

# AASHE Board Meeting Minutes

October 11, 2022

12pm - 2pm ET

## Approved

### In Attendance

- Meghan Fay Zahniser
- Allison Jones
- Raghu Raghavan
- David Phillips
- Jennifer Hirsch
- Francois Miller
- Jay Antle
- Rania Assariotaki
- Cynthia-Kelin Banai
- Ashwani Vasishth
- Monica Dean
- Meghna Tare

### Agenda

- Opening Round
- Approve Agenda & Minutes
  - August 2022 Board Meeting Minutes
  - September 2022 Executive Committee Minutes
- Financials
  - [Draft 2023 Budget Assumptions](#)
  - Investment Update
- ED Performance Review & Discussion
- Member Meeting at Conference (State of the Association)
- Closing Round

### Discussion

- **Approval of Minutes**
  - Raghu motioned to approve the August 2022 Board meeting minutes, the September 2022 Executive Committee minutes, and today's meeting agenda
  - Jay seconded the motion
  - All approved
- **Financials**
  - Meghan shared a 2023 budget assumptions overview and asked for input, ideas, & questions.
    - Discussion on member dues

- Rania - is in favor of membership dues increase & STARS dues increase (used as a strategic planning tool)
  - Meghna - is in favor of increasing membership dues fees. Membership fee depends on the size of the city?
  - Cindy - is in favor of an increase in membership dues - should we think about the structure of our dues pricing? Endowment size to consider? Can we offer to institutions to help others
  - Raghu - one size fits all doesn't work for Membership & STARS. If we want to attract more members and develop a strategy and reduce fees where need be.
  - David - for sure you need to increase the rates. You already have a tiered structure.
  - Ashwani - agrees with David. You have to figure out some way to figure out a rate for those who can't pay. What is the priority? To grow the membership? Or increase revenue?
  - Jennifer - we shouldn't make any decisions until we do the RESJ plan/strategic planning. Some of the smallest schools are the wealthiest. We should have a running list that needs to be addressed through an RESJ lens as part of strategic planning. Don't make inequities worse.
  - Meghan - will collect more data on membership dues from the MM team May need to move the budget approval timeline to later. Meghan will come up with a couple of other scenarios/options - fee structure.
  - Francois - interested in next steps, lots of creative ideas shared. Can staff put together a few options?
  - Jennifer - what are other like organizations doing and how they prioritized equity? Likes the idea of scenarios
  - Monica - Blackstone foundation (part of the Blackstone Group) does funding for this, they are interested in HBCU and community colleges.
- **ED performance review - updated draft discussed**
    - Updated by Raghu, Carla, & Allison
    - Jay: recommended to include the ED's goals for the year
    - Jenny: thought we had talked about redoing the board form by evaluating the ED based on their goals. Meghan had submitted her goals. We need to update the ED performance review form for the board. Who is involved in the evaluation discussion with the ED? Raghu shares the staff feedback and board feedback in executive session and then Raghu will meet with Meghan. Jenny asked if Exec. comm. Should be involved in the discussion. Raghu does not think that evaluation by committee is a good process. Could hamper a proper performance evaluation. We arrived at this with multiple discussions. Jenny would like more

discussion on this. Jenny is not in agreement with this. The ED review needs to be a 3 person discussion.

- Raghu - the process was what needed to be addressed. Staff anonymous and timeline.
- Francois - concerned about staff being overwhelmed with this survey every year. Also, questions 9, 10, 11 should be moved to 1, 2,3 instead of at the end.
- Ashwani - evaluation can't be a truly objective process.
- David - thinks we should vote on who to involve in the discussion with the ED. li would like to see the chair & vice chair in the meeting with the ED.
- David would like to make a motion to include Vice Chair and Chair in the discussion with the ED
- Meghna - Seconded the motion
- Ashwani - what is going to be shared with and conveyed to the ED before the meeting? The decision point needs to be made.
- Raghu - this is what the Executive Session is for in December.
- Francois - suggest the vice chair be in the meeting with ED as an observer only
- **Vote conducted** on the inclusion of the vice chair in the performance review meeting of the ED
  - Responses:
    - Yes, Jenny, Cindy, David, Monica, Jay, Rania, Meghna
    - No - Raghu. There is a faction on this board. The performance review conducted by ex-Chair (Jay) was a farce. No information was shared with Chair (Raghu) who ended up being a spectator during the review.
    - Abstain: Francois
- **AASHE State of the Association (Member Meeting)**
  - Meghan - member meeting (state of association) scheduled for October 26, 2022, 2pm eastern during the conference. Meghan would like the staff Directors present at the meeting and then open for Q&A. Requests that all of you be there. Will likely be over 100 people there. It's an opportunity to recruit new board members, etc.
  - David will be on vacation during the member meeting.
- **Closing**
  - Tomorrow is a deep dive on governance. Please review the draft by-laws sent to you.
- **Motion to adjourn:** Jay, seconded by David

# **AASHE Board Meeting Minutes**

**October 12, 2022**

**10am - 12pm ET**

## **In Attendance**

- Meghan Fay Zahniser
- Allison Jones
- Liz Reinhardt - guest attorney
- Raghu Raghavan
- David Phillips
- Jennifer Hirsch
- Francois Miller
- Jay Antle
- Rania Assariotaki
- Cynthia-Kelin Banai
- Ashwani Vasishth
- Meghna Tare

## **Agenda**

- Opening Round
- Governance
  - Bylaws
  - Next Steps
- Closing Round

## **Minutes**

- **Bylaws Presentation**
  - Goals for Updating the Bylaws -Francois
    - Align with MA law
    - Update language with current processes/procedures and inclusive language
    - Increase flexibility and efficiency (removing extraneous information that is not necessary for bylaws)
    - Reduce administrative burden
    - Best practice is to review & update bylaws periodically
  - Presentation by Liz Reinhardt, Attorney, to review changes including:
    - Officer changes
      - Chair to President

- Vice Chair may succeed to Chair
  - Governance Committee
  - Membership language
  - Annual meeting
  - Removed binary gender references
- Questions
  - How will we implement staggered terms?
    - Jay: I also wonder about the creation of the "staggered" terms at the adoption of these bylaws. How is that supposed to work?
    - Re: staggered terms - we already have them automatically, right?
  - Section 2 on officers - VP automatically becoming President
    - David proposes change: "Absent action to the contrary, Vice Chair becomes Chair" [but current language gives us more flexibility]
  - Secretary:
    - Taking notes - find a new staff person to do this?
    - But - that might hamper some discussion?
    - May just be able to quickly train the Board Member secretary about how to do this?
  - How we affirm - or not - board member for 2nd term - want additional formality
    - Election should happen at the end of every term (as per Liz)
  - Should we follow the recommendations to give the members the ability to vote if we change article III?
  - Implementing them regularly:
    - Annual bylaws review
    - New member training
    - Suggestion: invite Liz to do governance member training at beginning of each year
  - Francois - suggest deadlines for written comments & questions so we can get the updated by-laws adopted at the next board meeting.
    - Next board meeting is scheduled for November 18th - budget and by-laws
    - What is the process we will use for voting on November 18th for by-laws update?
      - Francois suggests - share questions with Meghan on by-laws by **October 21st**
        - Some may be answered internally and others can be answered by Liz in writing.
        - Share answers in writing and track changes in the draft by-laws
        - Share the updated by-laws at the November meeting
  - Rania mentioned international members voting on by-laws - need to add that we have international members internationally

- Francois: Should we set a minimum of presence for Board members to remain on the Board (e.g. A member who misses 4 consecutive Board meeting without proper justification will lose their seat)
- In article 4, section 12 and 16 seem identical. Are they both necessary?
- Ashwani - need to keep the staggering alive, functionally, without procedural burden. There is a **reason** for this arrangement—to avoid institutional memory bleed.
- Clarify that 2nd term staying on still = elected
- **Notes from Zoom Chat:**

**Jay:**

I just noticed that we have President/Vice President language in this document. Do we need to change those to Chair/Vice-Chair?

I do think we need to talk about changing the VP expectation into the Prez for the next year. That really does affect continuity. I also wonder about the creation of the "staggered" terms at the adoption of these bylaw

Having been on the board for a long time, I do think that finding a more formal way to keep those minutes as we professionalize our processes rather than depend on a board member. Could that be another staff member with the oversight of the Secretary?

The way we have done that is that we have done a confirmation vote in the past,, when the VP becomes Prez but that was fairly ad hoc, I think.

- Meghna: Perhaps we can have a staff member join the meetings to take accurate notes. I vote no for recording the meetings. Against Members voting on the By Laws. Suggest retaining Liz for a few hours every year to review our documents and suggest improvements. She can join the Board Meetings for 30 min. Having a Governance Committee is important for process continuation. I think it is important to figure out and have clear language about the number of Board Members and the Tier model to appoint or vote for Board Members
- **Francois:** would like to focus on the following in the next few months:
  - Align governance manual & orientation manual with the updated by-laws. Focus on what is absolutely essential. Develop subsequent policies that trickle down from the by-laws.
  - Francois asked for volunteers to assist with the governance work:
- Cindy, Meghna, Rania, Raghu all expressed interest in helping with the governance committee.
- **Jenny:** Should we consider committees that are not just board members? And maybe they would consider the board in the future.

Succession planning for the board is needed. Could be a mentoring opportunity -

- Jenny - consider board director mentorship program for the board during 2023 to generate more interest? Or an AASHE board fellows program
  - Meghna - suggested at an in-person conference that we have “meet the board” at the conference.
  - David - January of 2024 we will only have 4 board members who are staying now.
  - Jenny - are elected board members who serve a 2nd term - are they re-elected or appointed, or if they are voted by the board to serve a 2nd term - make sure to update the by-laws.
  - Francois - could create a visual presentation of what the staggering would look like. We currently are tracking the terms and timing of rotating off.
  - Meghna - there is a sense of urgency. We should appoint at least 2 board members by May 2023. And elect 2-3 people in November.
  - Governance Next Steps:
    - Approve bylaws
    - Approve ED Performance Review in its entirety
    - Governance Manual updates
    - Officer elections
    - Board member appointments & elections
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- Meeting adjourned