



Board of Directors Meeting

November 20, 2020

2 PM – 3:30 PM ET

Approved Meeting Minutes

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

Board

R	Ann Erhardt – Chair
x	Jay Antle – Vice Chair
x	Cindy Banai-Klein - Secretary
x	David Phillips - Treasurer
x	Guilbert Brown – joined at 14:54
x	Monica Dean
A	Cathy Dove – stepped down

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
 - Planning STARS user summit
 - Trying to engage Centers for virtual training
 - Will try for PPP loan if it is available again
 - Told staff about budget
- Q&A
 - 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
 - Have had to adapt training because of not being in person at staff retreat
 - Four learning cohorts
 - How do we keep momentum going since we can’t afford consultants next year
- Conference
 - Waiting for numbers to be finalized
 - Still getting positive feedback
 - 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 bring 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 morale, 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