

MINUTES

ARCS FOUNDATION, INC. NATIONAL BOARD MEETING

Hybrid Meeting – Tempe AZ

January 21, 2023

Present

Directors Attending In Person

Julie Branford, Jill Bray (Shared vote), Christine Simpson Brent (Shared vote), Linda Burke, Christine Burton, Nancy Chambers, Cheryl Mae Craft, Christine Hawes, Anna Maria Matteucci, Sally McDaniel, Caron Ogg, Linda Their, Yolanda Walther-Meade, Beth Wainwright.

Directors Attending Virtually

Aletha Anderson (V), Judy Behnam (V), Lynne Brickner (V), Sara Jean Burke (Shared vote, V), Ana Chu (V), Sarah Dunnam (V), Joan Foley (Shared vote, V), Holly Heaton (V), Patty Sparrell (V), Nancy Spetzler (V).

Non-Voting, Parliamentarian

Jane Dolinger

Guests (V = Virtual Attendee)

Chapter Presidents: Kathie Hicks Albrecht (V), Judy Benham (Director, V), Anne Crawford, Sara Jean Burke (Co-Director, V), Cheryl Ernst (V), Barb Goergen, Judy LeMarr, Sandra, Mangurian

Council of Advisors: Sue Harter (V), Sally McDaniel (Director), Penny Papadopoulos (V), Dawn Senger, Nancy Spetzler (V), Lynne Sonntag, Susan Smith, Kathy Testoni, Andrea Thoreson, Janie Wilson (V)

Other Guests: Di Alexander, Anne Jarvis, Emma Kieran, Sharon Ponce

Absent

Directors: Chandra Jain, Margaret McGann, Amy Rudolf, Sarah Vandenplas

I. Call to Order

President Caron Ogg called the annual meeting of the ARCS Foundation National Board of Directors to order at 9:09 AM Mountain Standard Time.

II. Roll Call, Confirmation of Quorum, and Approval of Hybrid Meeting

The roll was called by Secretary, Nancy Chambers, virtual attendees and guests were identified. Jane Dolinger, parliamentarian confirmed that a quorum of voting directors was present in person.

Jane Dolinger then presented the following resolution for approval by directors present in Tempe.

A. Waiver of Requirement of In-Person Attendance and Authorization for Attendance by Zoom

WHEREAS, the last sentence of Section 4.8 of the Bylaws of ARCS Foundation, Inc. (the "Corporation"), regarding regular meetings of the National Board states:

"Directors must be physically present to participate in a regular meeting."

WHEREAS, Section 5211(a)(6) of the California Nonprofit Corporation Law permits directors to take action at a meeting held by electronic video screen communication as follows:

“Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Sections 20 and 21) Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.”

WHEREAS, the National Board has been notified by the President that, because of extenuating circumstances, certain directors have requested approval to attend and to vote by electronic video screen communication (“Zoom”) at this regular meeting.

WHEREAS, the National Board wishes to confirm that all actions to be taken at this meeting, at which directors are in attendance in person and by Zoom, are the legally binding authorizations and approvals of the National Board.

RESOLVED, that the last sentence of Article IV, Section 4.8, which requires the physical presence of directors at a regular meeting of the National Board, is hereby waived for those directors (previously identified by the President) who are unable to attend the regular meeting of the National Board held on January 21, 2023, subject to all directors being able to hear each other.

RESOLVED FURTHER, that attendance and voting by Zoom of a director of the National Board at its January 21, 2023, regular meeting shall qualify as presence of such duly-elected and serving member as if she were physically present and voting.

RESOLVED FURTHER, that all actions duly approved by a majority of the directors of the National Board present in person and by Zoom at this meeting shall be the legally binding authorizations and approvals of the National Board.

MOTION: Chris Simpson Brent; SECOND: Sally McDaniel; APPROVED

Nancy Chambers then called the roll for all directors not present in person and Jane Dolinger reconfirmed that we have a quorum of members eligible to cast votes. Caron Ogg reminded virtual attendees that they must be visible on Zoom to vote.

III. Items for Approval by the National Board

Caron Ogg requested that board directors reference the full text of the resolutions presented to National Board members in advance of the meeting via email, posted on the website agenda page for this meeting, and posted in the national document library as she called for approval of the resolutions. Virtual voting was done by raised digital hands.

B. Approval of Minutes from September 17, 2022, National Board Meeting

RESOLVED that the minutes of the meeting of the National Board held by electronic video screen communication on September 17, 2022, in the form previously presented, are hereby approved.

MOTION: Nancy Chambers; SECOND: Yolanda Walther-Meade; APPROVED

C. Acceptance of 2021-2022 Audited Financial Statements

RESOLVED, that the ARCS Foundation, Inc. 2021-2022 Financial Statements dated January 11, 2023, as audited by Novogradac LLC, approved by the Audit Committee and posted on the National members-only password secured intranet website, are hereby accepted.

MOTION: Lynne Brickner for Audit Committee; SECOND: NA; APPROVED

D. Approval of Recommendations from the Governance Committee (effective January 21, 2023)

1. Waiver of Notice of Amendments to the Bylaws

WHEREAS, Article XII, Section 12.1 of the Bylaws requires National Board approval of all amendments to the Bylaws and that any such amendments be posted on the National members only secured intranet website at least thirty (30) days prior to presentation to the National Board for its approval; and

WHEREAS, the notice of the posting on the National members only secured intranet website of amendments the Bylaws was given to all National Board members on January 11, 2023.

RESOLVED, that the 30-day advance notice requirement of Article XII, Section 12.1 is hereby waived.

MOTION: Julie Branford for Governance Committee; SECOND: NA; APPROVED

2. Amendments to the Bylaws

WHEREAS, on January 11, 2023, the Governance Committee sent a notice by email to all members of the National Board of the posting on the National members-only secured intranet website of its recommendation for the approval of proposed amendments to the Bylaws (i) to clarify shared voting power of two persons who serve as co-directors, (ii) to clarify the dates of election by the Council of Advisors of its representative and alternate to the Nominating Committee; (iii) to clarify the date of election by the Council of Presidents of its representative directors to the NB, the dates and eligibility for election by the Council or Presidents of its Chair and the date of election by the Council of Presidents of its alternate to the Nominating Committee, and (iv) related conforming and typographical changes ; and

WHEREAS, on January 19, 2023, the Chair of the Governance Committee made a presentation to the National Board of the proposed amendments to the Bylaws, and there was an opportunity for questions and discussion.

RESOLVED, that the amendments to the Bylaws, in the form previously presented to the National Board, are approved with an effective date of January 21, 2023.

MOTION: Julie Branford for Governance Committee; SECOND: NA; 1 ABSTEMTION, MAJORITY APPROVED

3. Collaborative Networks Advisory Committee Charter and Responsibilities of Chair

WHEREAS, Article IV, Section 6.3 of the Bylaws states that the National Board has the power to create other committees not named in the Bylaws that will have certain responsibilities and perform specific tasks;

WHEREAS, since July 1, 2017, there have been a number of National committees that were not standing committees named in the Bylaws but had certain responsibilities and performed certain tasks as assigned from time to time by the President and by the National Board and the President's appointment of chairs and members of such committees has been approved annually by the National Board;

WHEREAS, the President requested that the Governance Committee to propose a committee charter and a description of the responsibilities of the committee chair for the Collaboration Networks Advisory Committee;

WHEREAS, on January 11, 2023, the Governance Committee sent notices by email to all members of the National Board of the posting on the National members-only secured intranet website of its recommendation for the approval of a proposed charter and description of responsibilities of committee chair for the Collaboration Networks Advisory Committees; and

WHEREAS, on January 19, 2023, the Chair of the Governance Committee made a presentation to the National Board of the proposed charter and description of responsibilities of the chair of the Collaborative Networks Advisory Committees, and there was an opportunity for questions and discussion.

RESOLVED, that the charter and description of responsibilities of the chair of the Collaboration Networks Advisory Committees, in the form previously presented to the National Board, is approved with an effective date of January 21, 2023.

MOTION: Julie Branford for Governance Committee; SECOND: NA; APPROVED

Approval of Recommendations from the University Relations Committee

1. Approval of OHSU-PSU School of Public Health, Epidemiology Program and Health Systems and Policy Program

Jane Dolinger, Parliamentarian, announced that three board members will recuse themselves from the vote on this resolution due to their membership in Oregon Chapter: Caron Ogg, Aletha Anderson, and Joan Foley. Julie Branford, also a member of Oregon Chapter and a national board representative of the Council of Presidents, will cast a vote representing the desires of the Council of Presidents.

