

Minutes
AAR Board of Directors Meeting
Sept.16-17, 2017
Washington, D.C.

Present: Jack Fitzmier, Kerry Danner, Kecia Ali, David Gushee, Eddie Glaude, Jr. Grace Ji Sun Kim, Laurie Patton, Asma Afsaruddin, Leela Prasad, Kathryn McClymond, Bhakti Mamtora (via Skype), Terri Theisen, Deborah Minor, Amy Yandell, Amy Parker, Matthew Vieson,

The meeting was called to order at 9a.m. by President Glaude.

I Executive Director Search and Transition Planning

Meeting in executive session, the board discussed the Executive Director search with the search/transition consultant of Theisen Associates. Terri Theisen observed that seeing organizations through such transition is among the most important job facing any board of directors. Theisen provided an overview and update first of the search, which was formally launched August 15 and which is, in her view, proceeding at a healthy pace toward an anticipated conclusion of having an offer in place by early May, 2018 for a start date of July 1, 2018.

Ms. Theisen then presented a suggested transition that provides clarity on who, what, and when of transition related tasks. This included discussion of Annual Performance Review timetable and formulation of Performance Objectives for the new Executive Director, together with Transition Objectives for the current Executive Director until the new Executive Director is in place. Some modest amendments were made to the plan.

Motion 1: To approve the following Transition Objectives for FY 2018,
Passed unanimously

AAR Executive Director
Transition Objectives
for FY 2019

This document outlines the board's expectations of the AAR Executive Director for the year ending June 30, 2108. To ensure seamless organizational operations and a successful leadership transition for the AAR, the board expects the AAR Executive Director to:

1. Maintain the current staff structure and staff titles of the AAR following the addition of three new positions: Director of Communications, Director of Membership, and Membership Database Manager.
 - a. *The CFO Position occupied by the incumbent through 6/30/18*
 - b. *Any positions vacated through in/voluntary separation or retirement will be filled after July 1, 2018*

2. Implement recommendations of the TechBridge Technology Audit to fully enable the implementation of the strategic plan's communications and membership strategies. The Executive Director will work with the Executive Committee to create a small technology working group (consisting of the Exec Dir., tech. staff, and Board member) to keep project moving forward and report to the Board at its February 2018 meeting.
3. Implement the strategic and tactical plan elements containing due dates and deadlines prior to 6/30/18.
4. Assure that all staff have measurable performance objectives for the fiscal year, with completion of performance objectives by 10/15/17, with accountability for implementation of the strategic and tactical plans and the ongoing routine work of the organization.
5. Develop an AAR "Book of Knowledge" to be presented at the February, 2018 Board meeting, to provide the next Executive Director with the information necessary to effectively transition to the role, lead the organization, and manage its day-to-day operations.

II. Approval of Agenda and of Minutes of May 25 Conference Call Board Meeting

The Board then formally reconvened with staff present. Jack Fitzmier introduced the new staff, the first two of whom were present.

Amy Parker, Director of Communications
Matthew Vieson, Director of Membership
Ashley Wilkerson, Database Manager

Motion 2: To approve the meeting agenda.

Passed Unanimously

Motion 3: To approve the minutes of the May 25 BoD conference call meeting.

Passed Unanimously

III. President's Report

President Glaude made a brief report about presidential appointments to working groups and committees, and about the plenary sessions related to the planned theme for the Boston Annual Meeting, *Religion and the Vulnerable*. Looking ahead, President Elect David Gushee related an update for the Denver 2018 Annual Meeting on theme of *Religious Studies in Public* and Vice President Laurie Patton offered remarks about the developing theme and shape for the San Diego 2019 Annual Meeting. It was observed that synergies and continuities across Annual Meeting themes have emerged organically over the past years and that this has been significant to how the study of religion matters to pressing questions of our times.

