

# 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>	January 18, 2022 at 6:45pm ET
<b>Location</b>	Zoom Session
<b>Board Attendees*</b>	Vivian Altman ’77, Peggy Blumenthal ’63, Sherman Chan ’97, Judith Daniel ’79, Alexandra Friedman ’00, Mari HOASHI Franklin ’84, Maria Hekker ’80, Jane Tillman Irving ’65, Rosa BLITZER Oppenheim ’66, Jake Price ’15, Esther Rose ’71, David Stefanou ’87, Joyce VARUGHESE-Raju ’98, Frederick Yee ’93
<b>Board Absentees*</b>	Emma OWENS Kerins ’84, Sophia Liao ’16, Diana McKeage ’08, Adam Stolz ’99
<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. Hekker reviewed the agenda and inquired if any persons present had a conflict of interest. No conflicts were reported.
  
- II. **Consent Agenda**- Hekker reviewed the three items on the consent agenda and asked if anyone wished to move any items off the consent agenda for discussion. There were no objections to the item on the consent agenda.
  - a. **Prior Minutes** - Hekker noted that minutes for the November 16, 2021 Regular Meeting of the Board had been distributed to the Board for review prior to the meeting.

**Procedural Resolution** - Upon motion duly made and seconded, the Board unanimously approved the minutes of its regular November 16, 2021 meeting. (This procedural resolution was not included in the exhibits or in the log of resolutions.)

- |                      |   |
|----------------------|---|
| <b>Moved -</b>       | Hekker  |
| <b>Seconded -</b>    | VARUGHESE-Raju  |
| <b>Vote Needed -</b> | A majority of the directors present at the meeting after a quorum is achieved.                                  |
| <b>FOR –</b>         | Altman, Blumenthal, Daniel, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, VARUGHESE-Raju, and Yee |
| <b>AGAINST –</b>     | None.   |
| <b>ABSTAIN –</b>     | None.   |
| <b>RECUSE –</b>      | None.   |
| <b>NOTE -</b>        | Chan and Franklin had not arrived at the meeting when the vote occurred.  |

- b. **Appointment of New Committee Members and Chairs** - Hekker reviewed the list of Committee appointments and Committee Chairs named by President Altman outlined in Resolution 2022-02, attached hereto as Exhibit B.

**Resolution 2022-02** - Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-02, attached as hereto as Exhibit B.

**Moved -** Hekker  
**Seconded -** VARUGHESE-Raju  
**Vote Needed -** A majority of the entire Board pursuant to By-Laws 3.01 and 3.02.  
**FOR –** Altman, Blumenthal, Daniel, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, VARUGHESE-Raju, and Yee  
**AGAINST –** None.  
**ABSTAIN –** None.  
**RECUSE –** None.  
**NOTE -** Chan and Franklin had not arrived at the meeting when the vote occurred.

- c. **Dissolution of Reunion Committee and Suspension of Ad Hoc 3 Year Planning Committee** - Hekker reviewed the proposal by the Executive Committee that the Board dissolve the Reunion committee and fold its responsibilities into the Program Committee and suspend the work of the Ad Hoc 3-Year Planning Committee outlined in Resolution 2022-03, attached hereto as Exhibit C.

- d. **Resolution 2022-03** - Upon motion duly made and seconded, the Board unanimously approved Resolution 2022—03, attached hereto as Exhibit C.

**Moved -** Hekker  
**Seconded -** VARUGHESE-Raju  
**Vote Needed -** A majority of the entire Board pursuant to By-Law 3.03.  
**FOR –** Altman, Blumenthal, Daniel, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, VARUGHESE-Raju, and Yee  
**AGAINST –** None.  
**ABSTAIN –** None.  
**RECUSE –** None.  
**NOTE -** Chan and Franklin had not arrived at the meeting when the vote occurred.

Franklin joined the meeting at 6:50pm ET.