WHEREAS, Oregon Health & Sciences University (OHSU) is an approved recipient institution of funding from the Oregon Chapter for scholar awards to eligible ARCS Scholars;

WHEREAS, Portland State University (PSU) is not an approved recipient institution of funding from the Oregon Chapter;

WHEREAS, effective September 1, 2016, OHSU and PSU established the OHSU-PSU School of Public Health (SPH), which received notice of its initial accreditation from the Council on Education for Public Health (CEPH) for the period beginning June 2017 through June 2022 and is in the process of reaccreditation from the CEPH, and, thus subject to the terms of its reaccreditation, the SPH has been approved by CEPH to grant Ph.D. degrees in three programs: Community Health, Epidemiology, and Health Systems and Policy;

WHEREAS, there is no express authorization in the current University Relations Manual for the approval as a recipient institution of a school or department that is degree-granting and is jointly administered by an approved recipient institution and a non-approved institution;

WHEREAS, the Oregon Chapter has submitted a request for the approval of funding scholar awards to eligible ARCS Scholars enrolled in the Ph.D. programs of the Epidemiology program and Health Systems and Policy program of the OHSU-PSU SPH (collectively, the “Programs”);

WHEREAS, the OHSU-PSU SPH is ranked 31st in its field in the United States; however, unlike OHSU, PSU is not an approved recipient institution, and the Programs are not ranked within the top 50 in their respective fields, and thus approval by the National Board of the two Programs of the OHSU-PSU SPH must be obtained; and

WHEREAS, the Oregon Chapter has submitted sufficient evidence to the University Relations Committee in support of the approval of the OHSU-PSU SPH and the Programs (including its commitment to fund eligible ARCS Scholars in the two Programs by making such payments only to OHSU for the benefit of the OHSU-PSU SPH and eligible ARCS Scholars enrolled in the Programs), and, based on the evidence submitted, the disinterested members of the University Relations Committee at a duly-noticed meeting at which a quorum was present and voting have recommended that the Epidemiology Program and the Health Systems and Policy Program of OHSU-PSU SPH be approved by the National Board and authorized to fund eligible ARCS Scholars enrolled in its Ph.D. Programs.

RESOLVED, that the OHSU-PSU School of Public Health, Epidemiology Program is hereby approved as a program authorized to fund eligible ARCS Scholars enrolled in its Ph.D. program, effective July 1, 2023;

MOTION: Chris Simpson Brent for University Relations Committee; SECOND: NA; 2 OPPOSED, MAJORITY APPROVED

RESOLVED FURTHER, that the OHSU-PSU School of Public Health, Health Systems and Policy Program is hereby approved as a program authorized to fund eligible ARCS Scholars enrolled in its Ph.D. program, effective July 1, 2023;

RESOLVED FURTHER, that the foregoing approvals of the Programs are subject to the following conditions: (i) the approvals of the Programs do not confer the status of an approved recipient institution upon either OHSU-PSU School of Public Health or Portland State University, (ii) all record keeping of National-approved recipient institutions shall list the OHSU-PSU School of Public Health as a school of OHSU (with a notation that the OSHU-PSU SPH is jointly administered with PSU), and (iii) the Oregon Chapter shall pay all scholar award funding for eligible ARCS Scholars enrolled in the Programs to OHSU, and OHSU shall administer such funding for the benefit of the eligible ARCS Scholars enrolled in the Programs; and

RESOLVED FURTHER, that the President is hereby authorized to notify the Oregon Chapter of the National Board’s approval of the Programs with an effective date of July 1, 2023 so that the Oregon Chapter may immediately commence discussions with the OHSU-PSU School of Public Health for the funding of ARCS Scholars enrolled in the Programs for the 2023-2024 academic year.

MOTION: Chris Simpson Brent for University Relations Committee; SECOND: NA; 3 OPPOSED, 1 ABSTENTION, MAJORITY APPROVED

2. **Approval of Revised and Renamed University Relations Approval Form A and Form B**

RESOLVED, that the revisions and renaming of the University Relations New Department Form (currently identified as Form A) and the University Relations New Institution Approval Form (currently identified as Form B) in the forms as previously presented to this meeting, are hereby approved and replaces Form A and Form B, respectively, with an effective date of January 21, 2023.

MOTION: Chris Simpson Brent for University Relations Committee; SECOND: NA; APPROVED

3. Approval of University Relations Administrative Change Form

RESOLVED, that a new form, the University Relations Administrative Change Form, in the form as previously presented to this meeting is hereby approved with an effective date of July 1, 2023.

MOTION: Chris Simpson Brent for University Relations Committee; SECOND: NA; APPROVED

E. Approval of Variances to 2022-2023 Operating Budget

WHEREAS, the 2022-2023 operating budget was previously approved on June 10, 2022, and since July 1, 2022, it is now advisable to request three variances to that approved budget for the following additional expenses:

1. Line Item 9030, Website Design and Upgrade Costs, an increase in the amount of \$1,680 for specific upgrades,
2. Line Item 8769, Professional Services – Other, an increase in the amount of \$5,000 for consulting services related to the Long-Range Plan, and
3. Line Item 7131, Giving Tuesday, an increase in the amount of \$1,039 for a significant increase in postage cost to mail the 2021-2022 annual report.

WHEREAS, it is anticipated that the above additional expenses may be offset by approximately \$8,805 in greater than budgeted sponsorship revenue and by savings realized in other expense categories.

RESOLVED, that the above variances to the 2022-2023 operating budget, as presented to the NB in advance of this meeting at the National Board Forum held on January 19, 2023 and as posted on the National members-only intranet website, is hereby approved.

MOTION: Christine Hawes for Finance Committee; SECOND: NA; APPROVED

F. Approval of U.S. Permanent Resident Task Force

Christine Simpson Brent reviewed the Permanent Resident Task Force Charter (Attachment A). A motion was made to approve and a second was made. Discussion ensued regarding the members and makeup of the task force. It was proposed that three additional names be added to the task force membership to include Yolanda Walther-Meade, Anne Crawford, and Janie Wilson for a total of nine members.

WHEREAS, the Executive Committee at its meeting held on January 9, 2023 requested that National review the eligibility requirement of U.S. citizenship as a factor for an ARCS Scholar and consider the addition of a requirement of U.S. permanent residency as a factor for eligibility as an ARCS Scholar; and

WHEREAS, the Executive Committee at that meeting requested that a task force be established to review and recommend policies and actions regarding the addition of a requirement of U.S. permanent residency as a factor for eligibility as ARCS Scholar.

RESOLVED, that the National Board hereby approves the formation of the U. S. Permanent Resident Task Force as of this date through June 30, 2023 for the purpose of reviewing the eligibility criteria for ARCS

Scholars and developing recommendations for possible actions and/or initiatives, all in accordance with the presentation at the Board Forum held on January 19, 2023 by Joan Foley and Chris Simpson Brent regarding the need for a task force, the scope of its proposed activities and its proposed charter.

RESOLVED FURTHER, that the U.S. Permanent Resident Task Force Charter, in the amended form to that which was presented to this meeting, is hereby approved. (**ATTACHMENT A**)

RESOLVED FURTHER, that the U.S. Permanent Resident Task Force shall issue a written report on its findings and recommendations to the National Board for its consideration and action no later than June 1, 2023 and to report to the National Board at its meeting on June 10, 2023.

RESOLVED FURTHER, that the members of the U. S. Permanent Resident Task Force are Rhea Coler (Seattle Chapter), Barbara Goergen (Minnesota Chapter), Judy LeMarr (Phoenix), Danielle Robinson (Metro Washington Chapter), Yolanda Walther-Meade (Los Angeles), Anne Crawford (Pittsburgh), and Janie Wilson (Atlanta), and Christine Simpson Brent (Northern California Chapter) and Joan Foley (Oregon Chapter) shall serve as its Co-Chairs.

MOTION: Linda Thier; SECOND: Jill Bray; 1 ABSTENTION, APPROVED by Majority

IV. Report of Long-Range Planning Retreat Outcomes

Presented by Emma Kieran, Guest

Notes from the forum conducted on January 20 have been compiled, and over the next ten days, Emma will refine the Strategic Plan Action Plan spreadsheet to include ownership, timing, and key performance metrics for the various items in the plan. Following meetings with leadership and the LRP Committee, a subcommittee will be formed to refine plan language and finalize the goals and objectives. An additional subcommittee will work on vision and mission. Emma solicited comments, questions, and suggestions regarding the mission statement from all in attendance.

V. Hall of Fame Announcement

Presented by Nancy Chambers on behalf of Carol Stockman, Chair, Hall of Fame Committee

Nancy announced that the 2023 inductee into the ARCS National Alumni Hall of Fame is Heidi Hammel, PhD. Dr. Hammel is recognized for significant contributions to astronomy utilizing both the Hubble and James Webb Space Telescopes that have expanded our understanding of planetary science and the frontier of space. Her many contributions to science were cited in the announcement presentation by Nancy, which may be found in the ARCS National Document Library. Following the announcement, Dr. Hammel addressed the National Board virtually, accepting the honor and commenting about her experience as a young scientist and her scientific work. She then participated in a brief Q&A with attendees of the board meeting.

