

**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC.  
MEETING MINUTES**

|                                |   |
|--------------------------------|---|
| <b>Entity</b>                  | <b>Board of Directors</b> (the “Board”) of Hunter College High School Alumnae/i Association, Inc., a New York not-for-profit corporation (“HCHSAA” or the “Association”)  |
| <b>Type of Meeting</b>         | Regular Meeting   |
| <b>Date &amp; Time</b>         | November 16, 2021 at 6:45pm EDT   |
| <b>Location</b>                | Zoom Session  |
| <b>Board Attendees*</b>        | Annette Almazan ’93, Vivian Altman ’77, Peggy Blumenthal ’63, Sherman Chan ’97, Judith Daniel ’79, Mari HOASHI Franklin ’84, Alexandra Friedman ’00, Maria Hekker ’80, Jane Tillman Irving ’65, Sophia Liao ’16, Diana McKeage ’08, Jake Price ’15, Esther Rose ’71, Adam Stolz ’99, Joyce VARUGHESE-Raju ’98, and Frederick Yee ’93. |
| <b>Board Absentees*</b>        | Emma OWENS Kerins ’84, Rosa BLITZER Oppenheim ’66, Gabe Rosenberg ’94, and David Stefanou ’87.  |
| <b>HCHSAA Staff Attendees*</b> | Claudia Beard (Manager, Membership & Administration) and Kinshasa Peterson (Communications Manager).  |
| <b>Other Attendees*</b>        | NONE.   |
| <b>*</b>                       | All participants attended virtually via Zoom.   |
| <b>Notice and Agenda</b>       | Notice of and agenda ( <u>Exhibit A</u> ) for the meeting were sent via email.  |

The meeting was called to order at 6:45p.m. by President Altman. Secretary Hekker acted as Secretary of the meeting. A quorum was established at 6:46p.m.

- I. **Welcome, Future Meetings and Conflicts Check** - Altman welcomed all board members and staff to the meeting. Altman reviewed the agenda and inquired if any Board members had a conflict of interest. No conflicts were reported.
  
- II. **Consent Agenda**- Hekker asked if anyone wished to move any items off the consent agenda. Since there were no objections, she noted that minutes for the October 28, 2021 Special Meeting of the Board (the only item on the consent agenda) had been distributed to the Board for review prior to the meeting.

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

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|----------------------|--|
| <b>Moved -</b>       | Hekker   |
| <b>Seconded -</b>    | Rose   |
| <b>Vote Needed -</b> | A majority of the directors present at the meeting after a quorum is achieved.                       |
| <b>FOR –</b>         | Altman, Blumenthal, Chan, Daniel, Franklin, Hekker, McKeage, Price, Rose, Stolz, and VARUGHESE-Raju. |
| <b>AGAINST –</b>     | None.  |
| <b>ABSTAIN –</b>     | Almazan, Friedman, Irving, Liao, and Yee   |
| <b>RECUSE –</b>      | None.  |
| <b>NOTE -</b>        | None.  |

