American Academy of Religion  
Board of Directors Meeting  
Atlanta, Georgia  
Sept 19-20, 2015  

MINUTES

Present: Tom Tweed, Jack Fitzmier, Deborah Minor, Steve Herrick, Kristy Slominski, Eddie Glaude, Jr., Susan Hill, Mayra Rivera, Serene Jones, Jin Park, Melanie Harris, Greg Johnson, Michael McNally, Linda Moody (by phone)

I. Call to Order and Approval of Agenda
President Tweed called the meeting to order on Saturday at 9 a.m.  
n.b. April BoD Meeting minutes had been approved electronically.

II. President’s Report
President Tweed reported that he had completed making 30 appointments to AAR leadership positions, and to enact the shared values of transparency and accountability he decided that he would report the results up to that point: 57% of the appointees were women; 40% were persons of color, 20% were African Americans. Elizabeth Hardcastle, the AAR Service Coordinator, was recognized for her diligent work during this appointment process.

III. Executive Director’s Report
Jack Fitzmier reported on a number of staff developments, including two new staff members. Brian Young now serves as a second software developer. To the position of the Executive Director’s Administrative Assistant, Kathleen McMahan brings experience in human resources. A search continues for the position of supporting Employment Services. Much to the approbation of the BoD, Chief Financial Officer Deborah Minor has revisited her retirement decision, agreeing to stay on as CFO.

IV. Chief Information Officer’s Report
Steve Herrick reported that the chaplaincy gatherings at the Annual Meeting this year will include an additional track with military chaplains. The selection process for the first cohort of AAR Luce Fellows Program with the U.S. State Department continues; and the process of application for the second cohort will begin in early 2016. Herrick also discussed technical and conceptual progress toward creation of a robust member profile.

V. Executive Director Review/Reappointment
The meeting went into Executive Session to consider the 5 year comprehensive review process. President-Elect Serene Jones presented a report on the review and a recommendation from the Executive Committee on Jack Fitzmier’s performance as Executive Director. The Board unanimously passed the following motion about his renewal:

Motion 1: To approve the following recommendation: in light of the Comprehensive Review Process, the Executive Committee recommends renewal of Jack Fitzmier as Executive Director for a period of three years (beginning July 1, 2016) with specific terms to be negotiated with the President and the Executive Committee.
Passed Unanimously.

VI. Consultants for the Five Year Plan
Vice President Eddie Glaude, Jr. reported that the presidential line and ED and CFO recently interviewed a strong pool of three candidates to assist with the AAR’s planning process and unanimously recommended passage of the following:

Motion 2: To approve the following: the Executive Committee recommends authorizing the President and Executive Director to pursue a relationship with Planning Consultant Terri Theisen of Theisen Consultants.
Passed Unanimously

The Board paused to mark the importance of this moment in the history of the AAR. Not only do we expect to conduct a five year plan, but we are hoping to establish a board-directed “culture of planning.”

IX. Program Committee Chair’s Report
Greg Johnson reported the Program Committee had held their second meeting of the year the day previous, functioning at a high level, with excellent staff support and leadership of Robert Puckett.

A. Proposed By-Law Changes
Greg first reported on the following proposal to amend the by-laws to support that committee’s future best work and to approve a transition plan to segue from the currently constituted committee to the newly envisioned committee.

Motion 3: To approve the following recommendation by the Program Committee to amend the by-laws as follows:
Passed Unanimously

Proposed Bylaws Change Expanding Program Committee
Article VII. Committees of the Board and Working Groups
Part I. Committees of the Board
Section 5. Program Committee. The Program Unit Director chairs the Program Committee. Membership includes the Vice President (ex officio), one At-Large Director, and ten other AAR non-director Members, all of whom must have had significant program Unit experience. The committee shall meet after the Annual Meeting, and once at another point during the year. The Director of Meetings, the Executive Director, and other members of the AAR executive staff, as necessary, shall staff this committee.

B. Related Scholarly Organizations
Greg reported on the current process for review of Related Scholarly Organizations and presented the Program Committee’s recommendation for clarifying and improving that process. Greg was recognized for having managed a very sensitive conversation in the Program Committee with regards to this process.

