

Board of Governors Meeting Agenda

January 11, 2023

5:30-8:00 PM via Zoom

Present: Debby Dittman, Judy Jones, Kathy Roskos, Angela DeMoss, Linda Goodrich, Alice Hewitt, Cherlene Wright, Mitra Lohrasb, Kieran Turan, Catherine Ladnier, Rachel Cefalu

Absent: Christina Hannan, Ariadne Wolf, Karilee Wirthlin, Melissa Berkay

1. Call to order - President Dittman called the meeting to order at 5:38 PM

2. Approval of Minutes

12/14 BOG Meeting: Approved

12/5 Special Meeting: Approved

3. President's Report

President Dittman delivered her report, updating the Governors on the AAMC's insurance renewal, the upcoming Quarterly deadline, and the annual meeting date decision.

4. Operations Manager Report

Lila Goehring delivered her Operations Manager report and answered questions relating to oral history projects.

5. Financial and Bylaws Update

Vice President Roskos gave an update on her work as co-chair of the Bylaws Committee.

The draft communication plan for compliance of AAMC Bylaws with California Corporations Law and and to determine if the AAMC followed its bylaws during its nomination and election process, was reviewed and agreed to bring to the Jan 11 BOG meeting. The Bylaws working group will begin regular meetings in January to work through their own recommendations as well as the Mill Law Group recommendations for Bylaws revisions. Vice President Roskos said that the working group is on track to complete initial work and bring forward to the Mill Law Group as soon as feasible, and that the BOG will be kept informed.

6. Move to Executive Session

The Board moved into Executive Session at 5:56 PM. The Board moved out of Executive Session at 6:52 PM.

A motion was made to accept the high-level statement created from Mill Law Center as presented by the Bylaws Committee Chairs. The added amendment, moved by Governor Jones and seconded by Vice President Roper, is to approve the statement as is and to release it to the membership. The amendment passed with 9 in favor. A roll call vote was requested for the motion:

Yea: Pam Roper, Alice Hewitt, Debby Dittman, Turan, Jones, Roskos, Lohrasb, Catherine Ladnier, Linda Goodrich, Rachel Cefalu
Nay: Cherlene Wright
Abstain: Angela DeMoss

The motion passed. The communications committee will meet soon to move forward with the plan to communicate this to the membership.

7. Update on Vacancy Replacement Process

Governor Lohrasb and Governor Goodrich presented the qualifications preferred for a BOG member to replace Debra Connick. They will present their selections to the board. Qualifications include diversity and wide range of class years, and professional experience in communications, policy, nonprofits, strategy, and marketing/fundraising. A suggestion was made to include more men, perhaps who have been graduate students. Another suggestion was to encourage candidates to join committees. A brief discussion ensued about the upcoming plans of the Nominating Committee, who will be beginning the nomination process 3 months before it happened last year.

8. February 4 Concert Fundraiser

Vice President Roskos updated the BOG on the upcoming concert fundraiser on Feb 4, which will raise money for AAMC operations and programs. A question was raised about the legality of AAMC fundraising with our mission being out of date, and a request was made for a written legal opinion on this for AAMC records. Vice President Roskos will consult Mill Law Center.

9. Student Financial Aid Update/ASMC Relations

President Dittman read the talking points from Mills at Northeastern in response to the Chronicle article about Mills students not receiving financial aid. The response is that the university is individually providing support to affected students. She also clarified that ASMC is now ASMC at NU.

10. DEIA

As Governor Wolf was absent, Lila suggested setting aside an hour in the next few months to delve into DEIA. Remarks were made on the value of smaller DEIA discussions similar to what was at December's meeting, and it was suggested that each meeting begins with a conversation-starter (such as "why did you attend Mills?) to bring camaraderie. Lila will discuss this with Governor Wolf and propose a special DEIA meeting on a weekend.

11. Action Items 7:30

a. Decide on Annual Meeting Date and Format.

Since graduation is 2 weeks earlier than normal (April 30), the BOG had to decide whether or not to hold the annual meeting at this time. A discussion of whether or not the meeting will be fully on Zoom or in hybrid format will be discussed at the next meeting. Discussion ensued about whether or not the AAMC would be ready to have the meeting 2 weeks early, and some concerns were raised. It was noted that according to the bylaws, if the meeting date is not set by January 1, "the annual meeting of members shall immediately follow the last meeting of the Board of Governors in that fiscal year." (Section 2. Annual meetings) A motion was proposed by Governor Turan to add a BOG meeting on June 24, and seconded

by Governor Wright. 9 in favor, the motion passed. The Annual Meeting will immediately follow, also on June 24.

A request was made for an agenda item at the next meeting about discussions with NU. President Dittman responded that there are plans to meet with Institute ED Nicole Guidotti-Hernandez and that she is working to get a meeting with the director of NU OIA in Boston.

b. Proposal of Renewed Fundraising Committee

Governor Wright made a motion to adjourn before this item could be discussed. No reports were given at this meeting. The meeting was adjourned at 8:30 PM.