review of procedures. Defino/Madden is likely to be more expensive, in the \$10k+ range.
- Pam reported that Rachel suggested asking law firms for their legal viewpoint on possible risk to the AAMC in looking backwards on the nominating committee's actions versus the benefit to the AAMC. There were some discussions on this topic.

- Next step is to have a second round of discussion with two firms regarding the mentioned risk as well as the prioritization of the nominating committee items and the timeline for completion, as we need to give the proper notice to the membership for a vote on bylaws changes.
- Question raised by Governor Roskos: Would BOG allow the Bylaws Working Group select a firm? One governor answered no, but would expect a recommendation for the BOG to vote on.
- Concern raised by Governor Wright regarding the risk assessment mentioned. Pam remarked that the Board would have to decide this once the information is gathered, and Governor Wright said that being transparent about our mistakes would be in the spirit of the BOG's values and what the AAMC stands for.
- Governor Wright noted the importance of including a law firm with experience in California Corporate Law
- Governor Roskos noted that it has been suggested that the AAMC's mission be finalized before the bylaws are changed or rewritten.
- Once the Bylaws Working Group makes a selection of which law firm to recommend, this will be emailed to the Board.

9. Board Responsibilities

President Dittman called attention to page 14 of minutes from orientation, in which there was concern about the wording of "working with NU". Governor Roper made changes, and there was a motion to approve them by Governor Roskos, seconded by Governor Turan. 12 in favor, 1 opposed. Motion passed.

10. ASR Subcommittee Proposal

- Governor Wolf proposed an ASR subcommittee focused on supporting students struggling with housing, food insecurity, etc. Unsure how many resources NU will provide, or if they will continue programs like the food pantry.
- Question by President Dittman: how will we connect with students to learn about their needs? We may need to learn more about NU resources before we move forward.
- Recommended by Governor Lohrasb that the new ASR chair will be liaison between the college and proposed subcommittee. Governor Wolf agreed.
- Interim ED Herman and President Dittman regularly meet with Nikole Adams of OIA, who has said that she wants to regularly meet with ASR and other committees.
- Governor DeMoss commented on specific issues that could arise based on issues faced by the Alums Helping Students group last year.

11. Committee Chairs

Governor Wright made a motion Angela DeMoss and Julia Almanzan as Branch Committee chair/co-chair. Seconded by Governor Wirthlin.

Yay: Melissa Berkay, Angela DeMoss, Alice Hewitt, Karilee Wirthlin, Kieran Turan, Cherlene Wright, Mitra Lohrasb (7)

Nay: Kathy Roskos, Debby Dittman (2)

Motion passes.

President Dittman nominated Miki Hong for ASR chair and Governor Wright nominated Joyce Yee as ASR chair. The governors will vote on a candidate and a simple majority would declare the chair of ASR. The roll call vote was taken, and Joyce Yee received 7 votes and Miki Hong received 4 votes. Joyce Yee was selected as ASR chair.

Mitra left the meeting, there was no longer a quorum. The remainder of the meeting was discussion and information only.

12. Reunion

President Dittman asked for volunteers for the merchandise table. Lila will send an email to all Governors asking for more help. Governor DeMoss suggested different committees have tables with information and contact information, like a college fair. Alumnae can learn more about committees they may want to join. Suggested that contact info/QR codes be posted at the sign-in table. Lila, Angela, and Kathy will work on this. Angela suggested publicizing the campout organized by East Bay Branch during Reunion. May go on the website, Facebook, or in an email sent by our own mailing list.

13. Documents/records

Kathy provided a brief report on the other work of the governance committee and that they are in receipt of three drafted documents; records retention, conflict of interest and whistleblower that will be reviewed and provided to the board for adoption.

President Dittman adjourned the meeting at 7:35

Action Items

<u>Item</u>	<u>Responsible party</u>	<u>Deadline</u>
3 sets of board minutes need a vote	Pam H./Debby	October BOG mtg
Response to Mission/purpose chart	BOG	9/18@5 pm
Review of 3 governance docs	Governance Committee	October BOG
Financial report	Pam H./Christina	October BOG
Revision to board responsibility doc	Pam H.	Immediate
2 nd interview with Delfino/Madden & Mill	Pam/ Bylaw WG	Immediate
Law Center		
Create QR codes w/committee information	Lila/Kathy	Before reunion