### III. **Committee Reports** – The Board discussed the following committee reports.

- **Executive Committee** – Altman reported that the Executive Committee was continuing its work to transition all signing privileges and other authority from former officers. She noted that the Board had been provided with the minutes of all recent Executive Committee meetings to review. She reminded that Board that the directors had been polled and agreed to establish a calendar for all of regular meetings for the rest of the fiscal year ending June 30, 2022. She explained that the meetings will be held at 6:45pm on the third Tuesday of each odd-numbered month and asked each committee to determine a schedule of meetings that aligns with the Board schedule. She noted that a list of annual projects and assignments for each committee had been provided to the Board prior to the meeting and asked them to review it and provide any relevant edits and deadlines. Finally, she explained that the Executive Committee was working to reassign directors to committees and would be sending out that information soon.
- **Audit Committee** – Altman reported that, in July, the Association retained Lutz & Carr LLP, certified public accountants, to audit HCHSAA financial statements for the fiscal year ended June 30, 2021. She noted that the Executive Committee has started providing materials to Lutz & Carr and will transition that process to the Audit Committee. Altman also reported that former Treasurer Yee had agreed to serve as Audit Committee Chair.
- **Finance Committee** – Rose reported that the Finance Committee was working to draft a budget for the fiscal year ending June 30, 2022. She also noted that, as Treasurer, she was still working to get a complete picture of the Association’s accounts. Rose reviewed the year to date (July 1, 2021 to October 30, 2021) financial statements, and noted that the Association currently had about \$1.9 million in assets and explained that she was working to identify which of those assets are bequests and which had been restricted by donors.
- **Grants Committee** - Rose noted that the Grants Committee was seeking a new chair. She also reported that, based on her review of the Association’s financials, HCHSAA had made total grants ranging between \$150,000 and \$180,000 per year for the past several years.
- **Development Committee** – Altman reported that HCHSAA does not currently have a Development Committee Chair or a Director of Development. She explained that the Executive Committee was arranging to hire HCHSAA’s former Director of Development (Caitlin Terry) as a consultant to assist the Association until a new Executive Director can be hired. She reported that the Executive Committee had worked with Yee, Blumenthal, Peterson and Beard to get a sense of current gifts relative to the expectations budgeted for the current fiscal year. Finally, she noted that HCHSAA was planning to run a Giving Tuesday and year end campaign with Ms. Terry’s help.
- **Governance Committee** – In committee chair Oppenheim’s absence, Price reported that the Governance Committee had reviewed the Association’s By-Laws and was planning to send a set of proposed updates and amendments to HCHSAA’s legal counsel at White & Case LLP to review. He noted that, per the report prepared by Oppenheim and distributed prior to the meeting, the Governance Committee had also:

- o Informed the Diversity Committee and Grants Committee that they should rely on the advice provided by White & Case in July 2020 regarding the Association’s student interns to make nominal stipends to those interns;
- o Begun drafting a template for committee charters to be reviewed by legal counsel and once the template is finalized it will be distributed to all committees to fill in the blanks and submit to the Governance Committee, the Governance Committee will review the draft charters, make any necessary edits and then recommend them the Board for approval;
- o Discussed the suggestion that the Board have legal counsel present at all meetings and decided that it was not realistic given the size and scope of the Association but instead was working to develop a more regular relationship with legal counsel going forward;
- o Recommended that the Board continue to meet every other month over the summer (instead of taking the summer off); and
- o Prepared a proposed reorganization of the Board’s committees for discussion.

The Board then discussed the proposed reorganization of its committees, refining them to reflect what the Board wants to achieve, preventing silos, facilitating communication, adhering to best practices, creating greater efficiency, maintaining checks and balances, encouraging committees that have not yet met this year to start their work, creating subcommittees, and working with legal counsel to determine which committee had to be Committees of the Board.

Ms. Peterson departed from the meeting at 7:45pm.

- Diversity Committee – Committee Chair Daniel reported on the Diversity Committee’s active subcommittees and planned mentoring program survey.
  - o Retention Subcommittee Recommendations – Altman reviewed the Retention Subcommittee Recommendations that had been provided to the Board prior to and reviewed at its October 28, 2021 special meeting and provided again prior to this meeting. The Board discussed the report.

**Resolution 2021-08** – Upon motion duly made and seconded, the Board unanimously approved Resolution 2021-08 attached hereto as Exhibit B.

**Moved -** Hekker

**Seconded -** Blumenthal

**Vote Needed -** A majority of the directors present at the meeting after a quorum is achieved.

**FOR –** Almazan, Altman, Blumenthal, Chan, Daniel, Franklin, Friedman, Hekker, Irving, Liao, McKeage, Price, Rose, Stolz, VARUGHESE-Raju, and Yee

**AGAINST –** None.

**ABSTAIN –** None.

**RECUSE –** None.

**NOTE -** None.

Friedman departed from the meeting at 8:19pm

- o Summer Intern Stipends – The Board reviewed the recommendation from the Governance Committee that the Development Committee and Grants Committee rely on the July 2020 advice from legal counsel (discussed above) to grant nominal stipends to student interns.