Motion 4: To amend and enrich, the process for review of RSO applications by authorizing the Program Committee to conduct principal work of the review and make a recommendation (framed in terms of the
AAR Mission, By-Laws, and existing evaluation criteria) for a final decision by the BoD
Passed 9-1-0

VIII. Treasurer’s Report
Treasurer Linda Moody presented her report, noting that the AAR remains in a good financial position. The finance committee has remained appropriately vigilant in keeping a balanced budget and anticipating the needs of the upcoming year. Linda presented a recommendation of that committee to help supplement its investment decision-making with further expertise.

Motion 5: To create a subcommittee of the finance committee to serve as an investment committee, in order to review the investment portfolio and to make recommendations to the finance committee at large.
Passed Unanimously

CFO Deborah Minor presented the detailed financial report, noting the AAR’s strong cash position, and seasonally on-track revenue, though cautioning we keep a close eye on membership revenue as the year ends. Deborah reported that the audit is complete, and we will soon receive the audit reports, which the audit committee will review and make available to the board. Deborah then presented some of the key points, the SunTrust representative had planned to present concerning our Socially Responsible Investments. In sum, in addition to Luce Endowment funds, the SunTrust portfolio includes roughly $7.46m at 6/30/15, of which 76% is equity funds screened for SRI. The negative screens currently informing our SRI are gambling, coal, oil, gas, consumable fuels, distillers, vintners, brewers, weapons and ammunition, defense, and tobacco. The 24% of the portfolio that is in fixed income is not screened for SRI, but the SunTrust representative will apprise the BoD at a future date of options to include more of our SRI screens in the fixed income category. When compared with benchmarks, our SRI screened equity holdings performed exceedingly well, in large part because coal, oil, and gas companies were going through a rough spell.

X. Contingent Faculty Document
President Tweed presented a document about standards for treatment of contingent faculty. This was a reworking of an original draft received from the Academic Relations Committee on the eve of our January meeting. The BoD had discussed that document in its April telephone meeting and formed a subcommittee of the BoD chaired by Tweed that also included Kelly Baker, Chair of the Contingent Faculty Task Force and Ted Trost, Chair of the Academic Relations Committee. The subcommittee convened four times and worked toward the recommended statement, which the Board plans to post to the website and distribute to departments.

Motion 6: To approve the Statement on Standards Pertaining to Contingent Faculty in the Study of Religion (Drafting Committee Final Version July 31, 2015) as amended.
Passed 9-1-0

Tom Tweed read a report from the Contingency Faculty Task Force chair Kelly Baker: the Task Force is sponsoring/cospo nsoring three panels at the annual meeting in November to bring awareness about contingent labor in religious studies: “Creative responses to Contingency,” “How the University Works: A Roundtable on Labor in Religious Studies featuring Marc Bousquet,” and the “Liberation and Charlatanry in Academia.” The Task Force contributed to the statement on responsible institutional
practices and is at work soliciting information about contingent faculty and how the AAR can best assist them.

XI. Revised Statement on Academic Freedom
The Board discussed the draft AAR Statement on Academic Freedom (Draft 3B/ September 18, 2015) circulated electronically prior to the meeting. The statement updates the AAR’s teaching-oriented 2006 statement to include the full sweep of research, service, and teaching. Asma Afsaruddin and Susan Hill were recognized for their wise and diligent work in revising the draft. The BoD made several recommended changes to the draft to be posted on the AAR website and discussed in an open session at the Annual Meeting. The BoD extended the work of the existing subcommittee to convene following the Annual Meeting, so they might incorporate the input received at the open forum. They were asked to submit a revised document for approval at the Board’s February meeting.

XII. Review of Governance Innovations
Jack Fitzmier presented the fruits of his thoughtful work on the implications of twelve identified governance innovations. Jack prompted discussion of some proposed changes to our governance procedures, some of which might require by-law changes; other changes in policies and procedures will need only editing of the Governance Yearbook.

