Board of Directors Meeting
November 20, 2020
2 PM – 3:30 PM ET

Approved Meeting Minutes

Attendance (X – present; R – regrets; A - absent):

Board

<table>
<thead>
<tr>
<th>R</th>
<th>Ann Erhardt – Chair</th>
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<tbody>
<tr>
<td>x</td>
<td>Jay Antle – Vice Chair</td>
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<tr>
<td>x</td>
<td>Cindy Banai-Klein - Secretary</td>
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<tr>
<td>x</td>
<td>David Phillips - Treasurer</td>
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<tr>
<td>x</td>
<td>Guilbert Brown – joined at 14:54</td>
</tr>
<tr>
<td>x</td>
<td>Monica Dean</td>
</tr>
<tr>
<td>A</td>
<td>Cathy Dove – stepped down</td>
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| x  | Jenny Hirsch |
| x  | Audrey Jamal |
| R  | Rich Miller |
| x  | Srinivasan Raghavan |
| x  | Meghna Tare |
| x  | Ashwani Vasishth |

Management & Guests

| x  | Meghan Fay Zahniser (Executive Director) |
| x  | Allison Jones (Dir of Finance & Admin) |
| x  | Margueritte Williams (Acct & Payroll Mgr) |

1. Opening Round
   • Determination of Quorum – 14:06
   • Check-In – How are you?

2. Consent Agenda
   • August 21, 2020 Board Meeting Minutes
   • September 11, 2020 Executive Committee Minutes
   • October 8, 2020 Board Meeting Minutes
   • October 29, 2020 Board Meeting Minutes
   • Today’s Board Meeting Agenda
MOTION: Motion to Approve Consent Agenda
Moved by: Raghu
Seconded by: David
List of Those Who Dissented or Abstained: None

Motion Approved: 14:18

3. Executive Director Update
   - 2021 Budget
     o Planning STARS user summit
     o Trying to engage Centers for virtual training
     o Will try for PPP loan if it is available again
     o Told staff about budget
   - Q&A
     o Audrey – Are staff supporting each other?
       ▪ AASHE has a Wellness Task Force that heads up “Coffee Chats”
       ▪ AASHE has more than one EAP program
       ▪ Using Slack for personal engagement
       ▪ Staff has been given extra time off for the holidays, extra sick time
         a. AASHE will be closed November 25 – 27 for Thanksgiving
         b. AASHE will be closed December 21 – January 4 for Winter Break
   - RESJ Update
     o Have had to adapt training because of not being in person at staff retreat
     o Four learning cohorts
     o How do we keep moment going since we can’t afford consultants next year
   - Conference
     o Waiting for numbers to be finalized
     o Still getting positive feedback
     o Looking at what needs to be changed for next year’s virtual conference

4. Committee Updates
   - Finance Committee – David, Meghan, and Allison
     - 2021 Budget Approval
       ▪ Had multiple versions and scenarios before finalizing
       ▪ Will have deficient budget but our reserves are in good shape
       ▪ Really stripped down, can’t really cut any more without cutting staff
       ▪ Do not want to reduce staff, pay, or benefits
       ▪ Will have to see how things go next year before making more cuts
       ▪ Revenue numbers are realistic, not inflated
       ▪ Had planned on deficit budget this year, but PPP loan and other revenue helped it be a small surplus year
       ▪ MMM in the middle of negotiating a contract that may being money in this year or next year, depending on when it all finalizes
       ▪ All things considered, we are doing great
       ▪ Meghan talks with each staff person once a month to help moral, get feedback, etc. Staff appreciated that board did not want any changes that would affect them.
       ▪ Q – What are the potential grants that are in the budget?
         a. Meghan mentioned a couple
- Cindy – Appreciation that AASHE was so conservative in the past that we had the reserves built up.

**MOTION: Approval of 2021 Budget**
Moved by: David
Seconded by: Raghu
List of Those Who Dissented or Abstained: No
Motion Approved: 14:46

- Governance Discussion
  - Bylaws Revision
    - Percentages of member elected vs appointed
    - Original intent? Not clear so this change will clarify. Had incomplete sentence.
    - Thoughts or concerns? Anne had mentioned that Bylaws need to have a full overview, it has been a while.
    - This change is not a matter for legal review
    - Will need to look at Massachusetts, legal council, during full review in the future
    - Internal clarification instead of actual change to bylaws?

**MOTION: All agree to accept change**
Moved by: Cindy
Seconded by: Ashwani
List of Those Who Dissented or Abstained: None
Motion Approved: 14:57

- Board Vacancies Discussion
  - Review of applications
  - An application came in after the others, should it be considered?
  - Can still pursue other candidates after deadline
  - Open again?
  - Request to put together strategy to recruit or appoint people from HBCUs, opportunity to tap in to DEI networks
  - Someone with fundraising ability
  - Looking for people with certain skillsets to keep board diverse in that way – want operations background
  - Need process to support new board members
  - Don’t have to decide today
  - Two people instead of one?
  - Jenny, Gil, Meghna, and Audrey to meet on how to recruit DEI board members, target through relationships.
  - Can have up to 17 total board members per bylaws. How many to appoint?
  - DEI experience vs coming from DEI office
  - Executive Committee meeting in December?
  - Try to decide by mid-December on who will fill spaces

NACUBO cancelled sustainability position. Can AASHE pick up the slack?
MOTION: Adjournment
Moved by: Jay
Seconded by: Gil
List of Those Who Dissented or Abstained: None
Motion Approved: 15:36

The next regularly scheduled full board meeting is: TBD in 2021