IV. Staff Update on the Strategic Plan

Amy Yandell, presented on the design, charge, and accomplishments of the ten teams empaneled from the staff for leading on relevant strategic plan implementation, as follows:

Strategic Planning Team

Communications Team

Membership Team

Regions Team

Annual Meetings

Technology

Miscellaneous Projects

Professional Conduct Statement

Archives

Investments

Department Directory

Governance and Leadership

Brief reports followed on work of each team by team leaders Amy Parker, Director of Communications, and Matt Vieson, Director of Membership, Deborah Minor, and Jack Fitzmier. President Glaude expressed deep appreciation to the staff, especially Amy Yandell, Amy Parker, and Matthew Vieson, for their great work in implementing the strategic plan.

V. Finance Report

A) Financial Reports

CFO Deborah Minor presented updated financial reports, the annual audit having been completed earlier in September, which were circulated to the BoD in advance. She observed the reports suggest a strong financial position, and despite anticipated decline in membership, there is increased revenue related to the Boston Annual Meeting.

B) Board Designated Funds

In May, the BoD passed a budget included a \$295,000 deficit in the full knowledge that the Executive Director search carried \$65,000 of one time consultant expenses and a number of other expenses related to operationalizing the strategic plan, including salaries for the new Communications Director and the Database Manager (\$165,000) and a range of strategic planning related items (\$100,000, including \$65,000 for the Department Directory). The contemplated total, while larger than the \$295,000 deficit, is tied to discrete strategic plan items and is well below an appropriate percentage of draw for an organization with 5.9 million in endowment. There was some discussion about future consideration of a plan to draw on a specified percentage of unrestricted savings to support the AAR's strategic plan priorities.

Motion 4: to approve a board designated fund of \$330,000 from unrestricted savings related to Executive Director search and implementation of the Strategic Plan (\$65,000 toward the Executive Director Search, \$165,000 for salaries pursuant to strategic plan implementation, and \$100,000 for a number of strategic plan related priorities)

Passed Unanimously

VI. Program Committee Chair Report

Program Committee Director Kathryn McClymond presented on the work of the Program Committee, which had met the previous day. She commended how the Program Committee has fully transitioned from a formerly appointed committee to a larger, elected community with thoughtful improvements to review processes. She also noted many resonances with other AAR working groups as they work to realize the priorities of the strategic plan and are animated by the mission and values of the AAR, which were projected on the screen throughout their meetings.

The Program Committee's meeting involved three teams/subcommittees: 1) *Developing Best Practices for Steering Committees*; 2) *Identifying/Evaluating Qualitative Measures of Program Unit Health and Vitality as part of program unit review*; 3) *Year Round Programming Beyond the Annual Meeting*. The BoD roundly endorsed reports on the direction of these teams. There was discussion of how the Program Committee can better interface with staff and other working groups on membership services, professional development, and in terms of leadership development, noting that the 900+ members of program unit steering committees comprise the largest cohort of AAR leadership.

VII. Executive Director's Report

Jack Fitzmier presented a brief Executive Director's report, expressing his delight with the three new staff appointments and with the positive indications for the upcoming Boston Meeting. As draft documents circulated made clear, the work of the Professional Conduct Task Force and Publications Task Force are on track for fuller action at a future board meeting. The Academic Relations committee expressed an interest in reviving a Departmental Review Program, and the Director suggested a task force to update the current document on review processes and possibly to create a matchmaking system. There is an urgency to AAR's growing mentoring programs, and that the coffee with a mentor program will continue for this meeting, but that it cannot sustainably fall to staff to do the mentoring matchmaking. There was continued discussion about a possible role for program units and about finding a matchmaking technology like *Civicore* to more efficiently manage mentoring. Jack presented on the high time demand facing staff in the allocation of complimentary room nights. It was observed that AAR asks much of its volunteers and that the free room nights for AAR volunteer service is an appropriate and rare incentive. The Board resolved to

VIII. By Laws Amendments

The Board returned to several by-laws related action items related to its earlier discussion of the executive director search and transition plan.

Motion 5: to amend Article VI. Section 7 of the By-Laws, as follows: The Executive Director is elected by a majority vote of the Board of Directors for a five year, renewable term subject to annual review, and serves as a nonvoting member of the Board and all Committees.