**Resolution 2021-09** – Upon motion duly made and seconded, the Board unanimously approved Resolution 2021-09 attached hereto as Exhibit B.

**Moved -** Rose

**Seconded -** Altman

**Vote Needed -** A majority of the directors present at the meeting after a quorum is achieved.

**FOR –** Almazan, Altman, Blumenthal, Chan, Daniel, Franklin, Hekker, Irving, Liao, McKeage, Price, Rose, Stolz, VARUGHESE-Raju, and Yee

**AGAINST –** None.

**ABSTAIN –** None.

**RECUSE –** None.

**NOTE -** Friedman departed the meeting before the vote occurred.

McKeage departed from the meeting at 8:20pm.

- o Transportation Grant – Altman reported that Lisa Siegmann (Director of Hunter College Campus Schools (“HCCS”)) had asked the Association for a grant of \$8,000 to provide transportation assistance to the families of four 7<sup>th</sup> grade students who live far from Hunter College High School (“HCHS”), without easy access to public transportation, away from other classmates with whom to commute or carpool and who need help with additional transportation costs (mostly express busses that do not accept student passes). The Board reviewed the Request for Grant Form prepared by Siegman and the recommendation of the Grant Committee. The directors also discussed the last-minute nature of the request, the lack of communication regarding transportation options from HCHS, and the experiences of some other families who had also requested transportation assistance from HCHS but not received any. Altman noted that in future discussions with Siegman, the Executive Committee will stress the need to follow the normal grants process and the Association’s desire for HCHS to demonstrate an equitable and inclusive use of its grant funds.

Almazan and Liao departed from the meeting at 8:26pm.

**Resolution 2021-10** – Upon motion duly made and seconded, the Board unanimously approved Resolution 2021-10 attached hereto as Exhibit B.

**Moved -** Rose

**Seconded -** Blumenthal

**Vote Needed -** A majority of the directors present at the meeting after a quorum is achieved.

- FOR –** Altman, Blumenthal, Chan, Daniel, Franklin, Hekker, Irving, Price, Rose, Stolz, VARUGHESE-Raju, and Yee
- AGAINST –** None.
- ABSTAIN –** None.
- RECUSE –** None.
- NOTE -** Almazan, Friedman, Liao, and McKeage departed the meeting before the vote occurred.

Yee departed from the meeting at 8:42pm and VARUGHESE-Raju departed at 8:48pm.

IV. **Loss of Quorum** - With only 10 directors remaining at the meeting the Board did not have a quorum to vote on any additional items on the agenda.

- Executive Director Search Committee - The Board agreed that it would need to seek approval of the proposal to create a special ad hoc Committee of the Corporation to conduct a search for a new Executive Director either via a unanimous written consent or a special meeting in advance of the next scheduled Board meeting on January 18, 2022.
- HCHS Grant Request for Video-Tutorials - The remaining directors agreed that the second grant request from Siegman (for financial assistance for video-taping HCHS teacher tutorials for the HCHS entrance exam) required additional information before it could be approved. They asked the Grants Committee to seek that information from HCHS.

V. **New Business** - There was no new business.

VI. **Adjournment**

At 8:52p.m., Price 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 -** Price
- Seconded -** Altman
- Vote Needed -** Pursuant to HCHSAA By-Law 2.05, a majority of the directors present at the meeting, whether or not a quorum is present.
- FOR –** Altman, Blumenthal, Chan, Daniel, Franklin, Hekker, Irving, Price, Rose, and Stolz.
- AGAINST –** None.
- ABSTAIN –** None.
- RECUSE –** None.
- NOTE -** Almazan, Friedman, Liao, McKeage, VARUGHESE-Raju, and Yee departed the meeting before the vote occurred.

