

August 26, 2022

Board Meeting Minutes

Board Meeting Agenda

- Opening Round
- Approve minutes
 - Feb [Board meeting](#)
 - March [Executive Committee](#) meeting
 - May [Board meeting](#)
 - May [Executive Committee](#) meeting
 - June [Board Meeting](#)
 - July [Executive Committee](#) meeting
- Approval of today's agenda
- Financial update
 - See [memo](#) from Allison
 - [Financial dashboard](#)
 - Investment report (PDF is attached)
- Governance update
 - Update from Raghu and Francois on bylaws and governance manual
- ED Update
 - Current status of membership, programs, etc., and upcoming priorities this fall
- Save the Date for Oct Board Mtg
 - A 4-hour call to address governance, racial equity & social justice, and the 2023 budget
- Closing Round

Attendance

In attendance:

- Raghu
- Jenny
- Jay
- David
- Meghna
- Cindy
- Ashwani
- Francois

Regrets:

- Audrey

Absent:

- Rania
- Monica

Notes

Opening Round

Approval of minutes & agenda

- Raghu- motion to approve minutes, Ashwani seconded
- Raghu - motion to approve agenda, Jenny seconded

Financial Update

- Overview from David
 - All going well
 - Entered into investment wasn't ideally timed but out of our control
 - Can feel good about the one segment that has done well is fossil fuels but we're not a part of that! We didn't see these returns but for the right reasons.
 - Trending well
 - Impressed by Bernstein, our advisors
- Nuts and bolts on expenses and incomes - see the memo from Allison
- Expenses are slightly lower than anticipated
- Raghu - how was it possible to stay away from fossil fuels in investments?
- David - that's part of our screen that Bernstein set up
- Raghu - interested in prisons and weapons and suggest we take a close look
- David - these are both on our screening list already (as is tobacco)
- We can re-share screens and a granular breakdown of where this funding goes that would be helpful
- Generate an annual report with extra detail from Bernstein
- Meghan shared an update on the hiring of a new senior leader, Candi Reddick, the Director of Marketing & Communications. This is an important investment for AASHE.

Governance

- Francois shared an update on the current status of governance
- Interesting and important work on gov in past few weeks
- What we did was meet with the AASHE team on July 6 (Meghan and Allison) to get an overview and background
- On July 28 Raghu, Francois, Meghan, and Allison met with attorneys from MA who went over suggested changes to our bylaws addressing things that weren't clear or needed to be changed to comply with MA law
- Bylaws are close to being finished. Looking to add clear, straightforward language so it's easy to understand and track as a board since it governs the way we operate
- 3 other documents that are complementary and are more foundational;
 - governance manual that contains policies and procedures; last updated in 2018
 - 85-page doc that is quite overwhelming
 - Board orientation manual - 37 pages
 - Could merge this doc; we'll see
 - Information we provide about the board on the website
- Next steps and timeline
 - To have follow-up with Allison to finalize bylaws within input from the attorney

- Ideally in the next meeting, we'll approve the updated bylaws
- By end of the year have subsequent doc more streamlined
- Francois could prepare a presentation to the board on changes before end of the year
- Lots of gratitude to Francois
- Meghan planted seeds about other governance pieces coming up soon
 - Officer elections
 - Board member elections/appointments
 - STARS/ Advisory Council
- Questions from Jenny
 - Evolving the board and changes that are being discussed; two ideas for the next steps:
 - Within the current AASHE structure, possibility of having a governance committee that hasn't been activated. This is one channel.
 - The other could be Francois presenting to the next meeting supported by the attorney to answer any questions. Then move to adopt if everyone is comfortable with the content.
 - Jenny thinks it would be great to have Francois present with the attorney and maybe even Carla
 - Out of this could be; should we bring back gov committee or not? That could be one of the things we talk about. And talk about how governance works moving forward to align with RESJ work.
 - Using these foundation docs incorporated with RESJ to then build a strategy around it
 - This will be presented to the full board for approval
 - RESJ in the governance process
 - There is a clause that's been included in bylaws; need to double-check with the updated version
 - Francois suggests we focus next mtg on bylaws since it's relatively short and then we look at complimentary docs (board gov manual, orientation manual, website) so that it's easier to digest
 - Jenny; sounds great
 - MFZ wants to discuss elections as well in Oct mtg
 - Raghu & Meghan will discuss next week and make a presentation to the board with a proposal on how to move forward in Oct mtg

Executive Director Update

- The conference is looking good
 - Lower registration than last year at this time but still optimistic that it will pick up
 - I would love to have all board members as Host Institutions!
 - Please send any sponsor recommendations to Meghan
- Continuing HR work on accountability and improving organizational culture with Carla's support
 - Working on the performance review process

- Raghu is meeting with Carla and Allison on the ED Performance Review process.
- Big emphasis is on the hiring of new Director of Marketing & Communications
 - A shift in thinking that has been happening for over a year; moving from maintaining to thriving
 - Looking to work with Candi on transforming the sector of higher education. How are we engaging with more institutions in the US and beyond
- Working on budget priorities for next year to include:
 - STARS (technology)
 - Marketing & Communications
 - Conference (virtual and in-person options)

October Board Meeting

- We'll have 2 meetings, 2 hours per day on:
 - Oct 11 Tues 12-2 pm ET
 - Oct 12 Wed 10-12 ET
- Priorities
- Bylaws
- Elections /officers and board members
- Budget priorities

Motion to adjourn - Raghu, Cindy seconded