Passed Unanimously
(10-0)

To economize the number of times the Board brings by-law changes before the membership, it seems prudent to wait until a Spring, 2018 electronic meeting of the membership in order to incorporate anticipated further by-law changes relating to the Nominations Committee at the February 2018 Board Meeting.

Motion 6: to develop a policy for an annual performance review of the Executive Director, including annual performance criteria, annual performance goals, determination of salary, and procedures for conducting the annual performance review.

Passed Unanimously

IX. Focused Board Discussion of AAR Governance Structures with Special Attention to Nominations and Appointment Processes

President Glaude called the Sunday 9/17 meeting to order at 8:30a.m. Jack Fitzmier began with brief presentation on the arc of significant governance changes since 2011, celebrating how AAR board leadership is

- more nimble (from 27 board members to 12)
- fully elected (prior to 2011, many positions were appointed; all are now elected by membership)
- more representative (we have created a Student Director, a Regions Director, a Status Committee Director, and a Contingent Faculty Director)
- more focused (at large directors now charged with a specific duty (program, finance, etc.)

These changes have also made the work of Nominations Committee more challenging in several unanticipated ways. The nomination and elections process for the four “representative directors, for example, proceeds as follows. The Student Director, the Regions Director, the Status Committee Director, the Program Committee, and the Contingent Faculty Director are elected by the membership from slates of two that the Nominating Committee chooses from lists of four suggested candidates put forward by the leadership of the respective committees/working groups that they are to represent. While this process suggests empowerment of the representational committees, it relies on consistent diligence at all stages in the system, and the nominations committee can find its own work at the mercy of the diligence and timetable of the representative committees. All of this is occurring at a time, the board noted, of what seems like a diminishing pool of leadership, given the increased pressure AAR members, and particularly members from underrepresented groups, find themselves under. What’s more, this is also happening at a time when the Nominations Committee itself, similarly made up of volunteers with (almost by definition given their stature) immensely busy lives, and in the case of the co-chair, coming off of three years of intensive AAR leadership on the presidential line. Finally, while the Nominations Committee remains significantly independent of any particular Board of Directors, the ambiguity of the Board’s role in the process – the by-laws provides only that the Nominations Committee “present” its slate to the Board of Directors – makes it difficult to effectively intervene if it becomes necessary.

Jack Fitzmier specifically raised the following four questions

1) *Have we inadvertently restrained the Nominations Committee with our strategy to empower the representational committees in the process?*

- 2) *Is the Nominations Committee sufficiently large to attend to its important task?*
- 3) *What role should the BoD play with respect to the slate developed by the Nominations Committee?*
- 4) *Should we develop concrete expectations (policies, not mere practices) with respect to the makeup of the slate developed by the nominations committee?*

There was considerable discussion of these issues, and resolve to discuss concrete more options for addressing this process at one of its next two meetings.

X. Other Business: Status Committees

[n.b. Much of the discussion of this item occurred the previous day but action was tabled until this portion of the meeting. For clarity, the minutes document the previous days' discussion here.]

Status Committee Director Kecia Ali reminded the Board of its commitment, budget permitting, to support a summit meeting of the four “status committees” every other year. The status committees last met in this manner in Feb 2016 and the Board noted the important integrative work on Board priorities that transpired as a result. Requests for face to face meetings of the status committees, including an extra day prior to the Annual Meeting, have been turned down given budgetary constraints (estimated cost of a summit is \$30,000) and given concerns for equity with regard to other working groups of the AAR that have similarly not been supported for face to face meetings. There was considerable discussion of those budgetary constraints and the equity issues involved, and a need to tie everything the AAR does to its strategic plan priorities, and a recognition that the status committees are in many respects the “beating heart” of leadership related to the strategic plan, and particularly in terms of aspirations toward inclusive excellence.

Motion 7: to invite Status Committees to a face to face summit meeting in early 2019 funded by the AAR in coordination with the BoD Feb meeting, to continue their work, including to make recommendations to achieve inclusive excellence as a strategic priority of the AAR

Passed Unanimously.

The meeting adjourned at 11 a.m.