Respectfully submitted,

By: Claudia Beard  
For Maria Hekker, Secretary

EXHIBIT A

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

November 16, 2021 6:45 PM

| <u>Agenda Item</u>  | <u>Action</u>                             | <u>Time</u> |
|---|---|-------------|
| I. <b>Welcome (Vivian Altman)</b> <ul style="list-style-type: none"><li>● <b>Establish Quorum</b></li><li>● <b>Review Agenda and Conflicts Check (Maria Hekker)</b></li></ul>   |   |             |
| II. <b>Consent Agenda (Maria Hekker)</b> <ul style="list-style-type: none"><li>● <b>Adopt Minutes of October 28<sup>th</sup> Board meeting</b></li></ul>  | <b>VOTE</b>                               |             |
| III. <b>Committee Updates</b> <ul style="list-style-type: none"><li>● <b>Executive Committee – (Vivian Altman)</b><ul style="list-style-type: none"><li>● Minutes of Prior Executive Committee Meetings</li><li>● Committees – Pending Projects and New Director Assignments</li><li>● Calendar of Meetings</li></ul></li><li>● <b>Audit Committee – (Vivian Altman)</b><ul style="list-style-type: none"><li>● Retention of Auditors</li><li>● FYE 6/30/21 Audit</li></ul></li><li>● <b>Finance Committee – (Esther Rose)</b><ul style="list-style-type: none"><li>● FYE 6/30/22 Budget</li></ul></li><li>● <b>Governance Committee (Rosa Oppenheim)</b><ul style="list-style-type: none"><li>● Articles of Incorporation</li><li>● Bylaws (including Committee Structure)</li><li>● Summer Interns</li></ul></li><li>● <b>Diversity Committee (Judith Daniel)</b><ul style="list-style-type: none"><li>● Retention Subcommittee Recommendations (Vivian Altman)</li></ul></li><li>● <b>Grants Committee (Esther Rose)</b><ul style="list-style-type: none"><li>● Summer Intern Nominal Stipend Grants</li><li>● Transportation Assistance Grant</li><li>● Hunter Foundation Grant Update</li></ul></li><li>● <b>Other??</b></li></ul> | <b>VOTE</b><br><b>VOTE</b><br><b>VOTE</b> |             |
| IV. <b>Executive Session</b> <ul style="list-style-type: none"><li>● <b>Executive Committee Transition Issues</b></li><li>● <b>Staffing/Personnel</b><ul style="list-style-type: none"><li>● Employee Handbook Update</li><li>● Vice President = Personnel Liaison</li><li>● Executive Director Search - Committee Creation and Appointments</li></ul></li></ul>  | <b>VOTE</b>                               |             |

- Development Transition Plans
- V. **New Business (Vivian Altman)**
- VI. **Adjourn (Vivian Altman)**

**VOTE**

**EXHIBIT B**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)**  
**RESOLUTION 2021-08**  
**ADOPTION OF DIVERSITY COMMITTEE’S**  
**RETENTION SUBCOMMITTEE RECOMMENDATIONS**

**WHEREAS**, the Board of Directors (“Board”) has reviewed the recommendations of the Retention Subcommittee of the Diversity Committee (the “Retention Subcommittee Recommendations”) and desires to adopt the Retention Subcommittee Recommendations.

Upon motion duly made (by Maria Hekker) and seconded (by Peggy Blumenthal) it was unanimously

**RESOLVED**, that the Board hereby adopts the Retention Subcommittee Recommendations as a starting point for discussions and collaboration with the administration of Hunter College High School (“HCHS”).