A. Seven Innovations that are working well and are recommended to stay as they are.
1. Audit Committee
2. Duties of the Vice President, including service as a member of the program committee.
3. Duties of the President Elect, including conduct of the Executive Director performance reviews. It was recommended that the Governance Yearbook include the following language: “In the case of a conflict of interest, another member of the Executive Committee will conduct the review.”
4. Program Unit Director; Renovation of the Program Committee
5. Appointments by the President to AAR committees and working groups and by the Executive Committee to committees of the Board.
6. Doing away with requirement that VP be elected to Pres Elec; Pres Elect to be elected to Pres.
7. Modest changes to responsibilities of Executive Committee

B1. Regional and Student Directors
The BoD considered changes to policy and to the by-laws regarding the Regional and Student Directors.

Motion 7: Authorizing the regions to consider amending their operating agreements to allow regional student directors to serve longer than two years when that seems appropriate, and allowing them to be a student in good standing at the time of election rather than for the duration of their term.
Passed Unanimously

Motion 8: to amend the by-laws as follows below:
Passed Unanimously

Article VIII. Regional Groups
Section 1. Nature and Scope. To enhance the AAR’s programs and activities in support of its purposes, the Board of Directors may establish regional groups. Each regional group may sponsor meetings and other activities within its assigned geographical area and charge fees sufficient to cover the costs of such
activities. No region may levy additional dues or fees. Members may belong to only one region. Members who reside in the geographical area of a region are automatically constituents of the region. However, members may choose to become a member of a different region if they wish. Attendance and participation in non-governance related regional activities shall be open to all Members, regardless of their place of residence.

Section 2. Governance. Each Board-established regional group is subject to the authority of the Board of Directors. Each regional group shall maintain a record of its activities, and the Regionally Elected Coordinator shall submit an Annual Report with financial statements to the Executive Director. Only current Members who reside within the geographical area of the regional group may hold office or vote in regional elections. Regional directors and officers must be AAR members, and must be members of that region. Any member of a region may hold office or vote in that region's elections. The regional student director must be a student in good standing at a school located within that region at the time of election. Only members of a region may vote in that region's elections.

Proposed Amended Text:
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B2. The Graduate Student Committee and the Role of the Student Director
The BoD discussed the decision to have the Student Director serve also as Chair of Graduate Student Committee, which has been working well but is asking much of a person who is also trying to proceed apace in their graduate studies. Kristy Slominski was roundly commended for her contribution as both GSC Chair and as Student member of the BoD. The BoD chose not to amend by-laws and to retain in our policy some flexibility on this question, but remains open to a proposal that is more specific, and perhaps informed by the Strategic Plan at a future meeting.

C. Innovations Requiring Extensive Rethinking

1. Planning Committee
Board decisions to pursue a strategic planning process in the manner we have chosen, with the entire Board empaneled for planning and the Executive Committee charged with overall responsibility for a
strategic plan, involves dissolving the planning committee that had been originally envisioned in the by-laws to assume this task. The policy instead will be to entrust overall responsibility for planning to the oversight of the Executive Committee, which can, when appropriate, appoint planning groups.

Motion 9: To recommend amending the by-laws by eliminating the Planning Committee  
Passed Unanimously

2. Role and Makeup of the Nominations Committee
Discussion ensued about how to strike a better, clearer, balance between appropriate independence of the Nominating Committee and the need for consideration of Board-directed values and skills needed for various Board positions, especially given by-laws that are not currently completely clear on these points. The BoD chose not to entertain possible amendments to the by-laws at this time, as it awaits word from the nominations committee about their own consideration of these questions. After receiving their recommendations, the BoD will endeavor to clearly convey to the Nominations Committee substantive criteria, often tailored for particular positions, that the BoD would like the Nominations Committee to consider in its deliberations. Among these criteria should be “demonstrated effective leadership” and “strong AAR membership and service track record.” The BoD also wishes to follow the process mandated in the bylaws stipulation that the Nominating Committee be staffed by the Executive Director.