VI. Report of Executive Committee Actions since September 17, 2022

Presented by Caron Ogg, Chair Executive Committee

Caron directed board members to the full report of actions taken, which was previously posted and summarized the following for brevity. (**See Attachment C for the PowerPoint summary**)

1. Matters the EC approved on behalf of ARCS Board of Directors (actions taken)

September-January

Membership Growth Campaign

- Membership decline over the last few years is a growing concern. The Chapter Engagement Committee proposed funding a membership growth campaign to motivate chapters to recruit members. All chapters will be encouraged to participate with \$2000 for the first prize, \$1,500 for second prize, and \$1,000 for third prize to be awarded for most new chapter members who commit to join before June 2023 as a percent of prior year membership. The funding is expected to come from the Silver Foundation donated funds, which are designated for chapter support and development. **The EC approved funding the effort. (November 16, 2022)**

Hyatt Contract for January 2023 NB Meeting

- Caron called for a motion to authorize her to sign an agreement with Hyatt for the January 2023 Board Meeting pending Lynne Brickner’s approval of the agreement. **The EC approved Caron signing the agreement. (November 16, 2022)**

ASU Memorial Union Agreement for January 2023 NB Meeting

- Caron called for a motion to authorize her to sign an agreement which provides for use of the ASU facilities for January 2023 Board Meeting. **The EC approved Caron signing the agreement. (November 16, 2022)**

Long Range Plan consultant

- The agreement for Emma Kieran’s consulting firm, Pilot Peak Consulting, was reviewed and discussed. The end date of the contract will be June 30. **The EC approved Caron signing the contract. (November 16, 2022)**

Danaher LOA

- Caron requested the EC ratify the electronic vote taken in December that authorized her to sign the Danaher LOA. **The EC ratified the December electronic vote. (December 14, 2022)**

2. Matters the EC approved for submission to the ARCS Board of Directors for final approval (items to be addressed in the January Board meeting)

September-January

The Governance Committee submitted the following recommendations for EC review:

- A new charter document for the Collaboration Network Advisory Committee Charter and Responsibilities of Chair (December 14, 2023). NB Approval set for January 21, 2023.
- Revised Bylaws (December 14, 2023). NB Approval set for January 21, 2023.
- Waiver of Notice of Amendments to the Bylaws (January 9, 2023). NB Approval set for January 21, 2023.

The University Relations Committee submitted the following recommendations for EC review

(January 9, 2023):

- Approval of OHSU-PSU School of Public Health, Epidemiology Program and Health Systems and Policy Program. NB Approval set for January 21, 2023.
- Approval of Revised and Renamed University Relations Approval Form A and Form B. NB Approval set for January 21, 2023.
- Approval of University Relations Administrative Change Form NB Approval set for January 21, 2023.
- US Permanent Resident Task Force Charter. NB Approval set for January 21, 2023.

The Information Strategies Committee submitted the following recommendation for EC review:

- Fund improvements to the ARCS website totaling no more than \$1680. These enhancements will be more cost effective than replacing or upgrading the Drupal platform at this time. The EC endorsed the proposal; requested Finance Committee review in advance of January 21, 2023 Board Meeting (January 9, 2023).

3. Matters the EC advised the president on:

September-January

- The AMC Committee reported the results of the Committee Lessons Learned Recap. All attendees enjoyed themselves; the financial results were very positive with meeting sponsorship exceeding budget expectations. Improvement ideas will be shared with the next AMC Planning Committee (November 16, 2022)
- The VP Operations routinely reports the status of ASG support to multiple activities: marketing and communications efforts (e.g. monthly newsletters, Annual Report), event planning efforts (e.g. AMC, Board Meetings), and accounting/bill payment support. Budget management oversight as well as support quality are monitored. Successes are shared and improvement opportunities are identified and addressed. (all EC meetings)
- The Digital Media Repository Subcommittee met to discuss finding a centralized location for chapter sharing. Sharing information within ARCS as well to the external community was discussed. Further discussion will take place to refine the objectives and options before a go-forward plan is finalized. (November 16, 2022)
- The Long-Range Plan Co-chair gave an overview of the work done so far and turned the meeting over to consultant, Emma Kieran, who presented the ARCS Work Plan in detail. Emma will share updates to the plan with the EC going forward. The plan will identify a ten-year vision but will frame a three-year plan. Approaches to receive input from chapters, university partners, and ASG was discussed. (November 16, 2023).
- Plans for the January 19-21, 2023, NB Meeting were shared and refined during multiple meetings. Ongoing coordination occurred between National, local Phoenix ARCS members (led by Dawn Carson Senger), and Arizona State University staff (November 16, 2022; December 14, 2022; January 9, 2023)
- National Board Meeting plans were discussed. The June NB Meeting will be in-person in Pittsburgh, PA. President-elect Beth Wainwright is planning a virtual meeting for the September 2023 NB meeting. The winter meeting will be in-person; location TBD. The 2024 AMC will be held in a central location, combined with the NB Meeting and a celebration of National's 65th Anniversary. (January 9, 2023)
- The Philanthropy Committee reported the Giving Tuesday campaign was a success with more than \$90,000 donated including donations actually received and outstanding pledges. Multiple new approaches were identified which will be carried forward in future campaigns. (January 9, 2023)

4. Matters president reported to EC members

September-January

- PATS Portal -- The president raised concern that PATs Portal is outdated, and no particular group has taken responsibility to oversee it. Discussion of its purpose as well as ownership took place. Beth Wainwright volunteered to **work** on redefining its purpose with one or more volunteers. (September 23, 2023).
- Danaher Grant - Danaher Foundation invited ARCS Foundation to apply for a grant of \$100,000. The application was submitted on October 13. Caron thanked Sarah Vandenplas for her leadership in finalizing the grant and she thanked all who had a part in preparing various sections and reviewing the document. (October 17, 2022). ARCS received the Danaher grant, but was asked to delay an announcement until after Danaher makes an official announcement this month.
- Silver Foundation Donation – The \$2M agreement was signed. Funds are to be received by December 31st at the latest. The Endowment Committee will invest the donation with the

endowment funds and will track it separately. (October 17, 2022). It was later reported funds were wired to ARCS November 6, 2022. (November 16, 2023).

- US Permanent Resident Task Force – President reported UR Co-chairs agreed their committee should play a significant role in addressing the question that continues to surface regarding the potential acceptance of US Permanent Residents as ARCS scholar award recipients. Task Force leadership will be finalized, a charter developed and shared in the near future. (November 16, 2022)
- New Member Letter – To welcome new members and demonstrate the commitment of National to support the chapters, the president discussed her plan to issue letters (including info packet) to all new members. Details associated with the approach were discussed. (November 16, 2022). Seventy-one letters were issued (December 14, 2022). An additional twelve letters (83 total) were sent to members from 13 chapters (January 9, 2023).
- Sanofi Corporation – The president reported she was approached by a representative of Sanofi to discuss a potential partnership between Sanofi and ARCS Foundation. Early discussions focused on ARCS organization mission, approach, etc. Additional information was sent. (November 16, 2022).
- Enterprise Risk Management Plan – The president (also committee leader) met and reviewed a draft plan that was initiated from previous work with Oregon State University Foundation. The committee began identifying risks for ARCS in the areas of fundraising, governance, financial practices, capacity/resiliency, affiliated and associate organizations, branding, communications, stewardship, information technology, legal/contractual, and global/social drivers. Each of these risks will be aligned to various NB committees. The intention is to provide a draft document to the NB committees and they in turn will determine risks specific to their work. All of this will be incorporated into the LRP and potentially serve as a future model for chapters. (November 16, 2022).
- Chapter Support – A few chapters have reported operational challenges to the president. National wants to see all chapters thrive. (November 16, 2023). The EC further discussed various ways National could help in a constructive and supportive fashion. The EC wants chapters to feel comfortable seeking help when needed. In addition, the Council of Advisors is being solicited for support ideas. (December 14, 2022, and January 9, 2023).
- Member Survey – Over 275 responses were received; results will be utilized by the Long-Range Planning Committee as well as the Evaluation Committee. (December 14, 2022).

VII. Committee, Subcommittee, and Council Reports

A. Finance Committee

Presented by Christine Hawes, VP Finance and Linda Thier, Treasurer

Christine Hawes reported as follows.

ARCS National account balances as of January 20, 2023 are:

- Operating: \$ 84,943
- Operating Reserve: \$112,129
- TRD: \$257,694
- Endowment: \$4,480,104

The Finance Committee met Thursday to consider and approve the budget variances voted on today. The committee also received and reviewed the audited financial statements and discussed several other items, including assisting with upcoming reviews of chapter financials and documentation of

procedures.

The audit was very recently completed; the move to new auditors and to the accrual method of accounting last fiscal year account for a later than planned completion. We have an extension to file our 990 tax documents, and those are currently in preparation.

The Danaher Foundation grant of \$100,000 arrived in December; prior to its arrival, Christine consulted with our investment advisor as to how to maximize returns while we are holding these funds. The funds were deposited to our Temporarily Restricted Designated account, where they are held in Treasury bonds earning 4.66% APR.

The Finance Collaboration Network met in late November; discussion centered around allocation timelines for scholar awards, options for reporting of financials, and differences among chapters in methods for various processes. There is great interest in learning how other chapters do a variety of things, so Linda and Christine are developing a survey and will share the results with network members.

We are currently reviewing and organizing the tax letter database; letters will go out to donors no later than January 31.