**III. Committees** – The Board discussed the following issues:

- a. **Reports** – Altman noted that the Board had received reports, minutes and unanimous written consents from some Committees of the Board and Committees of the Corporation to review prior to the Meeting. She reviewed recent actions taken by and recommendations from the Executive Committee. Altman noted that the Diversity Committee report would be discussed during the Grant Approval process and that the

Finance Committee and Ad Hoc Executive Director Search Committees would report during Executive Session at the end of the meeting.

Chan joined the meeting at 7:10pm ET.

- b. **Pending Committee Issues** - Altman reviewed the Committee Projects Chart drafted by the Executive Committee, discussed the importance of HCHSAA having a clear mission, and asked for feedback from the Board. The Board discussed adding goals for each committee, developing metrics for assessing progress, creating greater connections among alums, leveraging underutilized resources (like the HCHSAA YouTube Channel), and increasing alum participation in events and programs. Altman asked each committee to meet in the next month to review the chart and develop feedback, goals, pending projects and metrics to send to the Executive Committee. The Board also discussed various ways for alums to record their membership in the Association each year for the Annual Meeting. Hekker and Franklin agreed to work together to develop viable options for that process. Altman noted that two committees (Governance and Development) still needed to chairs and asked the directors to think about volunteering for one of those posts.
- c. **Grants** – The Board reviewed two grant proposals.
  - i. HCHS Entrance Test Video Tutorial Library – Oppenheim (new Chair of the Grants Committee) invited Rose (former Chair of the Grants Committee) to review the proposal from Hunter College High School (HCHS) for funding to develop a video tutorial library for the HCHS entrance test outlined in Resolution 2022-04, attached hereto as Exhibit D. Rose noted that the proposal for this grant had been distributed prior to and discussed at the November 16, 2021 Board meeting and redistributed prior to this meeting. Rose explained that Director of Campus Schools Lisa Siegman did not have a final budget for the project when the Executive Committee met with her a few days earlier but estimated a cost between \$5,000 and \$10,000 for a videographer and HCHS teacher stipends. The Executive Committee agreed to help find a volunteer or low-cost videographer from the alum community and agreed to an initial grant of \$5,000 for the project.

The Board discussed the status of a prior \$30,000 grant to help fund Kwellor Prep classes for some HCHS applicants. Rose explained that the grant had been referred to the Diversity Committee to assess, but no action was taken due to the uncertainty around if, when and how the HCHS test would be given in 2021 and ultimately the issue became moot when the test was scheduled for early June. Chan noted that there could be an overlap between some of the materials used by Keller Prep and those proposed for the HCHS teacher video library. The Board discussed the pros and cons of the \$30,000 cost of one year of Kwellor Prep classes for a few applicants versus the \$5,000 to \$10,000 cost of a video library created by HCHS teachers for all applicants which could remain available in perpetuity. The Board also discussed seeking approval from Kwellor Prep to include some of its HCHS videos in the new archive.

**Resolution 2022-04** – Upon motion duly made and seconded, the Board approved Resolution 2022-04, attached hereto as Exhibit D.

**Moved** - Altman  
**Seconded** - Price  
**Vote Needed** - A majority of the directors present at the meeting after a quorum is achieved.  
**FOR** – Altman, Blumenthal, Chan, Daniel, Franklin, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, and Yee  
**AGAINST** – None.

**ABSTAIN** – VARUGHESE-Raju  
**RECUSE** – None.  
**NOTE** - None.

- ii. Diversity Committee Pilot Mentoring Program – Diversity Committee Chair Daniel noted the overview of the Pilot Mentorship Program provided to the Board prior to the meeting, as well as a description in Resolution 2022-05, attached hereto as Exhibit E. Daniel reported that three or four students have already expressed interest in being mentored, and 12 alums have been identified as possible mentors. She explained that students will be matched with alums based on interest and that a training program is being developed for those alums who are being considered as potential mentors. Franklin noted that, through the efforts of Diversity Committee and Retention Sub-Committee member David Robison, the organization Mentoring Central was identified as a source to train HCHS alum mentors. She reported that Mentoring Central is a national organization that sets mentoring standards, uses video clips and other methods as tutorials, and issues a certificate at the conclusion of the course. The cost per participant will be approximately \$10.00. She explained that the Diversity Committee was seeking a grant of \$200 to cover the cost of the mentoring training and of background checks for the initial alum participants in the Pilot Mentoring Program.

**Resolution 2022-05** – Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-05, attached hereto as Exhibit E.

**Moved** - Altman  
**Seconded** - Price  
**Vote Needed** - A majority of the directors present at the meeting after a quorum is achieved.  
**FOR** – Altman, Blumenthal, Chan, Daniel, Franklin, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, VARUGHESE-Raju, and Yee  
**AGAINST** – None.  
**ABSTAIN** – None.  
**RECUSE** – None.  
**NOTE** - None.

- d. **Governance – Board Recruitment and Annual Meeting Preparation** - The Board briefly discussed the recruitment process and preparation for the Annual Members Meeting on June 4, 2022.

IV. **Executive Session** - At 7:34pm ET, the meeting moved into Executive Session.

Peterson and Beard departed from the meeting at 7:34pm ET.

- a. **Finance Committee – FYE 6/30/2022 Budget** - Treasurer Rose reviewed the documents sent to the Board from the Finance Committee prior to the meeting, including the Board approved budgets for the fiscal years ended June 30, 2020 and June 30, 2021, as well as the draft budget for the fiscal year ending June 30, 2022 prepared earlier in the year. She presented the Association’s Statement of Activity for the fiscal years ended June 30, 2020 and June 30, 2021 and for the period from July 1, 2021 to January 14, 2022 along with its Statement of Financial Position as of December 31, 2021 (also included in the documents sent to the Board by the Finance Committee). The Board discussed the proposed revised budget for the fiscal year ending June 30, 2022 attached as Exhibit F-1.

**Resolution 2022-06** – Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-06, attached hereto as Exhibit F.

**Moved -** Blumenthal

**Seconded -** Franklin

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

**FOR –** Altman, Blumenthal, Chan, Daniel, Franklin, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, VARUGHESE-Raju, and Yee

**AGAINST –** None.

**ABSTAIN –** None.

**RECUSE –** None.

**NOTE -** None.

- b. **Special Committee Recommendation** – Hekker and Price summarized the work of the ad hoc Special Committee of the Board created by the Board on September 8, 2021 (the “Special Committee”) to resolve issues raised in or relating to a letter to the Board from a former HCHSAA employee dated June 2, 2021 (the “June 2<sup>nd</sup> Letter”). They then presented the recommendation of the Governance Committee and the Executive Committee (summarized in Resolution 2022-07 set forth in Exhibit G) that the Board dissolve the Special Committee and assign all of its responsibilities and authority to resolve issues raised in or relating to the June 2<sup>nd</sup> Letter to the Governance Committee, which responsibilities shall be conducted and authority exercised through a subcommittee of the Governance Committee (composed of directors without conflicts of interest).

**Resolution 2022-07** – Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-07, attached hereto as Exhibit G.

**Moved -** Blumenthal

**Seconded -** Franklin

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

**FOR –** Altman, Blumenthal, Chan, Daniel, Franklin, Friedman, Irving, Oppenheim, Rose, Stefanou, and VARUGHESE-Raju.

**AGAINST –** None.

**ABSTAIN –** Hekker, Price, and Yee.

**RECUSE –** None.

**NOTE -** None.

- c. **Staffing, Personnel and Executive Director Search** – Altman, Price, and Daniel gave a report on the status of the Executive Director search and the work of the Ad Hoc Executive Director Search Committee. They asked that directors provide them with input on the job description for the Executive Director position. The Board discussed the Association’s current and future staffing needs. Price reported that he and Altman would conduct annual reviews for HCHSAA staff later in the week.

No other resolutions were adopted during Executive Session.