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| <b>Vote Needed -</b> | A majority of the directors present at the meeting after a quorum is achieved.  |
| <b>FOR –</b>         | Anette Almazan, Vivian Altman, Peggy Blumenthal, Sherman Chan, Judith Daniel, Alexandra Friedman, Mari Hoashi Franklin, Maria Hekker, Jane Tillman Irving, Sophia Liao, Diana McKeage, Jake Price, Esther Rose, Adam Stolz, Joyce Varughese-Raju and Frederick Yee. |
| <b>AGAINST –</b>     | None.   |
| <b>ABSTAIN –</b>     | None.   |
| <b>RECUSE –</b>      | None.   |
| <b>NOTE -</b>        | None.   |

I hereby attest that the above resolutions were unanimously adopted at the November 16, 2021 meeting of the HCHSAA Board.

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Maria Hekker, Secretary



**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)  
RESOLUTION 2021-09  
ADOPTION OF SUMMER INTERN STIPEND REQUEST**

**WHEREAS**, the Board has reviewed the recommendations of the Grants Committee, the Diversity Committee and the Governance Committee that HCHSAA grant an aggregate of \$3,700 to ten (10) students at Hunter College High School (HCHS), who served as interns for HCHSAA, in amounts varying from \$100 to \$500 (as determined by the Grants Committee and the Diversity Committee) to provide a nominal stipend; and

**WHEREAS**, the Board desires to approve such grant request.

Upon motion duly made (by Esther Rose) and seconded (by Vivian Altman), it was unanimously

**RESOLVED**, that HCHSAA shall make an aggregate grant of \$3,700 to ten (10) students at Hunter College High School (HCHS), who served as interns for HCHSAA, in amounts varying from \$100 to \$500 (as determined by the Grants Committee and the Diversity Committee) to provide a nominal stipend.

- Vote Needed -** A majority of the directors present at the meeting after a quorum is achieved.  
**FOR –** Almazan, Altman, Blumenthal, Chan, Daniel, Franklin, Hekker, Irving, Liao, McKeage, Price, Rose, Stolz, VARUGHESE-Raju, and Yee  
**AGAINST –** None.  
**ABSTAIN –** None.  
**RECUSE –** None.  
**NOTE -** Friedman departed the meeting before the vote occurred.

I hereby attest that the above resolutions were unanimously adopted at the November 16, 2021 meeting of the HCHSAA Board.

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Maria Hekker, Secretary

**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)  
RESOLUTION 2021-10  
ADOPTION OF TRANSPORTATION GRANT REQUEST**

**WHEREAS**, the Board has reviewed the Grants Committee’s recommendation that HCHSAA provide \$8,000 to Hunter College High School (HCHS) to provide assistance to four families with 7<sup>th</sup> graders who live far from HCHS, without easy access to public transportation, away from other classmates with which to commute or carpool, and who need help with additional transportation costs; and

**WHEREAS**, the Grants Committee recommends that the Board approve such grant request.

Upon motion duly made (by Esther Rose) and seconded (by Peggy Blumenthal), it was unanimously

**RESOLVED**, that HCHSAA shall make a grant to HCHS of \$8,000 to provide assistance to four families with 7<sup>th</sup> graders who live far from HCHS, without easy access to public transportation and need help with additional transportation costs.

- Vote Needed -** A majority of the directors present at the meeting after a quorum is achieved.  
**FOR –** Vivian Altman, Peggy Blumenthal, Sherman Chan, Judith Daniel, Mari Hoashi Franklin, Maria Hekker, Jane Tillman Irving, Jake Price, Esther Rose, Adam Stolz, Joyce Varughese-Raju and Frederick Yee.  
**AGAINST –** None.  
**ABSTAIN –** None.  
**RECUSE –** None.  
**NOTE -** Anette Almazan, Alexandra Friedman, Sophia Liao, and Diana McKeage departed before the vote was taken.

I hereby attest that the above resolutions were unanimously adopted at the November 16, 2021 meeting of the HCHSAA Board.

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Maria Hekker, Secretary