Christine then turned the meeting over to Linda Thier, who reviewed the ARCS Profit and Loss performance against budget. Please see **ATTACHMENT B: Profit & Loss vs. Budget as of December, 2022**. Linda reminded board members that the budget variances have been addressed with Resolution E, which was approved earlier in the meeting.

B. Endowment Committee

Presented by Christine Hawes, Chair, Endowment Committee

The Endowment Committee met in October and voted to accept the Silver Family Foundation gift of \$2,000,000 and to determine the method of incorporation into the investment account per the investment policy. It was determined that the funds would be invested in three tranches, invested monthly for the three months beginning with the receipt of the funds, barring any significant market drop. This grant was subsequently deposited in our Endowment in October. The funds are now fully invested according to our Investment Policy guidelines.

The committee will meet with our investment advisor the week of January 23 to review 2nd quarter performance.

C. Operations

Presented by Patty Sparrell, VP Operations

Patty explained that her primary role is to interface with the management firm, ASG, support the IS and Marketing and Communications Committees and any other duties assigned by Caron.

As a reminder, ASG provides support in the areas of: financial/accounting, event planning, communications and marketing, administrative support as well as support to 3 chapters. The chapter support is coordinated by Nancy Chambers. ASG charges as of December are 1,554 hours vs a total year contract of 2,500. Charges were higher in the first half of the year due to heavier than normal workload during the months of September and October (AMC and Annual Report). Charges for November and December were lower than the ratable level; we anticipate coming in on target by the end of the year.

I have participated in the following activities and task forces:

- Programs and Events Collaboration Network co-lead with Elizabeth Callander
- Annual Report
- AMC
- Danaher Grant submission
- Tempe Meeting Planning working with Dawn Senger, ASG and Board leadership
- Enterprise Risk Management
- Giving Tuesday Campaign/Chapter Challenge
- Membership Growth Campaign – “Invite to Ignite”
- Marketing and Communications Committee
- IS Committee
- Finance Committee
- June 8-10 Pittsburgh Meeting working with Linda Thier, ASG and local members
- Chapter Support activity

Going forward activities will include:

- Solicit Tempe Meeting feedback and incorporate in Pittsburgh Meeting Planning effort.
- Working in an ongoing fashion with committee and project participation,
- I will be working with CoP to ensure all relevant information is submitted to National consistent with Chapter Compliance document deadlines. Remember this information is very important to support the end of year review as well as the development of the Annual Report.
- I will be working with all committee and project leaders to develop Project and Position Procedures Manuals for all positions. These will be very important as the National leaders transition this spring/summer.

D. Philanthropy

Presented by Anna Maria Matteucci, Co-VP Philanthropy

Anna Maria and Co-chair, Sarah Vandenplas, thanked their committee and all donors for their contributions to the Giving Tuesday Campaign.

As of January 9th, ARCS has raised a total of \$94,505.32. That includes \$9,500.00 of outstanding pledges. The pledge amount received is \$45,500.00 and other donations received = \$38,383.00.

The Philanthropy Committee also met with the GivingTuesday team to set up year-end appeal emails. Anna Maria thanked the committee and ASG for their expertise in promoting Giving Tuesday.

- We sent out GivingTuesday and Year End Appeal emails to members, scholars, and external audiences
 - One month away
 - Two weeks away
 - Morning day of GT email
 - Afternoon day of GT email
 - LYBUNT Last year but unfortunately not this year
 - Year-end reminder
 - Thank you email
- The LYBUNT email was new this year and we had a great open rate of 67.2% with a click rate of 3.2%
 - Average open rate for members is around 54% for our other campaigns

- Average click rate for members is around 1.5% for our other campaigns

We had our first Collaboration Network meeting and had a great turnout where participants enjoyed learning and sharing ideas to increase fundraising. Our next meeting will be in February.

Anna Maria encouraged those who have not donated yet, to do so, saying “We would welcome your support!”

E. Council of Advisors

No Report

F. Council of Presidents

Presented by Cheryl Craft, Chair, Council of Presidents

Cheryl reported that the CoP will meet four times this year, and that it appreciates the hybrid meeting format. The CoP met virtually Monday, January 9, 2023, at noon PST on Zoom. Ana Chu, immediate past chair of CoP, President Caron Ogg, 15 Presidents, Co-Presidents and President-elects, and four CoP representatives were in attendance. The CoP addressed the eligibility and election process of the chair of CoP and discussed the pending resolution. The CoP will elect a new Chair by the end of February.

Compliance calendar update: January 17th to elect chapter ARCS Light and provide photo and complete biographical sketch for National by February 1, 2023.

Governance issues – Julie Branford discussed hybrid NB meetings and pros and cons with inputs from CoP.

DEI Standing Committee – Linda Burke sent progress reports and CoP discussed.

President Caron Ogg requested information of new members to send welcome letters.

G. Audit Committee

Presented by Lynne Brickner, Chair, Audit

Lynne thanked the board for accepting the audited financial statements and encouraged NB members to complete the Conflict of Interest Questionnaire they will receive in the coming days in a timely fashion. She also encouraged chapter presidents to submit their compliance materials on time in accordance with the compliance calendar schedule.

H. Chapter Engagement Committee

Presented by Sara Jean Burke, Co-Chair, Chapter Engagement

Sara Jean acknowledged the contributions of the committee co-chair, Jill Bray and reported as follows:

Accomplishments to date:

- Held one Membership Collaboration Network meeting. Two additional meetings are planned for Spring 2023.
- Held two sessions of ARCS Forward. Two additional sessions are planned for Spring 2023.
- Reviewed ARCS Forward footage to identify scholar quotes about ARCS impact which were used in the Giving Tuesday video promotion.
- Created the Membership Chapter Challenge initiative – *Invite to Ignite*.
- Updated Chapter Engagement Charter to reflect current responsibilities.
- Participated in discussion regarding National support for existing chapters that are struggling.

- Participated in four University Relations meetings as ex officio members.
- Assisted President Caron Ogg in obtaining new member email addresses to facilitate sending of a welcome packet to all new members.

Continuing work:

- Will hold spring CN meetings on February 23, 2023 and April 19, 2023 at noon ET.
- Will hold spring ARCS Forward sessions on February 16, 2023 and May 18, 2023 at noon ET.
- Will assist ASG in promotion of Membership Chapter Challenge.
- Will attend any future meetings surrounding support for struggling chapters.
- Will attend any future University Relations meetings.
- Will craft an elevator speech that members can use to quickly explain purpose and value of ARCS.
- Will develop ideas that chapters can implement to aid in member recruitment and retention.

I. Communications and Marketing Committee

Presented by Aletha Anderson, Chair, Communications and Marketing

Website Refresh Project

A group has been working on the Website to refresh and update it. We want the landing page to reflect how vital we are, and we want to add an interactive map with all chapters on the landing page. There is a new place with top bar navigation for members with the Chapter Challenge in this section. We also have a new page for "ARCS Forward." A new Alumni Hall of Fame inductee will prompt us to update the Scholar section very soon. There is much information on our website, but some presentations and content need updating. Aletha solicited comments about how the website can be improved and thanked Sue Dintleman and IS for their help with the refresh.

Newsletter

ARCS Achievements continues each month with a variety of articles and exciting news, such as the Silver donation. Readership of the newsletter is strong. Aletha solicited ideas for new topics or themes.

Social Media

ARCS presence and messaging on social media remains consistent with endless content. Aletha encouraged NB members to follow ARCS National's social platforms.

Annual Report for 2021-2022

Aletha thanked Nancy Chambers and Sherry Lundeen for their work on the annual report in collaboration with ASG. It will include great content that we plan to use on the website. It is a great publication that reflects ARCS well. Aletha solicited feedback about the pros and cons of using print vs electronic copies of the report for distribution.

Press Releases

These are finalized and distributed in association with ASG during the year, as warranted. A recent press release gave details of a \$2 million donation to ARCS national. A press release will be distributed when we announce the new Hall of Fame inductee, and one will be done on the Danaher grant. The purpose of these releases is to get the ARCS name out to a broader audience than our newsletters can reach.

A request was made by a board member to have ARCS Forward dates added to the website and Aletha agreed they will be posted.

J. Diversity, Equity, and Inclusion Committee

Presented by Linda Burke, Chair, DEI

Linda recapped a couple of recent personal accomplishments: writing an intro for a newsletter article on education in STEM and she sent a DEI update to chapter presidents in a form that can be reused if desired.

The initial phases of committee work seemed to go very slowly. We realized that the devil is definitely in the execution. We have met as a full committee almost monthly since September, and our work groups are meeting more frequently. Set out below is an outline of our goals for the year and our progress so far. Each group has one or two projects that will be completed by June 1 in a reportable form.

Members/Chapters: This group has two projects in mind for the remainder of the year. 1. Coordinating with the Chapter Engagement Committee (soon to be the Membership Committee), to develop barrier/solution analysis in conjunction with that committee's tool kit initiative, for Chapters to use as desired in recruiting, on boarding and retention of members. The group is also working on a universal membership application and renewal form that would request certain demographic and other information to assist Chapters who choose to use it with baseline demographic data and comparisons.