V. **Adjournment** – The Board agreed to adjourn the meeting at 8:27pm ET.

**Procedural Resolution** - Upon motion duly made and seconded, the Board unanimously agreed to adjourn the meeting. (This procedural resolution was not included in the exhibits or in the log of resolutions.)

**Moved -** Hekker

**Seconded -** Blumenthal

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

**FOR –** Altman, Blumenthal, Chan, Daniel, Franklin, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, VARUGHESE-Raju, and Yee

**AGAINST –** None.

**ABSTAIN –** None.

**RECUSE –** None.

**NOTE -** None.

Respectfully submitted,

By: Kinshasa Peterson

Executive Session By: Maria Hekker

For Maria Hekker, Secretary

**EXHIBIT A**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION**  
**BOARD OF DIRECTORS REGULAR MEETING**  
**AGENDA**  
**January 18, 2022 6:45 PM (ET)**

AGENDA ITEM	PRESENTER	VOTE ON RESOLUTION NUMBER	TIMING		
			Start	Finish	Total
<b>1. Welcome</b>	Altman		6:45pm	6:50pm	5 min.
a. Establish Quorum	Altman				
b. Review Agenda and Check for Conflicts	Hekker				
<b>2. Consent Agenda</b>	Hekker	<b>Procedural</b>	6:50pm	6:55pm	5 min.
a. Approve Prior Minutes					
b. Committees					
i. Approve New Committee Nominees and Chairs		<b>2022-02</b>			
ii. Dissolve Reunion Committee and Suspend Ad Hoc 3 Year Planning Committee		<b>2022-03</b>			
<b>3. Committees</b>					
a. Reports	Altman		6:55pm	7:05pm	10 min.
i. Executive Committee Report					
ii. Written Committee Reports and Minutes					
b. Pending Committee Issues	Altman		7:05pm	7:10pm	5 min.
i. Projects and Deadlines					
ii. Goals					
iii. Vacant Chairs					
c. Grants –	Rose		7:10pm	7:20pm	10 min.
i. HSHCAA request for funding for video-taping entrance test tutorials	Oppenheim	<b>2022-04</b>			
ii. Diversity Committee Request for funding for Pilot Mentoring Program	Daniel	<b>2022-05</b>			
d. Governance – Board Recruitment and Annual Meeting Preparation	Hekker		7:20pm	7:25pm	5 min.
<b>4. Executive Session</b>					
a. Finance – FYE 6/30/22 Budget	Rose	<b>2022-06</b>	7:25pm	7:35pm	10 min.
b. Special Committee Recommendation	Hekker/Price	<b>2022-07</b>	7:35pm	7:55pm	20 min.
c. Staffing, Personnel and Executive Director Search	Altman		7:55pm	8:05pm	10 min.
d. Executive Committee Transition	Altman		8:05pm	8:10pm	5 min.
<b>5. Adjourn</b>	Altman	<b>Vote</b>	8:10pm	8:15pm	5 min.

**EXHIBIT B**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)**  
**RESOLUTION 2022-02**  
**COMMITTEE ASSIGNMENTS AND CHAIRS**

**WHEREAS**, due to changes in the composition of the Board of Directors (the “Board”), the Board needs to revise its committee assignments and chairs.

Upon motion duly made (by Hekker) and seconded (by VARUGHESE-Raju), it was unanimously

**RESOLVED**, that the directors shall be assigned to the committees set forth on Exhibit B-1 attached hereto and the Board acknowledges the committee chairs appointed by the President and listed on such Exhibit B-1.

- Vote Needed -** A majority of the entire Board pursuant to By-Laws 3.01 and 3.02.  
**FOR –** Altman, Blumenthal, Daniel, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, VARUGHESE-Raju, and Yee  
**AGAINST –** None.  
**ABSTAIN –** None.  
**RECUSE –** None.  
**NOTE -** Chan and Franklin had not arrived at the meeting when the vote occurred.

I hereby attest that the above resolutions were unanimously adopted at the January 18, 2022 meeting of the HCHSAA Board.

