

Executive Committee Meeting
September 28, 2022, 6:00-8:00 pm

1. Welcome and call to order

President Dittman called the meeting to order at 6:02 pm. Attendees: VP Kathy Roskos, Treasurer Christina Hannan, Governor, Angela DeMoss, Governor Mitra Lohrasb, and Interim Executive Director Pam Herman. VP Pamela Roper excused absence

2. President Dittman report

President Dittman provided some brief remarks on meeting she has attended representing the AAMC, upcoming events and progress we are making on various activities.

Debby discussed her attendance at the 2 receptions 1) To honor Beth Hillman, she stated that it was important to attend to meet the leadership at MC@NU, which she did. In the President Aoun's speech he mentioned their vision at MC@NU was inclusion, gender equity, women's inclusion and women's leadership and preservation of campus. Now AAMC's job to ensure the follow through on the words spoken by the NU leadership. The second meeting was a welcome reception for the leadership of NU and to showcase their entrepreneurial program. Kathy Roskos was also in attendance. There were about 30 NU representatives at this reception. President Joseph Aoun specifically said AAMC had a place at MC@NU that sentiment was echoed by Diane MacGillivray Sr. VP for University Advancement and by the Chair of the Board Richard D'Amore. The chair of the board stated that the AAMC should hold them accountable for their words.

Debby continued by announcing that Debra Connick's father passed away as did Debi Wood's mother. The committee discussed how we equitably and consistently acknowledge BOG immediate family loss.

3. Interim Executive Director report

Interim Executive Director Pam Herman provided some remarks on a sensitive matter. Ariadne Wolf will have a presentation at the next BOG meeting on Diversity Equity, Inclusion and Access. Ariadne and Pam are going to develop a series of presentations for future meetings with the goal of developing a board statement on DEIA. Additionally, after a recent series of email correspondences from the BOG, Ariadne Wolf has offered to develop an official mediation and resolution process utilizing tools she is learning in her Masters in Conflict Resolution courses. Debby and Pam will chat with Ariadne on Friday to see what she envisions.

The committee discussed the recent series of emails in a constructive manner.

4. Approve the minutes of the August 3 Executive Committee meeting

Motion to approve the Executive Committee meeting minutes from the August 3rd meeting.
Approved as written

5. Financial update

Christina reported that Pam has two bids from qualified CPA firms to file the AAMC's 990, State return and charitable registration. We will take these recommendations for approval to Finance committee and take to the BOG to inform. Kate has cleaned up financial data such that we can provide a good year end report for 21/22. This will go to Finance first then to BOG. The finance committee will have a 1st qtr. and year-end report in time for the November BOG meeting.

6. Law Firm update

Debby reminded the committee of the work accomplished to-date and that at the direction of the BOG we did a 2nd round of interviews with the two top firms Delfino/Madden and Mill Law Center. Pam provided the following report: Both firms were asked the same series of questions on how they would proceed with a backward look at the nominating committee process and election and what if any risks and benefits of doing so. We also asked about time commitments since the time to accomplish this was short. Debby and I recommend we hire Mill Law Center to do all of our bylaw work including the review of the nominating committee process. Neither firm felt there was risk to the AAMC from outside entities in doing this review of the nominating committee process. Both firms had time and Debby and I agreed we felt at ease with Karl Mill and his process and his expertise. The Mill Law Center only works with nonprofits. The process that Karl Mill suggested works well with the requests of the committee and the BOG. Karl Mill will first look at the nominating committee process and will provide us with his findings. He expects the costs to be between \$600- \$1000. The bylaws process can go a few ways, he can take a first look and make suggestions to new language required by current law and suggestions to clean up ambiguities or the working group can identify those areas we want changed and we can work with Karl to make the changes and update to current legal standards. His costs will be a combination of flat rate of \$3500 for drafting the bylaws and an hourly rate of \$475 for meetings and additional work. This will go to the Governance Committee's bylaws working group for recommendation to the BOG at the October 12th meeting.

7. Review Records Retention, and Whistleblower Policies

Kathy provided some background on the two documents. Kathy also reported that a Conflict of Interest Policy had been drafted. Rachael Meny had reviewed all three of the documents, with substantial questions and changes to the conflict of interest policy. The Records Retention and the Whistleblower Policies are ready for the BOG to review and adopt. Pam said these documents are "required" as documents a nonprofit should have, and it is a check box on the form 990.

Christina offered an update to the records retention document based on her knowledge of how long specific employee records should be retained, and that change was made. Without objection these two documents will go to the BOG for adoption.

8. Update on upcoming events

Angela provided an update on branches and clubs. East Bay Branch is very active with monthly zoom meetings, a happy hour, and a camping trip during reunion. The organizer of the camp trip may call it off, due to low participation. Angela also attended a meet up with the Contra Costa group and they want to reorganize. Angela put them in contact with the East Bay group. Contra Costa is looking at creating some events and interested in coming to RAH for the monthly activities. LA is continuing to have regular meetings with an event coming up in October. Palo Alto had a meeting about seven weeks ago and worked on how to reboot. Angela would like to create a “tool kit” for creating a club or branch.

9. Request to support Mills Students

In the EC packet was a short write up requesting support for Mills College Public Health Students; discussion ensued. The committee would like to see us support these students and will make an appeal at the next BOG meeting.

10. Update on the Mission/Purpose chart and next steps

Karilee provided an update on the mission/purpose chart, and its three-option scenario. She also provided the draft of the letter going out to the membership. During the promotion phase, we need all hands-on deck. The 4 pm reunion should be promoted as this is a time to discuss the AAMC options. We need to get town halls on the calendar in 3 different time zones, so all of Europe and Asia Alumnae can participate. It is important that we have people to facilitate the town halls. The letter will be submitted to the BOG have an opportunity to read the letter 24 hours before it is sent.

11. Support for returning Mills Students –

Debby updated the committee on activities related to returning Mill students. The event co-hosted by Alumnae Relations and the AAMC, started with 4 participants, and grew to about 20 students by the time it concluded. The students were enthusiastic and expressed interest in scheduling monthly get togethers in the future, perhaps on Thursday evenings. ASR will work to plan future events.

12. Status of LA reimbursement for May event

Christina no update

13. Update on Reunion activities

Debby reported on the two events at reunion. The award recipients have been notified and have accepted. There will be a presentation from the following committees:

- Travel – Debi/Gwen
- ASR - Joyce/Viji
- Angela/Julia Branch

During the rest of the session Debby will speak about the work the BOG has done to create the three options for mission and purpose and an overview of the process, and that we will

have an afternoon session open for comments. The afternoon forum at 4 pm will have printed copies of chart and letter and have BOG members facilitate the conversation. There was more discussion on other aspects of reunion, including the desert party on Saturday from 8 -10 pm, after the class dinner.

14. Reunion website update

The AAMC website is not up to date on reunion and other important information. Lila will work with Karilee to update the website.

15. Develop BOG agenda for the 10/14/2022 meeting.

BOG agenda items include:

- Minutes from 3 meetings
- Records Retention & whistleblower
- Financial report
- DEIA – 10 min
- Approve lawyer at the BOG
- Mission/purpose discussion – update from Karilee
- Policy on acknowledgments of BOG member's losses
- Have information on student support on BOG meeting – Boston conference update
- Reunion report

16. Adjourn

The meeting was adjourned at 8:15 pm

Additional notes:

Debby will be gone November EC 10/18 – Nov 5. Mitra 10/6 -10/18

Pam to send Mitra – the track changes version of the May 14 minutes.