

Board of Governors Meeting Minutes

February 8, 2023

5:30-7:30 PM via Zoom

Present: Kathy Roskos, Pam Roper, Christina Hannan, Angela DeMoss, Kieran Turan, Linda Goodrich, Judy Jones, Karilee Wirthlin, Alice Hewitt, Ariadne Wolf, AAMC Staff Lila Goehring

Absent: Debby Dittman, Mitra Lohrasb, Rachel Cefalu, Ellen Hines, Melissa Berkay, Catherine Ladnier

1. Call to order

Vice President Roper called the meeting to order at 5:48 PM. It was decided that any items requiring voting would wait until a quorum was established. A quorum was established at 5:53 PM.

2. Approval of Minutes

Governor Turan made a motion to approve the January 11 minutes, and Vice President Roskos seconded. The motion passed without any objections. Two members abstained from the vote.

3. Review of Meeting Norms

Vice President Roskos provided a brief review of AAMC BOG ground rules for meetings. There were no questions.

4. President's Report

As President Dittman was absent, it was suggested that any questions be emailed directly to her. A question came up about Directors & Officers (D&O) insurance, and it was clarified insurance would be provided through a new company.

5. Operations Manager Report

Lila gave her report and answered questions relating to events on campus.

6. Cherlene's resignation: individual comments summarized

- We have conflicts within the board that are not being resolved, and we have a hard time hearing each other.
- There is wide mistrust among the board. It is not always easy to get things done.
- We are all Mills alums. Diversity is not just about aspects of identity, but includes diverse viewpoints. Inclusion is difficult and we need to focus on it. Again, it is hard to get things done

even though many are working hard. We need to address root causes of this, and ask ourselves if we can run an all-volunteer board.

- After trying to save Mills for so long and being excited to work on preserving Mills' legacy, it is difficult to be on a board where it is hard to get things done and where others are combative. I hope we can work on kindness towards each other.
- What priorities should we add to our plans related to support, staffing, etc? Ask ourselves: where do we want to end up, and what do we want to invest in?
- What are we saving our money for? There has never been a more serious time, and why can't we use our funds to invest in staffing? It should be used to help us function now.
- We could rethink how we run our organization, including compensating volunteers and shifting the hierarchy. We can shift our understanding of what it means to serve on a board with some policy shifts.
- Cherlene focused on truth and transparency, and we need to work on those even within the board.
- Directors have fiduciary duties that require them to keep the business of the Board (at least substantive and sensitive discussions) confidential. It is not okay for the Board to be at risk of Board members posting Board items on the AAMC Facebook (FB) or other FB pages.
- We need to work on relationship building.
- We need to do a better job at hearing each other.
- We lack trust, but we also lack compromise.

7. Guests: Travel Committee Co-Chairs

Due to the time, this agenda item was moved up. Gwen Foster was absent, so Debi Wood presented current issues and recommendations to the BOG alone. She explained issues surrounding solid marketing, concerns about future ability to share the database with travel companies, and the need for more volunteers and staff support. She discussed with the members ways to involve younger alums, reduce costs, and get new members onto the Travel Committee to bring new energy and to also support the work.

8. Replacement process for Nomination Committee Chair Vacancy

Governor Roskos reviewed the processes of filling vacancies for the nominating committee.

9. Motion: To approve Nominating Committee slate

Governor Roskos introduced a motion to approve the nominating committee slate as presented. This was seconded by Governor Hannan, and it was opened up to questions. Governor Turan raised questions about being fully prepared to approve this, and will speak to Governor Goodrich, Governor Lohrasb, and Vice

President Roper regarding his concerns from last year's Nomination Committee vote held at the Annual Meeting. This agenda item will be included in the next meeting for discussion, as appropriate. 9 in favor, zero opposed, one abstained. Motion passed.

10. Motion: To move April BOG meeting to 4/19

A motion was introduced to move the April meeting date due to a conflict with the Pearl M dinner. 10 in favor, zero opposed, no abstain. The motion passed.

11. Financial Report

Governor Hannan gave her financial report, including the message that we have the means to invest in modest staffing, as was suggested multiple times throughout the meeting. A weekend session to provide a 'financial primer' for Board members was suggested and many were interested. The report will be sent to the members after the meeting.

12. Move to Executive Session

Vice President Roper made a motion to extend the meeting to 8:15. Motion passed. Vice President Roskos made a motion to move into Executive Session, seconded by Governor Hewitt. The board moved into Executive Session at 7:45 PM.

A motion was made at 8:04 PM by Vice President Roskos to move out of Executive Session, seconded by Vice President Roper. Motion passed.

13. Reports

Questions were raised about how committees should bring up concerns, if not in reports. It was suggested that time be allotted at each meeting for committees to discuss any issues.

Vice President Roper adjourned the meeting at 8:21 PM.