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Maria Hekker, Secretary



**EXHIBIT B-1**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (HCHSAA)**  
**COMMITTEE ASSIGNMENTS**

<b>Audit</b> (Committee of the Board)	<b>Governance</b> (Committee of the Board)
<i>Chair</i> – Frederick Yee	<b>Chair -</b>
Vivian Altman (EC)	Peggy Blumenthal
Adam Stolz	Maria Hekker (EC)
<i>Staff Liaison</i> – Claudia Beard	Mari Hoashi Franklin
	Rosa Blitzer Oppenheim
<b>Communications</b> (Committee of the Corporation)	Jake Price (EC)
<i>Co-Chair</i> – Jane Tillman Irving	Adam Stolz
<i>Co-Chair</i> – Maria Hekker (EC)	<i>Staff Liaison</i> – New ED
Peggy Blumenthal	
David Stefanou	<b>Grants</b> (Committee of the Corporation)
Joyce Varughese-Raju	<i>Chair</i> - Rosa Blitzer Oppenheim
<i>Staff Liaison</i> – Kinshasa Peterson	Sherman Chan
	Esther Rose (EC)
<b>Development</b> (Committee of the Corporation)	David Stefanou
<b>Chair -</b>	<i>Staff Liaison</i> – Claudia Beard
Alexandra Friedman	
Maria Hekker (EC)	<b>Investment</b> (Committee of the Corporation)
Emma Owens Kerins	<i>Chair</i> - Esther Rose (EC)
Diana McKeage	Vivian Altman (EC)
<i>Staff Liaison</i> – Claudia Beard	Frederick Yee
	<i>Staff Liaison</i> – New ED
<b>Diversity</b> (Committee of the Corporation)	
<i>Chair</i> – Judith Daniel	<b>Membership</b> (Committee of the Corporation)
Vivian Altman (EC)	<i>Co-Chair</i> – Sophia Liao
Mari Hoashi Franklin	<b>Co-Chair -</b>
Jane Tillman Irving	Mari Hoashi Franklin
Joyce Varughese-Raju	Alexandra Friedman
<i>Staff Liaison</i> – Kinshasa Peterson	<i>Staff Liaison</i> – Claudia Beard
<b>Executive</b> (Committee of the Board)	<b>Programs/Reunions</b> (Committee of the Corporation)
<i>Chair</i> – Vivian Altman	<i>Chair</i> - David Stefanou
Maria Hekker	Jane Tillman Irving
Jake Price	Emma Owens Kerins
Esther Rose	Sophia Liao
	Diana Mckeage
<b>Finance</b> (Committee of the Board)	Joyce Varughese-Raju
<i>Chair</i> – Esther Rose (EC)	<i>Staff Liaison</i> - Kinshasa Peterson
Sherman Chan	
Diana McKeage	<b>Ad Hoc Executive Director Search</b>
Frederick Yee	<i>Chair</i> -Jake Price (EC)
<i>Staff Liaison</i> – Claudia Beard	Vivian Altman (EC)
	Judith Daniel

**EXHIBIT C**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)**  
**RESOLUTION 2022-03**  
**DISSOLUTION OF REUNION COMMITTEE**  
**AND**  
**SUSPENSION OF 3-YEAR PLANNING COMMITTEE**

**WHEREAS**, the Board deems it advisable to dissolve the Reunion Committee (which was established by the Board as an additional Committee of the Corporation pursuant to By-Law 3.03 and which currently has no members) and assign its responsibilities to the Program Committee; and

**WHEREAS**, the Board deems it advisable to suspend the ad hoc Three-Year Planning Committee (which was established by the Board as an additional Committee of the Corporation pursuant to By-Law 3.03) until HCHSAA hires a new Executive Director, at which time the Board can reactivate that committee and assign it new members.

