



ASSOCIATION  
FOR SUPERVISION  
AND CURRICULUM  
DEVELOPMENT

GENE R. CARTER, EXECUTIVE DIRECTOR

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## **ASCD BOARD OF DIRECTORS MEETING MINUTES**

**March 30, 2006**

ASCD BOARD OF DIRECTORS MEETING  
Thursday, March 30, 2006  
Hilton Chicago Hotel  
Chicago, Illinois

MINUTES

ATTENDING

Mary Ellen Freeley, President (NY); Richard Hanzelka, President-Elect (IA); Martha Bruckner, Immediate Past President (NE); Donald Davis (GA); Lavinia T. Dickerson (VA); Margaret S. Edwards (OH); Debra A. Hill (IL); Linda Mariotti (UT); Doris Matthews (ID); Anthony Mello (NY); Michaelene Meyer (OH); Gail Elizabeth Pope (VA); Keith Rohwer (NE); Sara Magaña Shubel (MI); Thelma Spencer (MD); and Valerie Truesdale (SC). Sandra Stoddard (Alberta, Canada) was unable to attend.

ASCD STAFF

Gene R. Carter, Executive Director; Eric Bellamy, Deputy Executive Director, Finance and Operations; Diane Berreth, Deputy Executive Director, Strategic Direction and Planning; Mikki Terry, Deputy Executive Director, Program Development; Judy Seltz, Deputy Executive Director, Constituent Partnerships; Deborah Hall, Chief Human Resources and Administration Officer; Michael Berkeley, Associate Executive Director, Information Systems and Services; Agnes Crawford, Assistant Executive Director, Program Development; Ron Miletta, Assistant Executive Director, Marketing and Member Services; and Becky DeRigge, Governance Manager.

President's welcome.

President Mary Ellen Freeley welcomed Board members and staff. She recognized new staff member Michael Berkeley, Associate Executive Director, Information Systems and Services. Freeley noted that this year's Annual Conference theme, "Constructing the Future, Challenging the Past," reflected "who we are and what we're doing." She said we have put ourselves on the line this past year and have made tough decisions and that every decision was made with the driving question of what is best for the organization and the children we serve. Freeley presented each Board and staff member with a small gift. Martha Bruckner also distributed a small gift to Board and staff members.

Review procedure for process observations or reflections.

President Freeley recognized Michaelene Meyer, chair of the Board Evaluation Committee, who referenced the draft evaluation instrument in the Board's notebook material. Meyer said that the draft document is an innovation configuration model for moving from success to significance. Meyer asked Board members to select one of the outcomes, focus throughout the meeting on that outcome from a personal perspective, and then think about it collectively. At the end of the meeting, Board members would have an opportunity to work in small groups to discuss these reflections.

1. Establish the consent agenda.  
President-Elect Richard Hanzelka said that he and the other officers had determined that no agenda items would be moved to consent.
2. Adopt the November 12, 2005, Board of Directors meeting minutes.  
Doris Matthews moved, and Margaret Edwards seconded, to adopt the November 12, 2005, Board of Directors meeting minutes. The motion carried.
3. Adopt Board of Directors evaluation instrument.  
Michaelene Meyer reminded Board members that the instrument's draft outcomes were approved by the Board at its November 2005 meeting. She briefly reviewed those outcomes and the committee's rationale for their various levels. Board members discussed the outcomes and levels. President Freeley reminded everyone that the document is a pilot that the Board can adjust it as it sees fit. Valerie Truesdale suggested the addition of an outcome related to the Board's fiduciary responsibilities. Freeley asked the committee members (Meyer, Lavinia Dickerson, and Gail Pope) to develop an additional outcome and levels related to the Board's fiduciary responsibility for presentation to the full Board later in the meeting. Freeley thanked the committee members for their work.
4. Adopt Board of Directors review process.  
Diane Berreth, Deputy Executive Director, Strategic Direction and Planning, commented that the process for internal and external reviews to improve the Association's effectiveness was shared with Board members at their fall 2005 meeting. The document was revised based on modifications suggested by Board members. This Board responsibility was added under ASCD's new constitution with the elimination of the Review Council.

Truesdale moved, and Thelma Spencer seconded, to adopt the Board of Directors review process. The motion carried.

Spencer moved, and Edwards seconded, to move into Executive Session. The motion carried.

Items 5 through 9 (Item 5, report on state of the Association; Item 6, report on Executive Director's 2005–06 goals and performance; Item 7, approval of Executive Director's 2006–07 salary and benefits; Item 8, organizational goals for 2006–07; and Item 9, report on personnel and legal matters as needed) were discussed in Executive Session.

