

HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC.

MEETING MINUTES

Entity	Board of Directors (the “Board”) of Hunter College High School Alumnae/i Association, Inc., a New York not-for-profit corporation (“HCHSAA” or the “Association”)
Type of Meeting	Special Meeting
Date & Time	October 28, 2021 at 6:00pm EDT
Location	Zoom Session
Board Attendees*	Vivian Altman ’77, Peggy Blumenthal ’63, Sherman Chan ’97, Judith Daniel ’79, Mari HOASHI Franklin ’84, Maria Hekker ’80, Emma OWENS Kerins ’84, Diana McKeage ’08, Rosa BLITZER Oppenheim ’66, Jake Price ’15, Esther Rose ’71, David Stefanou ’87, Adam Stolz ’99, and Joyce VARUGHESE-Raju ’98.
Board Absentees*	Annette Almazan ’93, Alexandra Friedman ’00, Jane Tillman Irving ’65, Sophia Liao ’16, Gabe Rosenberg ’94, and Frederick Yee ’93.
HCHSAA Staff Attendees*	Kinshasa Peterson (Communications Manager).
Other Attendees*	NONE.
*	All participants attended virtually via Zoom.
Notice and Agenda	Notice of and agenda (<u>Exhibit A</u>) for the meeting were sent via email.

The meeting was called to order at 6:03p.m. by President Altman. Secretary Hekker acted as Secretary of the meeting. A quorum was established at 6:01p.m.

I. Welcome

Altman welcomed all board members to the meeting. She stated that the intent of this meeting was to update board members on the activities of the Executive Committee since last month’s gathering. She thanked Blumenthal, Yee, and the staff for facilitating access to documents and information, allowing for a successful transition. Hekker reviewed the agenda and inquired if any Board members had a conflict of interest. She reported that, going forward, the Secretary will conduct a regular check for any participant conflicts at the start of each meeting.

II. Consent Agenda

Hekker asked if anyone wished to move any items off the consent agenda. Since there were no objections, she noted that materials for the following two items on the consent agenda had been distributed to the Board for review prior to the meeting: (a) the minutes of the September 28th Board meeting and (b) the appointment of Treasurer Rose as Assistant Secretary.

Upon motion duly made and seconded, the Board unanimously approved the minutes of its regular September 28, 2021 meeting. (This procedural resolution was not included in the exhibits or in the log of resolutions.)

- Moved -** Ms. Hekker
- Seconded -** Ms. Franklin
- Vote Needed -** A majority of the directors present at the meeting after a quorum is achieved.
- FOR –** Ms. Altman, Ms. Blumenthal, Dr. Chan, Ms. Daniel, Ms. Franklin, Ms. Hekker, Ms. McKeage, Dr. Oppenheim, Mr. Price, Dr. Rose, Mr. Stolz, and Dr. VARUGHESE-Raju.
- AGAINST –** None.

ABSTAIN – None.
RECUSE – None.
NOTE - The following directors had not yet joined the meeting when the vote occurred – Ms. Kerins and Mr. Stefanou

Resolution 2021-07

Upon motion duly made and seconded, the Board approved Resolution 2021-07 (attached as Exhibit B).

Moved - Ms. Hekker
Seconded - Ms. Franklin
Vote Needed - A majority of the directors present at the meeting after a quorum is achieved.
FOR – Ms. Altman, Ms. Blumenthal, Dr. Chan, Ms. Daniel, Ms. Franklin, Ms. Hekker, Ms. McKeage, Dr. Oppenheim, Mr. Price, Dr. Rose, Mr. Stolz, and Dr. VARUGHESE-Raju.
AGAINST – None.
ABSTAIN – None.
RECUSE – None.
NOTE - The following directors had not yet joined the meeting when the vote occurred – Ms. Kerins and Mr. Stefanou

Kerins arrived at 6:07pm.

III. Executive Committee Update

- Transition - Altman shared that the new Executive Committee has been meeting regularly since October 1st to establish protocols and procedures. She noted that, to date, the Executive Committee has held meetings with the staff and external consultants including HCHSAA’s bookkeeper, auditor, events consultant, website designer, and investment adviser. She reported that the Executive Committee will be working with the Finance Committee to develop a budget and intends to provide the Board with monthly reports on expenditures and revenue received. She noted that the Executive Committee is working to schedule meetings with Lisa Siegman (Director of Hunter College Campus Schools (“HCCS”)) and the Hunter College Foundation.
- Minutes of Executive Committee Meetings - Hekker noted that the Executive Committee had provided the Board with minutes of all of its meetings since the Board’s last meeting. She indicated the Executive Committee hoped to find a way to post all minutes to a secure location to avoid multiple and bulky emails to the Board. She asked that directors contact the Executive Committee if they had any ideas for a suitable Board portal. Franklin offered that she would like to contribute to that effort. Price reported that the Executive Committee has been testing the use of Slack and was looking at other options to facilitate communications and transparency.

Stefanou arrived at 6:18pm.

IV. Mission & Role of HCHSAA

Altman mentioned that recent communications with alums indicated confusion about the mission of the Association. She briefly addressed the summary of the Association’s mission and role sent to the Board prior to the meeting.

V. HCHSAA Relationships

Altman noted that the summary sent to the Board also included a synopsis of HCHSAA's relationship with HCCS, various other Hunter entities and the City of New York Department of Education. She explained that a version of this document would be posted on hchsaa.org. Altman also thanked Oppenheim, Yee, and Peterson for providing background, support, and input for the summary.

VI. Board Operations

- Streamlined Policies and Committees - Altman explained the Executive Committee was working to establish procedures to streamline operations. She reviewed the proposal to combine and reclassify various Committees of the Board and Committees of the Corporation distributed prior to the meeting. She noted that the proposal was only provided as an example for discussion purposes in an effort to receive feedback from the Board. Altman explained that, following this meeting, the Governance Committee will take any comments and suggestions and work with legal counsel to prepare a proposal for the Board. She noted that, once the new committee structure is approved by the Board, the Executive Committee will work to appropriately reassign directors. Altman asked the board members to consider new committee roles and contact her. She also noted that new committee chairs would be needed to fill roles currently held by Executive Committee members.

Varughese-Raju expressed concerns about reclassifying some Committees of the Board as Committees of the Corporation and allowing non-directors to join those committees. Specifically, she was concerned about the fact that non-directors do not have the same fiduciary obligations as directors. Oppenheim noted that Almazan expressed similar concerns in an email to her prior to the meeting. Hekker explained that having fewer Committees of the Board should result in greater Board oversight of and fewer compliance requirements for all of the resulting Committees of the Corporation. She noted that there were several ways to address the directors' concerns about confidentiality – including not appointing any non-directors to certain sensitive Committees of the Corporation or requiring the non-directors on such committees to sign confidentiality agreements and HCHSAA's conflict of interest policy. Hekker explained that ultimately the Governance Committee would need to assess these and other pros and cons with legal counsel and come up with a recommendation for the Board.

- Annual Calendar – Altman discussed the Executive Committee's desire to set a specific day of each month and time of day to hold regular Board meetings so that the Board can establish a year-long calendar. Several Board members expressed support for this idea. Hekker reported that a poll regarding proposed dates and times would be sent out following the meeting and asked all directors to complete it.
- Reporting – Several directors thanked the Executive Committee for its transparency and increased reporting to the Board.

VII. Executive Session

The Board entered into Executive Session at 6:40pm.

Daniel, Peterson, Stolz, and Varughese-Raju departed from the meeting at 6:40pm.

The Board discussed several staff and personnel issues, including hiring an Executive Director, developing a budget for the current fiscal year, and the hiring process – search committee, wide advertisement, resume review, and interviews – used during the last HCHSAA senior hire.

No resolutions were passed in Executive Session.

VIII. New Business

Altman reminded the Board that they would soon receive a poll for a regular meeting date and time and that the first such regular meeting would be in November. The Board discussed other upcoming events.

IX. Adjournment

At 6:58p.m., Franklin moved that the meeting be adjourned.

Upon motion duly made and seconded, the Board unanimously approved the motion to adjourn. (This procedural resolution was not included in the exhibits or in the log of resolutions.)

Moved -	Ms. Franklin
Seconded -	Ms. Kerins
Vote Needed -	A majority of the directors present at the meeting after a quorum is achieved.
FOR –	Ms. Altman, Ms. Blumenthal, Dr. Chan, Ms. Franklin, Ms. Hekker, Ms. Kerins, Ms. McKeage, Dr. Oppenheim, Mr. Price, Dr. Rose, and Mr. Stefnaou.
AGAINST –	None.
ABSTAIN –	None.
RECUSE –	None.
NOTE -	The following directors had departed from the meeting when the vote occurred – Ms. Daniel, Mr. Stolz, and Dr. VARUGHESE-Raju.

Respectfully submitted,

By: Kinshasa Peterson
For Maria Hekker, Secretary

EXHIBIT A

HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION
BOARD OF DIRECTORS SPECIAL MEETING
AGENDA

October 28, 2021 6:00 PM

<u>Agenda Item</u>	<u>Action</u>	<u>Time</u>
I. Welcome (Vivian Altman) <ul style="list-style-type: none">• Establish Quorum (Maria Hekker)• Review Agenda and Conflicts Check (Maria Hekker)		2 min
II. Consent Agenda (Maria Hekker) <ul style="list-style-type: none">• Adopt Minutes of September 28th Board meeting• Appoint Assistant Secretary	VOTE	1 min
III. Executive Committee Update (Vivian Altman) <ul style="list-style-type: none">• Transition• Minutes of Prior Executive Committee Meetings		5 min
IV. Mission and Role of HCHSAA (Executive Committee)		5 min
V. HCHSAA Relationships (Vivian Altman)		5 min
VI. Board Operations (Executive Committee) <ul style="list-style-type: none">• Streamlined Policies• Annual Calendar• Board and Committee Meetings<ul style="list-style-type: none">○ Process, Minutes and Reports to Board○ Minutes of Prior Executive Committee Meetings• Proposed Reorganization of Committees• Feedback		25 min
VII. Executive Session (Vivian Altman)		12 min
VIII. New Business (Vivian Altman)		4 min
IX. Adjourn (Vivian Altman)	VOTE	1 min

EXHIBIT B
HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)
RESOLUTION 2021-07
ELECTION OF OFFICER

WHEREAS, the Board of Directors (“Board”) desires to appoint an Assistant Secretary pursuant to By-Law 4.01.

Upon motion duly made (by Ms. Hekker) and seconded (by Ms. Franklin it was unanimously

RESOLVED, that, effective immediately after the end of this meeting, the Esther Rose shall be appointed to the office of Assistant Secretary to serve at the pleasure of the Board of Directors until her successor is elected or appointed and qualified.

Vote Needed -	A majority of the directors present at the meeting after a quorum is achieved.
FOR –	Ms. Altman, Ms. Blumenthal, Dr. Chan, Ms. Daniel, Ms. Franklin, Ms. Hekker, Ms. McKeage, Dr. Oppenheim, Mr. Price, Dr. Rose, Mr. Stolz, and Dr. VARUGHESE- Raju.
AGAINST –	None.
ABSTAIN –	None.
RECUSE –	None.
NOTE -	The following directors had not yet joined the meeting when the vote occurred – Ms. Kerins and Mr. Stefanou

I hereby attest that the above resolutions were unanimously adopted at the October 28, 2021 meeting of the HCHSAA Board.

Maria Hekker, Secretary