Universities: Members on this committee are going to investigate mentoring practices and programs at our partner universities, as well as designing an application form with University Relations for use by our partner universities perhaps to broaden the pool of applicants to PhD programs by allowing those applying to programs to also apply for ARCS Awards.

Scholars: This group, composed of Scholar alums as well as other members, is in the midst of bringing a current Scholar and Scholar Alum network online, which will be called ARCS CONNECT. We hope to bring it online in mid-January to be piloted with the San Diego, Minnesota and Northern California Chapters. We shall concentrate on the Alums in the last 5-10 years. This group is also looking at a standard acceptance form to be used as desired by all chapters and partner universities with information taken from a subset of the questions used in the Scholar survey done last year that would collect a lot of demographic information for analytical purposes. There is also work being done to do a Scholar ALUM survey soon

Funding: The primary goal for completion this year is to develop a program that will provide bonus awards to Scholars and certain Scholar Alums for mentoring K-12 students in STEM. We must develop the mentoring bonus program and then find the funding. Preliminary research indicates that such funding is available, both locally at the Chapter levels and at the National level. A small group of current Scholars and Scholar Alums has convened in Pittsburgh and in Minnesota to develop the bones of the program.

Resources: The Resources Group is working to develop media and organization protocols for resource materials. They are also interested in stories of Scholar and member accomplishments in STEM and medical research and will keep a catalogue of these stories for use. There will also be places for pertinent recorded programs that could be of interest to Chapter and National. Pittsburgh recently presented such a program on the science of implicit bias, which Sue Dintelman is posting on ARCS YouTube Channel.

We value input from any source. If you have ideas or suggestions, we would love to receive them. Please feel free to contact Linda Burke at tfb5650@aol.com.

K. Nominating Committee

Presented by Joan Foley, Chair, Nominating Committee

Joan began by thanking Nancy Spetzler, past Chair of the Nominating Committee, for teeing up the committee with a group of historical documents she handed off to Joan. They have been organized and packets prepared for the committee members.

Members of the Nominating Committee are: Jill Bray, at large; Cheryl Craft, President CoP; Linda Celesia, Rep CoA; Ana Chu, Past President CoP; Margaret McGann, alternate; Patty Sparrell, alternate.

The committee has met. The many documents required for background information have been sent to the Nominating Committee members and were reviewed at our meeting. A recording of the meeting has been sent to the two members who were not able to attend.

In discussion, the committee identified and agreed that we wish to encourage all members to self-submit or contact our committee to indicate your interest in serving on the National Board. We have all been on boards where self-submission is encouraged and successful ensuring strong succession. We know that there is a pool of talented knowledgeable women among members to tap.

At this point we know that VP Operations and the Chair/Chairs of University Relations are open positions among others.

Joan expressed regret that she was not able to meet with Nominating Committee members in Tempe. The committee will meet on a regular basis every two weeks with a target to finalize the slate in April prior to the May 1 deadline.

L. University Relations Committee

Presented by Joan Foley Co-Chair, University Relations

Joan Foley presented the PowerPoint presentation found in **Attachment D** to these minutes.

M. All Members Conference

Presented by Caron Ogg, President

The All-Member Conference “Opening Doors to Members and Science” hosted by the Atlanta Chapter was a success! This was a long time coming after being rescheduled multiple times due to covid. The 105 (58 full paying; 47 Atlanta) attendees enjoyed the opportunity to reconnect with ARCS colleagues as well as meet new friends.

Technical, cultural, and social activities were included in the three-day conference. The meeting started Monday evening with the Atlanta chapter “Opening Doors” showcasing southern hospitality at member homes. In addition to this very successful event, attendees also had the opportunity to visit the Shepherd Center, the National Center for Civil and Human Rights, the High Museum of Art, and the Botanical Gardens. The closing dinner at the historic Capitol City Club was enjoyed by all. Podium talks provided by local business scientific leaders and local ARCS scholars were also enjoyed. Recognition of 3 years of ARCS Light honorees demonstrated the commitment and accomplishments of the very talented ARCS leaders in the 15 chapters.

Greater than 75% of the attendees indicated they were likely to attend the next conference. Attendees enjoyed the opportunity to network with members from other chapters in addition to the local tour

opportunities. Post-meeting feedback suggested increasing the opportunity to network and learn best practices from other attendees as well as experiences from other non-profits in similar situations.

Financially, the event was well managed. The net operating expenses (registration income – operating expenses) was approximately \$1500 (goal was to break even). In addition, the sponsorship revenue exceeded expectations; approximately \$67,000 were donated vs a budget of \$58,000. Sponsorship included: one presenting sponsor (\$25,000); two gold sponsors (\$5,000); 11 silver sponsors (\$2500) and 14 friends of AMC. The sponsorship income will support multiple items in the National budget.

Special thanks go to the AMC National planning committees: Caron Ogg, Co-Chair; Debbie Liss, Co-Chair; Aletha Anderson; Christine Hawes; Sherry Lundeen; Diane Might; Patty Sparrell; Linda Their; Anna Maria Matteucci; Sarah Vandenplas; Kelley Atkinson, ASG; Samantha Kilgore, ASG.

Multiple local members of the Atlanta Chapter helped plan the AMC. Debbie Liss Chaired the Atlanta planning committee. She appreciated the many notes of thanks.

N. Evaluation

Presented by Caron Ogg, President

- The Evaluation Committee has been busy this year.
- The Skills and Interest Survey is currently open. Please take the time to complete the survey because this will help Joan, as chair of the Nominating Committee, to complete the slate of NB members for next year.
- The Member Survey was sent out in November. There were over 275 responses. The results were shared with Emma, our consultant, for the Long-Range Planning process.
- The committee is also working on the university survey. Emma would like to receive input from them for the long-range planning process.

O. Governance Committee

Presented by Julie Branford, Chair, Governance

Julie thanked the board for its approval of the items voted on earlier in the meeting that were presented by Governance.

Since the September National Board meeting, members of the Governance Committee have worked on the following projects that were approved at the January 2023, meeting:

- Edits to the Bylaws dealing with:
 - selection of representatives from the Council of Advisors and the Council of Presidents to the Nominating Committee
 - voting when Council and National Board roles are shared by two people, clarifying that each “role” gets one vote
- Creating the Charter for the Collaboration Networks Committee, and noting that it is an Advisory Committee
- Exploring the potential elimination of the requirement for in-person attendance at NB meetings in order to participate and vote and how the hybrid meeting format might work

Future work will include the following:

- Developing the Charter for the Council of Advisors to assist Nominating in recruiting ARCS leaders to serve on the Council and clarifying the expected roles of Council members so

prospective Council members better understand the role(s) they would be undertaking by serving on the Council

- Amend the requirement for in-person attendance in the Bylaws
- Editing the Charter of the Council of Presidents by defining how the COP Representatives to the National Board vote when there is a split opinion of the members on any given proposal
- Developing a potential Code of Conduct for all national committee members and leaders.

P. Information Strategies Committee

Presented by Sharon Ponce, Co-Chair, Information Strategies

The IS Committee continues to support the ARCS website with technical support and training for both the national organization and chapters. Sharon Ponce (Phoenix) and Sue Dintelman (Utah) are co-chairs of the Committee with Sharon handling the administration of the group and Sue managing the relationship with our vendors and the technical support. Other members of our committee for this year are Aletha Anderson, OR, Communications Chair; Jamie Anderson, OR; Lynne Brickner, LA/UT, Nat. Librarian; Jennifer Martin, PITT; Diane Might, PHX/UT; Caron Ogg, OR; Anna Papio Toda, OC; Patty Sparrell, VP, Operations, IL; Beth Wainwright, PITT.

The IS committee meets monthly with frequent email communication. Support of the website continues to be managed using the shared is.help@arcsfoundation.org email. Members of the IS Committee take turns monitoring email and helping those members with website issues or questions about usage.

Projects: Diane Might, supported the use of CiviCRM for the successful AMC meeting in Atlanta. Seven chapters participated in the scholar award bulk import, loading their scholar and award information from a spreadsheet. Other projects have been on hold pending the Drupal update.

Training: The IS Committee has done only one training session this year, the annual orientation for chapter presidents. The committee is planning a session on events in the next month.

Drupal Update: This is the year we were planning to upgrade our content management system (the software we use for our public facing web pages) to Drupal 9/10 from Drupal 7. Sue Dintelman previously circulated a detailed memo on this topic. We have been planning on this upgrade for several years because Drupal 7 is nearing “end of life and it is usually not a good idea to use unsupported software. However, the most recent estimate for this upgrade was \$80,000, much more than we were planning on. After consulting with CiviDesk, the vendor that supports our website, we have decided that upgrading to Drupal 9 is not a necessity. Most of CiviDesk’s customers (and in fact almost half of Drupal users) have not migrated from Drupal 7. Drupal 7 will continue to be supported, including security updates, for the foreseeable future.

Website Review: Since we now have no pressure to upgrade, we, the entire ARCS community, can investigate options for the future of the website. These options include migrating to another platform (Blackbaud, HubSpot, Insightly) or staying with Drupal 7 and making improvements to our current Drupal/CiviCRM platform. This is a good opportunity to review our needs and options. Watch for surveys and meetings to get input from all stakeholders.

National Website Refresh Project: A committee has been working on refreshing the content and look of the national site. The IS Committee will assist with completing this project by implementing some new website features. One is a responsive map showing all our chapters. When a user clicks on a chapter, they will go to that chapter’s landing page. We will also add two new templates to the supported layouts. We have asked for funding to complete this project.

CiviDesk Support: If your chapter is being limited in the use of the website by lack of trained volunteers, CiviDesk is offering an admin service which provides an expert to do your mailings, manage your contacts, set up meetings, etc. Watch for more information about this service in the next IS Bulletin. Working with CiviDesk, ASG or a third party professional CiviCRM expert may be one way to improve the use of the website.

Q. Collaboration Networks

Presented by Anne Jarvis, Co-Chair, Collaboration Networks (CNs)

Anne Jarvis gave a status update of the 2022-23 CN's:

The Collaboration Networks are off to a strong start the 2022-2023 year. We have CN leaders who have member representatives from most chapters for each CN and a CoA representative for most CNs. We held two Kick-Off sessions for CN leaders on September 20 and 28, 2022. On October 11, 2022, at the AMC, we hosted Breakfast Discussion Tables for each CN to which all attendees were welcome.

For 2022-2023, the eight Collaboration Networks are:

- Communications
- Finance
- Information Strategies
- Membership
- Philanthropy
- Programs / Events
- Scholar/Scholar Alum Relations
- University Relations

The overall CN goals for 2022-2023 are to:

- Actively engage the ARCS functional leadership across the chapters and National through all eight CN groups. Encourage collaboration and networking for the operational success of all chapters and National and for the benefit of members socially.
- Support regular, robust dialog and interaction within all CNs, as each develops their own priorities, actions, and timelines for the year. Aim to have every CN meet virtually three times during the year, as well as host a table discussion at the AMC in October. Capture and post networking content, best practices, and CN surveys in the National Document Library for sustainable sharing purposes.
- Demonstrate value of National to the chapters and among the chapters and identify key recommendations to bring forward to National to enhance processes, initiatives, and planning (including the Strategic Plan).

The role of the CN leaders is to engage chapter and National leaders as well as other members in open collaborative discussions to identify what seems to be working well, what if any changes may be appropriate, and how to develop and share “best practices” information. These efforts should include peer-to-peer as well as group networking, the submission of reports to National in January and June 2023, and the identification of ways in which National can improve its support of the chapters.

The role of Chapter Presidents and the National Board with respect to the CNs is to support the efforts of each CN, to ensure participation by each chapter and appropriate National Board members and committees, and to encourage additional and ongoing chapter and committee member involvement.

Most CNs have met at least once, and many have set future meeting dates for the year. Turnout has been good and the members' experience at the meetings has been positive. Summary reports of these meetings are available in the Document Library.

As examples, some highlights year-to-date include these topics:

- Scholar/Scholar Alum Relations: Ways/systems to improve communications and connections with ARCS Scholars; understanding the DEI Slack initiative pilot.
- UR: Rankings; multi-disciplinary and inter-institutional department approvals; University processes for ARCS Scholar selection; chapter roles in UR, particularly University Liaisons.
- IS: Drupal 7 end of life and ideas for improving our current webpages; need for more help and training for event setup.
- Philanthropy: How we align with the corporate community; how chapters fundraise for operations.

We are also looking to address questions regarding:

- How to broaden member engagement with CNs to demonstrate increased use/value to chapters?
- How to memorialize our ideas and chapter collaborations for future reference by chapters and members?

VIII. New Business

None

IX. Adjournment

Caron Ogg thanked Dawn Senger for the work she did to make the meeting a success, Patty Sparrell for her hard work organizing the hybrid meeting to ensure that it well smoothly, and all who contributed. Caron adjourned the meeting at 11:36 AM Mountain Time.

Next Regular National Board Meeting: June 10, 2023, in Pittsburgh

ATTACHMENTS

ATTACHMENT A: Permanaent Resident Task Force Charter

ATTACHMENT B: Profit and Loss vs. Budget as of January 17, 202323

ATTACHMENT C: Executive Committee Actions Since September 2022 (PowerPoint Presentation)

ATTACHMENT D: University Relations Committee Report (PowerPoint Presentation)

ATTACHMENT A

ARCS Foundation, Inc.
U.S. Permanent Resident Task Force Charter
January 21, 2023

Purpose

The U.S. Permanent Resident Task Force is a temporary working group, formed to review and provide guidance to ARCS Foundation chapters in reference to funding only US citizens. The Task Force will develop options and potentially make a recommendation to the NB as to whether the eligible pool of ARCS Scholars be expanded to include U.S. Permanent Residents (PR)

Scope of Work

- The National University Relations Committee (11 chapters are represented) and University Relations Collaboration Network (15 chapters engaged) will conduct the research regarding potential funding of U.S. Permanent Residents (PR). The committee’s purpose is to gather relevant resources/data (if it is readily available) in an organized manner and forward the findings to the U.S. Permanent Resident Task Force. Specific sources and specific questions will be defined by the Task Force.
- Once the data is collected and resources provided by the Executive Committee are reviewed, a small working group (the Task Force) will analyze the data and present options and possible recommendations to the NB. If they require additional resources during this phase of work, they will contact the Executive Committee.

Timeline	
January, 2023	Meet with the EC to discuss objectives and process (1/9/2023) Present objectives and process during the January NB Forum (1/19/2023) Further define scope of work, define the plan and begin prep work Kick-off team by reviewing charter, scope, timeline, detailed information

January – May, 2023	Review and assess historical information Define potential recommendation Communicate/meet with stakeholders (see chart under deliverables)
May, 2023	Define/write the options and potential recommendations
June, 2023	Report to NB (6/10/2023)

Reporting

The Task Force Co-chairs shall report directly to the President of ARCS National. Upon request, the actions of the Task Force shall be presented to the Executive Committee and to other entities within ARCS National. A written report will be presented at the June 2023 NB meeting.

Task Force Members

1. Joan Foley (Oregon), Co-chair
2. Chris Simpson Brent (Northern CA), Co-chair
3. Rhea Coler (Seattle)
4. Danielle Robinson (Metro WA)
5. Barb Goergen (Minnesota)
6. Judy LeMarr (Phoenix)
7. Anne Crawford (Pittsburgh)
8. Yolanda Walther-Meade (San Diego and Los Angeles)
9. Janie Wilson (Atlanta)

The Task Force may add additional members, not to exceed seven, and none to be from the same chapter as the above listed members. Advice and guidance of additional individuals may be sought as needs arise. Membership of this Task Force will last until the end of the Task Force’s life, as defined in the Dissolution of the Task Force.

Dissolution of the Task Force

The U.S. Permanent Resident Task Force as defined by this Charter has a fixed term life until the end of June 2023. The Task Force and/or Executive Committee may request an extension, if needed, to complete the work and to ensure a review of the data and options by the NB and chapter leadership.

Deliverables

The U.S. Permanent Resident Task Force will:

- Share and discuss background information from impacted chapters
- Throughout the process keep the following stakeholders up to date:

<i>Stakeholder</i>	<i>Point of Contact(s)</i>
President and President-Elect: Caron Ogg and Beth Wainwright	Joan Foley and Chris Simpson Brent will keep the President and President-Elect up to date
Executive Committee	Joan Foley and Chris Simpson Brent will periodically attend EC meetings
University Relations Committee	Joan Foley, Chris Simpson Brent and Rhea Coler will keep the UR Committee apprised of progress
Council of Presidents	Cheryl Craft will include in CoP meetings
Council of Advisors	Yolanda Walther-Meade will include in CoA meetings

- Frame pros and cons and highlight unintended consequences of decisions
- Develop recommendation for NB approval by utilizing discussions with stakeholders
- Present update to NB at the June meeting
 - Present stakeholder feedback summary
 - Present options and potential recommendations
- NB will review and potentially vote on June 10, 2023

ATTACHMENT B

ARCS Foundation, Inc. Operating Profit & Loss Budget vs. Actual As of January 17, 2023

	Jul 1, '22 - Jan 17, 23	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
5100 - Dues	39,165.00	39,165.00	0.00	100.0%
5300 - Contributions				
5340 - Operating Donations	39,400.00	65,000.00	-25,600.00	60.62%
5350 - Convenience Fee contributions	1,102.32	0.00	1,102.32	100.0%
5370 - Undesignated Donations	30,334.00	20,000.00	10,334.00	151.67%
5300 - Contributions - Other	0.00	0.00	0.00	0.0%
Total 5300 - Contributions	70,836.32	85,000.00	-14,163.68	83.34%
5400 - Grant Revenue				
5400 - Grant Revenue - Other	5,000.00	5,000.00	0.00	100.0%
Total 5400 - Grant Revenue	5,000.00	5,000.00	0.00	100.0%
5500 - Interest Income				
5550 - Interest Income-Other	134.04	1,000.00	-865.96	13.4%
5551 - Interest Income - Money Market	13.29	0.00	13.29	100.0%
Total 5500 - Interest Income	147.33	1,000.00	-852.67	14.73%
5501 - Dividends				
5503 - Dividends-Other	3,979.88	6,500.00	-2,520.12	61.23%
Total 5501 - Dividends	3,979.88	6,500.00	-2,520.12	61.23%
5502 - Investment- Gain/Loss				
5508 - Change in Value - Other	-41.38	0.00	-41.38	100.0%
Total 5502 - Investment- Gain/Loss	-41.38	0.00	-41.38	100.0%
5601 - Board Meeting Income	1,650.00	20,000.00	-18,350.00	8.25%
5700 - AMC Meeting Income	49,345.00	52,325.00	-2,980.00	94.31%
5900 - Medallion/Lapel Pin Income	1,028.75	2,000.00	-971.25	51.44%
6000 - Sponsorships.				
6013 - AMC Sponsorships	66,805.00	58,000.00	8,805.00	115.18%
Total 6000 - Sponsorships.	66,805.00	58,000.00	8,805.00	115.18%
Total Income	237,915.90	268,990.00	-31,074.10	88.45%
Gross Profit	237,915.90	268,990.00	-31,074.10	88.45%
Expense				
5620 - Chapter Grants	0.00	5,000.00	-5,000.00	0.0%
6100 - Board Meeting				
6120 - Board Meeting Expenses	4,734.63	20,000.00	-15,265.37	23.67%
6100 - Board Meeting - Other	0.00	0.00	0.00	0.0%
Total 6100 - Board Meeting	4,734.63	20,000.00	-15,265.37	23.67%
6200 - All Member Conference				
6230 - AMC Meeting Expenses	50,746.60	52,325.00	-1,578.40	96.98%
6240 - AMC ARCS Light; Speaker Gifts	100.00	0.00	100.00	100.0%
Total 6200 - All Member Conference	50,846.60	52,325.00	-1,478.40	97.18%
6300 - Chapter Relations				
6310 - Airfare Chapter Presidents	0.00	4,500.00	-4,500.00	0.0%
6300 - Chapter Relations - Other	0.00	0.00	0.00	0.0%
Total 6300 - Chapter Relations	0.00	4,500.00	-4,500.00	0.0%




	Jul 1, '22 - Jan 17, 23	Budget	\$ Over Budget	% of Budget
6800 · Communications				
6840 · Annual Report	5,973.75	6,300.00	-326.25	94.82%
6850 · Newsletter	597.49	1,000.00	-402.51	59.75%
6910 · Graphic Design	7,453.75	10,500.00	-3,046.25	70.99%
Total 6800 · Communications	14,024.99	17,800.00	-3,775.01	78.79%
7000 · Officers and Chairs				
7550 · President				
7560 · Travel Expenses	1,196.72	3,000.00	-1,803.28	39.89%
7570 · Discretionary	0.00	3,088.39	-3,088.39	0.0%
7590 · Exp-Gifts- ARCS Light, Spk, etc	630.00	1,500.00	-870.00	42.0%
7550 · President - Other	0.00	0.00	0.00	0.0%
Total 7550 · President	1,826.72	7,588.39	-5,761.67	24.07%
7700 · Treasurer				
8070 · Cybersource/GG Credit Card Fee	4,224.21	5,600.00	-1,375.79	75.43%
8500 · Authnet Gateway	856.68	650.00	206.68	131.8%
8560 · Bank Service Fee	35.00	0.00	35.00	100.0%
Total 7700 · Treasurer	5,115.89	6,250.00	-1,134.11	81.85%
7000 · Officers and Chairs - Other	0.00	0.00	0.00	0.0%
Total 7000 · Officers and Chairs	6,942.61	13,838.39	-6,895.78	50.17%
7004 I · Investment Management Fees				
7001 I · Investment Mgmt Fees- All Other	442.00	900.00	-458.00	49.11%
Total 7004 I · Investment Management Fees	442.00	900.00	-458.00	49.11%
7150 · Fund Development				
7131 · Giving Tuesday	8,538.29	7,500.00	1,038.29	113.84%
7140 · Printing	649.36	600.00	49.36	108.23%
7160 · Grant Support Services	0.00	400.00	-400.00	0.0%
Total 7150 · Fund Development	9,187.65	8,500.00	687.65	108.09%
7200 · Evaluation	403.99	380.00	23.99	106.31%
8000 · General and Administrative				
8200 · General Purpose				
7580 · Go To Meeting/Zoom	311.41	900.00	-588.59	34.6%
8200 · General Purpose - Other	0.00	350.00	-350.00	0.0%
Total 8200 · General Purpose	311.41	1,250.00	-938.59	24.91%
8300 · Insurance	1,211.52	2,500.00	-1,288.48	48.46%
8700 · Professional Services				
6970 · Management Expenses	1,749.98	2,300.00	-550.02	76.09%
8710 · CPA (Taxes & Audit)	10,000.00	13,500.00	-3,500.00	74.07%
8750 · Legal Services & Fees	0.00	500.00	-500.00	0.0%
8760 · Training Resources	0.00	1,200.00	-1,200.00	0.0%
8769 · Professional Services-Other	12,500.00	20,000.00	-7,500.00	62.5%
8775 · Management Fees				
8774 · National Management Fees	70,903.00	121,556.61	-50,653.61	58.33%
Total 8775 · Management Fees	70,903.00	121,556.61	-50,653.61	58.33%
Total 8700 · Professional Services	95,152.98	159,056.61	-63,903.63	59.82%
8900 · Supplies/Miscellaneous Printing	1,673.34	1,500.00	173.34	111.56%
8000 · General and Administrative - Other	0.00	0.00	0.00	0.0%
Total 8000 · General and Administrative	98,349.25	164,306.61	-65,957.36	59.86%
8780 · External Relations	0.00	3,000.00	-3,000.00	0.0%
9000 · Website				



	Jul 1, '22 - Jan 17, 23	Budget	\$ Over Budget	% of Budget
9030 - Design and Upgrade Costs	108.75	500.00	-391.25	21.75%
9038 - Website-Other	194.93	300.00	-105.07	64.98%
9050 - Maintenance & Support	17,290.00	29,640.00	-12,350.00	58.33%
Total 9000 - Website	17,593.68	30,440.00	-12,846.32	57.8%
Total Expense	202,525.40	320,990.00	-118,464.60	63.09%
Net Ordinary Income	35,390.50	-52,000.00	87,390.50	-68.06%
Net Income	35,390.50	-52,000.00	87,390.50	-68.06%
Other National Operating Funds				
Endowment Distribution	29,616.00	52,000.00		56.95%
To Replenish Operating TRD account	0.00	0.00		
Total Operating Funds	267,531.90	320,990.00		83.35%
Total Operating Expenses	202,525.40	320,990.00		63.09%
Net Operating Position	65,006.50	0.00		




ATTACHMENT C



September 2022 – January 2023 Executive Committee Actions

Caron Ogg, National President
National Board Meeting
January 21, 2023



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Discussion Overview

- Executive Committee Decisions Made on Behalf of the Board
- Executive Committee Resolutions Presented to the Board for Approval
- Not discussed today; included in detailed website document:
 - Matters the Executive Committee Advised the President on
 - Matters Reported to the Executive Committee

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Executive Committee Actions

Approved on Behalf of the Board

- Pilot Peak Consulting Contract
 - The EC approved signing the agreement with Emma Kieran, Pilot Peak Consulting, to support the Long Range Plan effort through June 2023. (November 16, 2022)
- Arizona State University Memorial Union Agreement
 - The EC approved Caron signing the agreement for January 2023 NB Meeting. (November 16, 2022)
- Hyatt Place, Tempe, AZ contract
 - The EC approved Caron signing the agreement for January 2023 NB Meeting. (November 16, 2022)

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Executive Committee Actions

Approved on Behalf of the Board

- Membership Growth Campaign
 - To motivate and reward chapters for recruiting new members, the EC approved the proposal to fund a campaign which will reward chapters with highest % growth from July 1, 2022-June 30, 2023. (November 16, 2022)
- Danaher LOA
 - The EC ratified a previous electronic vote authorizing Caron to sign the agreement. (December 14, 2022)

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Executive Committee Actions

Approved for Submission to the Board

- Governance Committee
 - Collaboration Network Advisory Committee Charter and Responsibilities of Chair (December 14, 2022)
 - Revised Bylaws (December 14, 2022)
 - Waiver of Notice of Amendments to the Bylaws (January 9, 2023)
- Information Strategies Committee
 - Fund improvement to the ARCS website totaling no more than \$1680 allowing deferral of a more costly Drupal 7 platform upgrade or replacement. (January 9, 2023)