Donald Davis moved, and Sara Magaña Shubel seconded, to return to Open Session. The motion carried.

10. Financial reports.
  - 10.A Receive report on Finance Committee activities.  
Eric Bellamy, Deputy Executive Director, Finance and Operations, noted that ASCD had another good year but is seeing some slowing in growth, driven by factors such as rising interest rates and increases in fuel prices.

Executive Director Gene Carter said that the Association must continue to focus on wise stewardship of its resources. Finance Committee chair Bruckner led the committee's presentation to the Board.

10.A.1 Receive auditor's report for FY05.

The Finance Committee members had reviewed the audit report with staff on January 25, 2006. Bruckner noted that ASCD's auditors had given the Association "a clean report." She said that all committee members had participated and had asked good questions.

10.A.2 Receive auditor's management letter for FY05 and staff response.

Bruckner said that the Finance Committee had agreed with the staff's decision that ASCD (as a Virginia corporation) not adopt additional policies related to the California Nonprofit Integrity Act of 2004. Staff is awaiting finalization of IRS changes to not-for-profit organization governance before making further policy changes.

10.B. Receive second quarter FY06 financial report.

Bellamy shared a chart on ASCD's total revenue that illustrated the annual revenue cycle and the prime revenue-generating period. He noted that the second half of the fiscal year may prove to be more challenging than the first.

10.C. Receive investment portfolio report.

Bellamy said that the organization continues to move money into the Reserve Fund and noted that the fund balance target is 40 percent of annual total revenue. He briefly reviewed information related to ASCD's investment portfolio, noting that the organization's investments have performed relatively well. Lastly, he indicated that if market conditions remain fairly stable for the balance of the fiscal year, we could reach the Reserve Fund Portfolio target by then.

11. Approve dues increase for FY07.

Bruckner noted that the Finance Committee had considered this recommendation very carefully. Pope moved, and Linda Mariotti seconded, to approve a dues increase for FY07. Ron Miletta, Assistant Executive Director, Marketing and Member Services, reminded Board members that ASCD had not raised dues for Comprehensive, Premium, and Institutional memberships for eight years. Under the proposed new dues structure, the Basic membership would remain at its current rate. The proposed changes would become effective September 1; notice to the members of the dues increase would begin in May or June 2006.

Mariotti commended the Association for taking a philosophical approach by subsidizing the Basic membership, which is more attractive to beginning teachers. Keith Rohwer reminded Board members that we need to keep in mind those folks who have supported ASCD for many years. Carter noted that the Association has held its dues level over a period of years while increasing benefits. Miletta shared information on the percentage of

memberships in the various dues categories. Spencer asked that consideration be given to the support that long-term members have provided ASCD.

Anthony Mello called the question, and the motion carried.

12. Governance issues.

12.A. Receive Nominations Committee recommendations.

Bruckner reminded Board members that, as Immediate Past President, she serves as a liaison to the Nominations Committee and had met with them earlier in the day. The Nominations Committee recommended that policy 301.3 be changed from “Members of the Leadership Council are entitled to vote in the Leadership Council election to elect Leadership Council members to the Board of Directors” to “Members of the Leadership Council **are responsible for voting** in the Leadership Council election to elect Leadership Council members to the Board of Directors” to emphasize that Leadership Council members should participate.

Edwards moved, and Spencer seconded, to adopt the revision to policy 301.3. Carter noted that the challenges we are addressing related to the Leadership Council are not distant from the challenges we face with the general membership; it may be appropriate to share what the (ballot return) numbers are.

Bruckner said that the committee had also discussed the appropriateness of letters of recommendation from the officers for nominees. The Immediate Past President is already prohibited from providing such letters, and the committee recommended that the protocol be amended to include all three officers. The amended protocol was approved by the Executive Director in February 2006 and will become effective in April. (Protocols are approved by the Executive Director and provided to the Board for information.) The revised protocol reads as follows: “The Nominations Committee, ASCD officers (President, President-Elect, and Immediate Past President, who also serves as the Nominations Committee liaison), and ASCD staff are prohibited from providing nominees with letters of recommendation.”

President Freeley suggested that ASCD distribute an attendance report (for the Leadership Council meeting). Several Board members suggested that cluster groups might be helpful in reminding Leadership Council members of their responsibilities.

Truesdale called the question; the motion carried.

12.B. Discuss eligibility for nomination to elected positions and adopt policy as appropriate.