Upon motion duly made (by Hekker) and seconded (by VARUGHESE-Raju), it was unanimously

**RESOLVED**, that the Board shall dissolve the Reunion Committee (which was established by the Board as an additional Committee of the Corporation pursuant to By-Law 3.03 and which currently has no members) and assign its responsibilities to the Program Committee; and

It was further

**RESOLVED**, that the Board shall suspend the ad hoc Three-Year Planning Committee (which was established by the Board as an additional Committee of the Corporation pursuant to By-Law 3.03) until HCHSAA hires a new Executive Director, at which time the Board can reactivate that committee and assign it new members.

**Vote Needed -** A majority of the entire Board pursuant to By-Law 3.03.  
**FOR –** Altman, Blumenthal, Daniel, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, VARUGHESE-Raju, and Yee  
**AGAINST –** None.  
**ABSTAIN –** None.  
**RECUSE –** None.  
**NOTE -** Chan and Franklin had not arrived at the meeting when the vote occurred.

I hereby attest that the above resolutions were unanimously adopted at the January 18, 2022 meeting of the HCHSAA Board.

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Maria Hekker, Secretary

**EXHIBIT D**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)**  
**RESOLUTION 2022-04**  
**ADOPTION OF GRANT REQUEST FOR ENTRANCE TEST VIDEO TUTORIALS LIBRARY**

**WHEREAS**, in an effort to provide greater access to entrance exam tutorials provided Hunter College High School (HCHS) faculty to 6<sup>th</sup> grade students, HCHS has requested initial funding of \$5,000 to hire a videographer to film and edit each segment and pay an hourly stipend to the teachers filming the segments.

Upon motion duly made (by Altman) and seconded (by Price), it was unanimously

**RESOLVED**, that HCHSAA shall make a grant to HCHS of \$5,000 to provide hire a videographer and pay teachers an hourly stipend to film HCHS entrance exam tutorials.

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

**FOR** – Altman, Blumenthal, Chan, Daniel, Franklin, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, and Yee.

**AGAINST** – None.

**ABSTAIN** – VARUGHESE-Raju.

**RECUSE** – None.

**NOTE** - None.

I hereby attest that the above resolutions were unanimously adopted at the January 18, 2022 meeting of the HCHSAA Board.

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Maria Hekker, Secretary

**EXHIBIT E**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)**  
**RESOLUTION 2022-05**  
**ADOPTION OF GRANT REQUEST FOR PILOT MENTORING PROGRAM**

**WHEREAS**, the Diversity Committee has requested a grant of \$200 to conduct training and background checks for mentor candidates as further outlined in the overview of its Cura Futuri pilot mentoring program for students at Hunter College High School (HCHS) provided to the Board prior to its meeting.

Upon motion duly made (by Altman) and seconded (by Price), it was unanimously

**RESOLVED**, that HCHSAA shall approve a grant of \$200 conduct training and background checks for mentor candidates as further outlined in the overview of the Diversity Committee’s Cura Futuri pilot mentoring program for students at Hunter College High School (HCHS).

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

**FOR** – Altman, Blumenthal, Chan, Daniel, Franklin, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, VARUGHESE-Raju, and Yee.

**AGAINST** – None.

**ABSTAIN** – None.

**RECUSE** – None.

**NOTE** - None.

I hereby attest that the above resolutions were unanimously adopted at the January 18, 2022 meeting of the HCHSAA Board.

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Maria Hekker, Secretary

**EXHIBIT F**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)**  
**RESOLUTION 2022-06**  
**PRO FORMA BUDGET FOR FYE JUNE 30, 2022**

**WHEREAS**, the Finance Committee has prepared a revised pro forma budget for the fiscal year ending June 30, 2022 attached as Exhibit F-1.

Upon motion duly made (by Blumenthal) and seconded (by Franklin), it was unanimously

**RESOLVED**, that the Board adopted the revised pro forma budget for the fiscal year ended June 30, 2022 proposed by the Finance Committee and attached as Exhibit F-1.

<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, Friedman, Hekker, Irving, Oppenheim, Price, Rose, Stefanou, VARUGHESE-Raju, and 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 January 18, 2022 meeting of the HCHSAA Board.

