

Board of Governors Minutes
October 12, 2022
5:30 pm – 7:30 pm
Via Zoom

1. Call to Order

A quorum was established, and President Dittman called the meeting to order at 5:37 pm.

Present: Cherlene Wright, Karilee Wirthlin, Ariadne Wolf, Pamela Roper, Kathy Roskos, Angela DeMoss, Christina Hannan, Melissa Berkay, Catherine Ladnier (by phone), Judy Jones (by phone) Linda Goodrich, Kieran Turan, Interim ED Pam Herman, AAMC staff Lila Goehring, President Debby Dittman

Members absent: Rachel Cefalu Mitra Lohrasb, Debra Connick, Alice Hewitt

2. Approve Agenda

Governor Wright mentioned an email sent by Pam H. that a member would like to attend this board meeting. She later learned that the request came from Julia Almanzan and suggested that the BOG could waive the 14 day notice protocol that guests give notice, as Julia is a co-chair of a committee. Governor Hannan noted that Governor DeMoss is a co-chair as well, so that should not be the argument. Pam H. noted that there were multiple objections to the request via email. Governor DeMoss noted that this raises the larger question around the policy of who can speak at BOG meetings. Governor Goodrich suggested including an open forum at each meeting with guidelines for speakers. There was a majority in agreement of this, and the agenda was approved.

3. Approval BOG Minutes

- a. 5/11/22 Yes- Majority approved.
- b. 8/10/22 Yes- Majority approved.
- c. 9/14/2022 Governor Wright noted that a conversation around a law firm focused on nonprofit vs corporate compliance was missing. Verbiage was added. With corrections, a majority approved the minutes.
- d. Verbiage added under section 8 of the 9/14 minutes, bulleted item #4 were amended to read "Next step is to have a second round of discussion with two firms including their corporate compliance credentials and experience."

4. President's report

President Dittman gave her report and announced that she will hold office hours for all alumnae on Mondays, either from 4-6 or 5-7 pm beginning in November. She plans to announce this on social media and via email. It was also noted that Governor Wirthlin will update the committee chair list online.

5. Interim Executive Director Report

Interim ED Pam Herman gave her report, and noted that she would like a personnel committee for the transition after she leaves. Governor Roper will chair the committee with volunteers Christina Hannan and Cherlene Wright. She further commented on the exciting Board Chair's Academy that she, Debby Dittman, Catherine Ladnier, Kieran Turan, Angela DeMoss, Mitra Lohrasb are attending and was appreciative of the great learning opportunity.

6. Financial Report

Governor Hannan mentioned the work to look for a CPA firm to take care of 990s and other work. The 990s will begin to be reviewed, as a CPA firm has been hired for \$700.

7. Motion: To approve hiring Mill Law Center

The motion was made by Governor Roskos and seconded by Governor Hannan. Governor Wright raised a question of why Mill Law Center was chosen over the other choice. Pam Herman answered

that this firm was more clear about the nominating committee process, could work more quickly, was lower in cost, and had both nonprofit and corporate experience. Governor Wright expressed concern that the bylaws need great attention, and that this firm primarily focuses on nonprofit compliance, as the current bylaws were written by nonprofit attorneys. Governor Hannan and Governor Goodrich noted that we need to be clear on our directions to the attorneys we hire. Governor Wright expressed concern over the timing of this process of rewriting bylaws since the direction of the organization is not clear. Governor Roskos noted that no matter the direction, the AAMC will be membership-focused, and that details can be filled in later.

President Dittman introduced the motion to retain Karl Mill with Mill Law Center.

In favor: Catherine Ladnier, Pam Roper, Kathy Roskos, Kieran Turan, Angela DeMoss, Cherlene Wright, Christina Hannan, Ariadne Wolf. The motion passed.

8. Adoption of policies

Kathy Roskos put forth a motion to adopt these two policies included in the Board Packet: the Records Retention and Whistleblower Policy. Christina Hannan seconded. Pam Roper suggested changing the word “employee” in the policy to be inclusive of governors. In favor: Ariadne Wolf, Kathy Roskos, Pam Roper, Kieran Turan, Catherine Ladnier, Angela DeMoss, Cherlene Wright, Christina Hannan, Karilee Wirthlin, Melissa Berkay

Abstain: Judy Jones

The motion passed. Governors will be sent a copy and asked to sign via email the whistleblower policy, a common procedure in 501 (c) 3 and business organizations.

9. Suggested policy on recognizing BOG and former BOG loss of loved ones.

This came about recently when two members/former members lost parents. The suggestion is to make a small donation on behalf of the person to a charity of choice. Several members supported this idea, and noted that the number needs to be decided and given to Christina, and that “loved one” should be defined as immediate family (spouse/partner, parent, or child). It will be a formal motion at the next meeting. Cherlene moved to send a card to the two recent governors who had lost a parent, with a \$50.00 AAMC donation to the charity of their choice. Linda seconded. 9 in favor. The motion passed.

10. Mission/Purpose Working Group update

Governor Wirthlin announced that the communications around the 3-option chart are in motion, and the chart is online and open for feedback. There will be two open forums for members to discuss the options over Zoom, which are in the letter and email to the members as well as on the AAMC website

11. DEIA presentation

Governor Wolf introduced the effort to recognize racial and economic inequity, gender pronouns, and disability within the BOG. Governor Wolf and Governor Hewitt will be talking to the BOG more in the future, and Governor Wolf took a few questions. Pam mentioned that this came about because the AAMC does not have a robust DEIA policy.

12. Support for Mills Students

This came up when public health students were seeking financial support for a conference, now covered. In the future, they are looking to raise around \$15k to support 10 students for programming/an online course. There is a Mills PHHE fund but it is unclear if it can be used during this year of transition. Governor Roskos suggested reaching out to regional clubs to ask for financial support. Also suggested asking NU to support the program. Many requested more information before the AAMC decides to support this, and suggested that Angela contact ASR for support or to delegate this project to them. Governor Hannan suggested creating a scholarship within the AAMC to support this, with more information. Pam Herman is willing to help facilitate this effort.

13. Reunion Report

President Dittman verbally delivered a Reunion report.

14. Reports

The following reports were included in the Board Agenda packet. There was no discussion on any of the reports.

- a. Governance
- b. Clubs and Branches
- c. AOCC
- d. ASR
- e. Communications
- f. Lifelong Learning
- g. Executive Committee

15. Adjourn

President Dittman adjourned the meeting at 7:56pm.

Action Items

1. Work with the Executive Committee/BOG to develop a procedure for member participation/attendance at BOG meetings - Staff/BOG
2. Work with AdHoc personnel committee to develop a transition plan for staffing the AAMC - Pam H./ Pamela/Christina/Cherlene
3. Hire Karl Mill Law firm Pam/Debby
 - a. Start the Nom Com review process w/Mill Law Center
4. Change Whistleblower policy to include BOG/Volunteer & Staff, then send to staff and BOG for signature- Pam
5. Create the policy on recognizing the loss of a loved one for a governor or former governor and bring back to BOG for approval- Pam/
6. Develop a calendar of DEIA discussions for BOG meetings - Pam/Ari/Alice
7. Work with MC@NU staff, Angela and ASR to discover additional information regarding the request to support the PH program and students - Pam/Angela
8. Request that all committee chairs/co-chairs to submit their list of members and contact information and any events being planned or considered - All committee chairs/co-chair