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Executive Committee Actions

Approved for Submission to the Board

- University Relations Committee (January 9, 2023)
 - Approval of OHSU-PSU School of Public Health, Epidemiology Program and Health Systems and Policy Program
 - Approval of Revised and Renamed University Relations Approval Form A and Form B
 - Approval of University Relations Administrative Change Form
- US Permanent Resident Task Force Charter

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Executive Committee Actions

Topics the Executive Committee Advised the President On

- AMC Event Outcomes
- ASG Support Progress
- Digital Media Repository Ideas
- Long Range Plan Status
- January 2023 NB Meeting Plans
- Future National Board Meeting Plans
- Giving Tuesday Campaign Results

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Executive Committee Actions

Matters Reported to the Executive Committee Members


- PATS Portal
- Danaher Grant
- Silver Foundation Donation
- US Permanent Resident Task Force
- New Member Letter
- Sanofi Corporation Inquiry
- Enterprise Risk Management Plan
- Chapter Support
- Member Survey

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ATTACHMENT D



University Relations

National Board Meeting
January 21, 2023
Chris Simpson Brent and Joan Foley

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University Relations

University Relations Committee Roles

- Ensure consistency and quality of recipient institutions, schools, departments, programs and scholars funded by the chapters.
- Review new recipient institutions and academic departments submitted by chapters for National URC approval, and recommend approval to the NB when required.
- Monitor and record site visit results.
- Maintain a database of approved academic departments and recipient institutions.
- Be collegial, supportive and informative to the chapters on university processes and ensure active engagement across the UR Collaboration Network.

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University Relations

University Relations Committee Goals for 2022-2023

- Review new recipient institutions and academic departments submitted by chapters for National URC approval, and recommend approval to the NB when required. Encourage compliance of annual Site Visits and support the use of the standard Site Visit Form.
- Complete revisions currently in-process to the UR Manual and the standard UR Forms.
- Lead and support the UR CN and engage the chapters in sharing practices, programs, templates and documents. Post relevant materials on the National Document Library for ongoing sharing.
- Collaborate with the DEI Standing Committee regarding engagement with our Academic Partners.

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University Relations

UR Committee Progress Year-to-Date

- Held a URC Orientation Meeting (Sept. 29) for all new members of the committee. This allowed us to get our six new members up to speed and quickly engaged in the matters being addressed this fall.
- The UR Committee (URC) has met 3 times this quarter (Oct. 6, Nov. 7, and Dec. 8).
- Three New Department Applications:
 - Minnesota Chapter: University of Minnesota
 - Microbiology, Immunology and Cancer Biology Graduate Program
 - **Approved** unanimously by URC in Oct. (*Required URC approval only*)
 - Oregon Chapter: OHSU PSU School of Public Health (SPH)
 - Epidemiology Program
 - **Approved** by URC in Dec. (*Requires NB approval*)
 - Health Systems & Policy Program
 - **Approved** by URC in Dec. (*Requires NB approval*)

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University Relations

UR Committee Progress Year-to-Date

- **Presented revisions of two updated forms to the NB:**
 - New Institution Approval Form, formerly Form B
 - **Approval** by URC in Jan. (*Requires NB approval*)
 - New Department Approval Form, formerly Form A
 - **Approval** URC in Jan. (*Requires NB approval*)
- **Presented the establishment of a new form to the NB:**
 - Administrative Change Approval Form, for department name changes
 - **Approval** (in process) by URC in Jan. (*Requires NB approval*)

• NB Resolutions for three UR form approvals

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University Relations

Applications for OHSU PSU School of Public Health (SPH): Epidemiology Program and Health Systems & Policy Program

- **Highlights — OHSU PSU School of Public Health (SPH)**
 - OHSU School of Medicine Graduate Program was the inaugural university for ARCS Oregon, approved in 2004.
 - OHSU is Oregon's only medical school and one of the only universities in the US devoted exclusively to educating physicians, dentists, nurses, pharmacists and public health professionals
 - OHSU ranked #27
 - OHSU-PSU SPH, created in 2013, ranked/tied #31, ranked 35th among Schools of Public Health in NIH funding, (most recent federal fiscal year 2020)
 - All School of Public Health students are admitted to OHSU
 - SPH very strong in key URC criteria: faculty strength (awards, publications, roles); faculty:student ratios and support; STEM funding; investments; etc.
 - PSU is not approved by ARCS National, nor is ARCS Oregon seeking approval of PSU
 - PSU: Top urban colleges in US #13; Top 10% in US for social mobility/low income students graduating with jobs; Research expenditures \$55.2 million
 - Per a Memorandum of Understanding between OHSU and PSU, OHSU serves as the lead institution of the collaborative SPH and assumes financial responsibility to maintain the school.

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University Relations

Applications for OHSU PSU School of Public Health (SPH): Epidemiology Program and Health Systems & Policy Program

- **Highlights — SPH Epidemiology Program (EP)**
 - Core science of public health and medicine, study of the distribution, determinants and deterrents of morbidity and mortality in human populations.
 - Priority of the US Affordable Care Act to have epidemiologists trained at the doctoral level.
 - SPH offers the only PhD in Epidemiology in Oregon.
 - Program built on the 20-year history of the OHSU MPH in Epidemiology and Biostatistics.
- **Highlights — SPH Health Systems & Policy Program (HSP)**
 - Dr. Sherrill Gelmon, Program Director, is the Co-Chair of the Doctoral Education Council for the Assoc. of Schools and Programs in Public Health.
 - More than 80% of faculty hold grants from relevant nationally recognized scientific bodies.
 - Master's Degree required by all students for admission.
 - In addition to HSP full time faculty, OHSU full-time faculty with secondary appointments to HSP are primarily OHSU School of Medicine and OHSU School of Nursing faculty (both OHSU SOM and SON are ARCS approved).

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University Relations

Revisions/Updates to UR Forms

- **Form revisions:**
 - Overall goals for revisions to the *New Institution and New Department Approval Forms* are to:
 - Improve naming construct by removing "A" and "B" from naming convention (clarity, logic).
 - Improve clarity, focus, consistency, and currency.
 - Improve instructions.
 - Improve readability and make the forms more user-friendly.
 - Gather additional, pertinent data, including DEI information from universities.
 - Additionally, focus the New Institution Approval Form on the institution and de-couple it from the approval of a particular department.
 - This allows for more specific information to be collected on the new institution applying, including, for example:
 - The institution's commitment to STEM through STEM programs and investments, and the history of STEM at the institution.
 - The revised New Institution Form will pair with the New Department Form when a new institution applies:
 - The requirement remains for one or more departments to be approved, in addition to the institution, in order for the institution to become an ARCS partner and receive Scholar Award funding.

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University Relations

New UR Form

- **Establishment of a new Form:**
 - Goals of the new *Administrative Change Approval Form* are to:
 - Improve UR record keeping.
 - Enable better Chapter/National communications and engagement around administrative changes to already approved departments and programs.
 - Eliminate unnecessary work by chapters and university partners completing a New Department Approval Form when renaming/realigning already approved departments.
 - Separate out substantive changes from purely administrative ones. (Substantive changes would require a full New Department Approval Form.)
 - Be clear, consistent and current with all changes made to approved colleges, department or programs.
 - Implement efficient UR review and approval process for recording and tracking.
 - Form is simple and straightforward.
 - Process is described on the form, and the form is to be accompanied by a letter from the Chapter indicating Board review and approval.
 - National review and approval does not require a URC vote or a NB vote (URC chairs only).

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University Relations

UR Work Ahead: A lot on our Plates

- Additional topics being addressed by sub-committee teams for discussion/decision making as a full committee this year include:
 - Ongoing revision and update to the UR Manual, in process
 - Intent is to bring forward a UR Manual revisions **resolution to the NB in June**
 - Rankings / Top 50 benchmark and issue with departments not ranked in Top 50
 - Master List of Approved Universities and Departments
 - Each chapter's VP University Relations or delegated person to review and confirm accuracy of the list.
 - Engagement and research per the U.S. Legal Permanent Resident Charter
 - Work toward an LPR Task force **resolution to the NB**
 - Continue to work closely with the UR CN (Co-chairs with Holly Heaton)
 - UR CN breakfast discussion at AMC in Oct. plus two Zoom meetings (Nov and Jan) with additional meetings scheduled through the rest of the year
 - Ensure it is impactful and valuable

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University Relations

UR Challenge/Interest: Be Forward Thinking

- **Discussion of the OHSU PSU SPH applications has led the committee to consider and think through key topics including:**
 - Inter-institutional Departments (IID) — and what those might/will look like (this was the first IID since updating the UR Manual in 2020).
 - How ARCS continues to be forward-looking and support new frontiers of science while, of course, remaining firm in the commitment to our mission and excellence (of the institution, department/program and scholars).
 - How to prepare for and address potential future partnerships between an ARCS Approved Institution and one that is not approved, including the process for evaluation, the criteria, the caveats, and consistency.
 - Potential revisions to the UR Manual and to the Department Approval Forms for clarity and consistency with Inter-Institutional Department/Program applications.

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University Relations

Questions?

Thank you for your commitment to our University Partners and to the ARCS Chapters who continuously cultivate those relationships.

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