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Maria Hekker, Secretary

**EXHIBIT F-1**  
**PRO FORMA BUDGET FOR FYE JUNE 30, 2022**

# FY2022 Proposed Budget

(all figures in Thousands)

Category	FY2021 Budget	FY2021 Actual	FY2022 Proposed
Revenue (contrib, excluding bequests)	<b>\$516</b>	<b>\$446</b>	<b>\$300*</b>
Expenses			
Payroll	\$246	\$252	\$200**
Fees / Design / Printing	\$63	\$36	\$45
Consulting	\$26	\$25	\$25
Supplies & Materials	\$30	\$47	\$40
Program Grants to HS + Awards	\$257	\$298	\$150***
Total Expenses	<b>\$622</b>	<b>\$658</b>	<b>\$460</b>
Net Revenue	<b>(\$106)</b>	<b>(\$212)</b>	<b>(\$160)</b>
Other Revenue (Bequests, Restricted, PPP)	\$308	\$224	\$200

\*Revenue ↓ due to lack of Devel Dir and focused fundraising efforts

\*\* Assumes 2 full time staff + 3 months ED/DD

\*\*\* Consistent with historical support levels (2017-20)

**EXHIBIT G**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)**  
**RESOLUTION 2022-07**  
**DISSOLUTION OF SPECIAL COMMITTEE AND ASSIGNMENT OF RESPONSIBILITIES TO**  
**GOVERNANCE COMMITTEE**

**WHEREAS**, the Board of Directors of HCHSAA (“Board”) established an ad hoc Committee of the Board pursuant to HCHSAA By-Law 3.01 on September 8, 2021 (the “Special Committee”) composed of at least three (3) directors to resolve issues raised in or relating to a letter to the Board from a former HCHSAA employee dated June 2, 2021 (the “June 2<sup>nd</sup> Letter”);

**WHEREAS**, the Special Committee was granted the authority of the Board (except as prohibited by HCHSAA By-Law subsections 3.01[a] through [j]), including, but not limited to, engaging and authorizing payment, if required, to counsel, investigators, or others to conduct an inquiry; making members of the Board and the Board’s and Association’s records available to any other persons involved in such inquiry; treating Committee deliberations confidential and keeping a confidential record of its proceedings; making disclosures only as necessary and appropriate and upon advice of the Association’s counsel; and bringing recommendations to the Board regarding taking actions and making decisions related to the foregoing;

**WHEREAS**, the Special Committee currently only has two members and cannot conduct operations and since its creation on September 8, 2021 the Special Committee has twice had to suspend its operations because of the resignation of once of its members; and

**WHEREAS**, based on the foregoing, the Governance Committee and Executive Committee recommend that the Board dissolve the Special Committee and have the Governance Committee (through a subcommittee of the Governance Committee composed of directors without conflicts of interest) assume the responsibilities and authority of the Special Committee to resolve issues raised in or relating to the June 2<sup>nd</sup> Letter.

Upon motion duly made (by Franklin) and seconded (by Friedman), it was unanimously

**RESOLVED**, that Board hereby dissolves the Special Committee and assigns all of its responsibilities and authority to resolve issues raised in or relating to the June 2<sup>nd</sup> Letter to the Governance Committee, which responsibilities shall be conducted and authority exercised through a subcommittee of the Governance Committee (composed of directors without conflicts of interest).

<b>Vote Needed -</b>	A majority of the entire Board pursuant to By-Law 3.01.
<b>FOR –</b>	Altman, Blumenthal, Chan, Daniel, Franklin, Friedman, Irving, Oppenheim, Rose, Stefanou, and VARUGHESE-Raju.
<b>AGAINST –</b>	None.
<b>ABSTAIN –</b>	Hekker, Price, and Yee.
<b>RECUSE –</b>	None.
<b>NOTE -</b>	None.

I hereby attest that the above resolutions were unanimously adopted at the January 18, 2022 meeting of the HCHSAA Board.

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Maria Hekker, Secretary