Motion 10: To charge the Executive Committee to consider substantive criteria for all elected positions for the AAR and to bring those to the BoD  
Passed Unanimously

3. Member Advocate
The current Member Advocate role conjoins two positions: a membership ombudsperson role and the role of representing the “Status of” working groups on the BoD in light of the downsizing of the BoD. The BoD discussed the difficulty of fulfilling both roles and the importance of clarifying what has emerged over the two inaugural terms served ably by Janet Jakobse and Melanie Harris. The BoD also discussed at length the wisdom of the current by-laws rules for the Membership Advocate’s election by the membership, which makes sense were the role principally that of membership ombudsperson, but which does not reflect the representational role of the Status of-working groups and in fact could force those working groups to compete with one another. After discussing several possible options, the sense of the meeting was to go ahead with the current process for election of Melanie Harris’s successor, who will serve out a term, and to recommend by-law changes applicable to the next cycle that bring the Member Advocate position into better congruence with the Region and Student Director BoD positions. That is, the by-law change should move to a system whereby the Status of-working groups bring a slate of nominees for the Member Advocate position (one for each number of representational working groups, currently a slate of four total) to the Nominations Committee, which will forward a slate for general election by the membership.

Those by-law changes should be drafted by the Executive Director and brought before the BoD for discussion and approval, bundled with the other recommended by-law changes in sufficient time to be considered at the Annual Business Meeting.

Motion 11: To focus on the representational role of the Member Advocate position and have that director no longer serve as ombudsperson.
Passed Unanimously

n. b. See a subsequent 10/14/15 Action between Meetings motion unanimously approving the bundle of recommended by-law amendments that detail the follow up to this discussion.

D. “Collision of Innovations”: At Large Directors
Given the current by-laws and staggered election cycle of at large directors, an at-large director comes on board and assumes the principal committee placement of their predecessor, and not necessarily by choice or training (for example, the Finance Committee or Program Committee involved a certain level of experience in order to participate well). The BoD agreed the AAR could do a better job of shaping nominations for at-large positions in light of the slotting for committee service. At a future moment, we may want to address this as a policy or bylaw matter. In the meantime, the BoD considered that exploratory phone calls by Nominating Committee with potential nominees might indicate what expected committee service would be involved.

E. Face-to-Face Committee Meeting Summit:
Given reduced resources, and the considerable expense of the “summit” (about $100,000 in the days when all groups attended the summit), the BoD discussed how to fairly and transparently support face-to-face meetings. The BoD considered a number of options: a rotation that governs who attends a summit in any given year; a budgeted pool of support for which committees could “apply” and make their case for why they should meet face to face; chairs of committees to meet with the board on some regular basis.

XIII. Revision of Sexual Harassment Policies
Jack Fitzmier presented the legal counsel’s recommendations for updating the AAR’s Sexual Harassment policy, a first and more immediate step toward a fuller revision of the policy and grievance procedure that will, among other things, review the language with an eye toward transgendered persons, factor in the Emory University policies that apply to AAR staff, and allow for recusal and other currently unanticipated exigencies in the grievance procedure.

Motion 12: To enact the modifications to the current AAR Sexual Harassment Policy and Grievance Procedure in the document suggested by legal counsel and submitted by the E.D. to the board Sep. 20 2015, and to post this policy on the website with the clarification that we are establishing a process to make further modifications to the policy and procedure.
Passed Unanimously

Motion 13: To form a subcommittee of the board that may include other skilled members of the AAR to review our sexual harassment policy and grievance procedure, and make a recommendation to the board.
Passed unanimously

XIV. Creation of a Publishing Task Force
The BoD discussed a number of ways in which the vision for AAR publishing might be revisited, and how such planning conversations extend in a different register from the charge of the publications committee.
Motion 14: To create a Publishing Task Force, ancillary to the planning process, to make recommendations about the future of AAR publishing to the BoD at its Sept. 2016 meeting. Passed Unanimously

XV. Discussion: Starting the Five Year Plan
As a first step in the BoD’s planning process, President Tweed led a brainstorming discussion of the kinds of information the BoD needs to inform productive planning decisions. The BoD generated a list and that will be forwarded to the planning consultant.

XVI Other Business/Adjournment
The meeting was adjourned at 10:55.

Respectfully Submitted,

Michael D. McNally
Secretary