

**Hunter College High School Alumnae/i Association  
Minutes of Special Meeting of the Board of Directors  
September 8, 2021**

**Board Attendees** – Annette B. Almazan, Vivian Altman, Peggy Blumenthal, Sherman Chan, Judith Daniel, Mari Hoashi Franklin, Maria Hekker, Emma Kerins, Sophia Liao, Diana McKeage, Rosa Oppenheim, Jake Price, Esther Rose, Gabe Rosenberg, David Stefanou, Adam Solz, Raymond Tsao, Joyce Varughese-Raju, and Fred Yee

**Absent Director(s)** – Alexandra Friedman

**Other Attendees** – Earle Miller (White & Case, LLP), pro bono counsel, invited by Raymond Tsao

**Item 1 – Call to Order and Quorum**

The virtual meeting was called to order by the President, Raymond Tsao, at 5:35 p.m. EDT, with a confirmed quorum of 18 members present. Gabe Rosenberg joined the Zoom mtg shortly thereafter.

The President turned the meeting over to Governance Committee Chair, Rosa Oppenheim, to lead the discussion of the three agenda items.

**Item 2 – Creation of Special Committee to Handle June 2, 2021 Letter**

After some discussion and minor changes to the draft resolution proposed by the Governance Committee, including input from Earle Miller, pro bono counsel, the Board unanimously passed the resolution to create a Special Committee.

**Moved -** Rosa Oppenheim

**Seconded -** Mari Hoashi Franklin

**Voted Needed -** a majority of the entire Board (pursuant to Section 3.10 of the By-Laws)

**Yes -** Annette B. Almazan, Vivian Altman, Peggy Blumenthal, Sherman Chan, Judith Daniel, Mari Hoashi Franklin, Maria Hekker\*, Emma Kerins, Sophia Liao, Diana McKeage, Rosa Oppenheim, Jake Price\*, Esther Rose, Gabe Rosenberg, David Stefanou\*, Adam Solz, Raymond Tsao, Joyce Varughese-Raju, and Fred Yee

**No -** None

**Abstain -** Maria Hekker, Jake Price, and David Stefanou (\*only with respect to own nomination to Special Committee)

Immediately following the vote, Raymond Tsao, Board President, pursuant to Section 3.03 of the By-Laws, based upon the recommendation of the Board in the Resolution, appointed Maria Hekker, Jake Price and David Stefanou as the initial members of the Special Committee.

**Item 3 - Postponement of Annual Vote to Elect Officers**

Rosa Oppenheim, in her individual capacity, proposed postponing the Board's annual vote to elect Officers until any inquiry related to the June 2, 2021, was concluded. After some discussion, the proposal was not passed.

**Moved -** Rosa Oppenheim  
**Seconded -** Peggy Blumenthal

**Voted Needed -** a majority of the directors present at the meeting after a 1/3 quorum is achieved (pursuant to Section 2.04 of the By-Laws)

**Yes -** Peggy Blumenthal, Judith Daniel, Rosa Oppenheim, Raymond Tsao, and Gabe Rosenberg

**No -** Annette B. Almazan, Vivian Altman, Sherman Chan, Mari Hoashi Franklin, Maria Hekker, Emma Kerins, Sophia Liao, Diana McKeage, Jake Price, David Stefanou, Adam Solz, and Joyce Varughese-Raju

**Abstain -** Esther Rose and Fred Yee

**Item 4 – Election of Jane Tillman Irving to Fill Vacancy on Board**

As a result of a vacancy created by the resignation of Sheila Anderson, Director, after the Annual Meeting on June 5, 2021, the Governance Committee pursuant to Section 2.09 of the By-Laws, interviewed Jane Tillman Irving and nominated her to fill the Director vacancy for the duration of that position's term. The Board voted to have Jane Tillman Irving fill the vacant Director position.

**Moved -** Rosa Oppenheim  
**Seconded -** Jake Price

**Voted Needed -** a majority of the directors then in office (pursuant to Section 2.09 of the By-Laws)

**Yes -** Vivian Altman, Peggy Blumenthal, Judith Daniel, Mari Hoashi Franklin, Maria Hekker, Emma Kerins, Sophia Liao, Diana McKeage, Rosa Oppenheim, Jake Price, Esther Rose, Gabe Rosenberg, and Adam Solz

**No -** Sherman Chan, Raymond Tsao, and Fred Yee

**Abstain -** Annette B. Almazan, David Stefanou, and Joyce Varughese-Raju

**Item 5 - Adjournment**

The Special Board meeting was adjourned at 7:35, there being no other items on the agenda.