Bruckner said that the Nominations Committee had asked Board members to discuss the pros and cons of restricting the future eligibility of affiliate executive directors/secretaries to serve on the Board of Directors. Some committee

members felt that there was an inherent conflict of interest in affiliate employees' serving on the Board; others felt that affiliate employees (paid or volunteer) should maintain their eligibility for office. Board members discussed the issue in depth and agreed that elimination of eligibility based on title or on a particular segment of the membership would be discriminatory.

President Freeley acknowledged the arrival of newly elected Board members Nancy DeFord (President-Elect-Elect), Jaime Castellano, Mary Ravita, Yolanda Rey, Realista Rodriguez, and Wayne Sweeney, who joined the Board for lunch and were staying for the afternoon session as observers.

12.C. Receive Leadership Council–elected Board members' recommendation of eight-member slate for the 2006–07 Nominations Committee.

Berreth reminded Board members that the Leadership Council–elected Board members are responsible for choosing the slate of eight members and three alternates for next year's Nominations Committee. Upon the Board's approval, the slate would be presented to the Leadership Council for approval at its meeting on Friday, March 31. Berreth noted that President-Elect Hanzelka would appoint four carryover members (including the chair and the vice chair) after consulting with current chair Joann Mychals. Freeley thanked Berreth and the staff for their work on the slate.

The proposed 2006–07 Nominations Committee members are Hilda Baca (CA), James Gallegos (NM), Susan Kerns (Germany), Al Leonard (SC), Carol Marcotte (ME), Steve Mazingo (NC), Carol Schmooch (MO), and Carlos Viera (FL), the three proposed alternates are Margaret Edwards (OH), Denise Hernandez (Trinidad), and James Warnock (PA).

13. Receive report from the Board of Directors Nominations Committee and approve recommendation.

The Board of Directors Nominations Committee met via conference call in January 2006 and reviewed the Board's demographic profile as it will stand as of April 3, 2006. It recommends that no Board position be added for diversity purposes in 2006, given the new Board's diversity.

Truesdale moved, and Mariotti seconded, to approve the Board of Directors Nominations Committee recommendation that no Board position be added for diversity in 2006. Mello suggested that the committee begin the process earlier next year.

14. Receive report on regional meetings.

Judy Seltz, Deputy Executive Director, Constituent Partnerships, reminded Board members that, where possible, the Board of Directors provides representation at the annual affiliate regional meetings to support and enhance relationships between and among ASCD and its affiliates.

Mello reported on the Northeast Regional Meeting, Edwards on the Northwest/Southwest

Regional Meeting, and Spencer reported on the Central Regional Meeting. Sandra Stoddard was not in attendance at the Board meeting and so was unable to report on the Southeast Regional Meeting, but Seltz said that the evaluations from that meeting are consistent with what the Board heard from the others.

15. Receive preliminary report on Board of Directors fall 2006 meeting in India.  
Gene Carter said that Board members would have an opportunity for follow-up to the November 2005 trip to China at their meeting in July. He said that Board members should plan to leave for India on October 26 and will return to the United States on November 5. He reviewed highlights from his and Seltz's recent trip to India in March as members of a delegation from the Asia Society. Carter said he is gathering a collection of resources for Board members, including reference books and magazines, and that orientation will take place at the Board's July meeting. He then reviewed the Board's July meeting agenda. He also said that Board members will receive information on side trips and that Seltz will be in touch with them soon regarding logistics for the India visit.

Additional agenda items.

16. Staff evaluation forms.  
Berreth distributed copies to Board members of evaluation forms that were designed to measure staff performance and effectiveness. She said that this feedback would be requested annually from now on. She asked Board members to complete and return the evaluation forms by the end of the Board meeting.
17. Continuation of discussion on draft evaluation document.  
Meyer distributed revised copies of the draft evaluation document that reflected the addition of an outcome on the Board's fiduciary responsibilities, and she reviewed the three levels related to that new outcome. Matthews moved, and Edwards seconded, to adopt the revised evaluation instrument. The motion carried.
18. Activity related to Board members' focus on the new outcomes during the Board meeting.  
Meyer asked Board members to work in small groups to discuss the outcome they had focused on during the Board meeting. Several Board members reported on those discussions. Spencer suggested that a full discussion of the evaluation tool be added to the 2006–07 Board of Directors meeting agenda.

President Freeley thanked the members of the Board Evaluation Committee for their work.

19. Recognize retiring members of the Board of Directors.  
President Freeley presented each of the retiring Board members (Martha Bruckner, Margaret Edwards, Doris Matthews, