

## **SHRM Board of Directors Meeting Summary: September 23, 2023**

A virtual meeting of the Board of Directors of the Society for Human Resource Management (SHRM) was held on Friday, September 23, 2023, in Orlando Florida.

At its meeting the Board:

- Met in Executive Session, where SHRM President and CEO, Johnny C. Taylor, Jr., presented the CEO Briefing.
- Approved the nominees to the SHRM Foundation Board of Directors.
- Approved the Bylaw Amendment: New Board Member Certification Timing.
- Received a report from the Chair of the SHRM Board Audit Committee on the business conducted at the September 14, 2023, meeting of the Committee. At that meeting, the Committee: (a) reviewed and approved the minutes of the June 9, 2023, meeting of the Committee; (b) received an Investment Portfolio update from Chris Jackson and Tyler Massey of UBS; (c) received a presentation from SHRM CFO Sean Roddy on July 31, 2023, financial statements (d) received a legal matters report from Emily M. Dickens, Corporate Secretary; (e) received a Technology update from Sean Roddy; (f) met in Executive Session.
- Received a report from the Chair of the SHRM Board Compensation/Organization Committee on the business conducted at the September 22, 2023, meeting of the Committee. At that meeting, the Committee: (a) approved minutes of June 6, 2023, Committee meeting; (b) received a Succession Planning/Talent management Report; (c) received an Annual Incentive Plan Update/Workforce Summary Data update; (d) discussed Leadership Pay Principles; (f) discussed the CEO & Executive Team Compensation Review process; (g) reviewed the Q4 meeting agenda; (h) met in Executive Session.
- Received a report from the Chair of the SHRM Board Governance Committee on the business conducted at the September 22, 2023, meeting of the Committee. At that meeting, the Committee: a) approved minutes of May 26, 2023 Committee meeting; (b) received an update from Committee Chair, Jim Clark on the Board learning and development activity; (c) received an update on the 2023 Board of Directors Election Timing; (d) received a Board Evaluation update; (e) received an update on Board Member certification and membership status; (f) reviewed and voted on SHRM Foundation Board Nominees (g) received an update on new board orientation; (h) reviewed the Q4 meeting agenda.
- Received a Financial Report from SHRM CFO, Sean Roddy, as of August 31, 2023, including projections for remainder of the year. George Rivera, SVP of Commercial and Enterprise Sales, was asked to provide insight into his line of business.

- Received a SHRM Strategy Update. Mr. Taylor reviewed accomplishments resulting from the current strategy. Then, Mr. Schacht presented SHRM's proposed three-year (2024 – 2026) strategy refresh. The presentation outlined five dimensions of focus and investment and signaled attendant organizational changes to support delivering on these, while maintaining the existing business.
- The Board and Management participated in a Board Development Session facilitated by Board Director, Scott Snell.

After meeting in Executive Session, the meeting concluded.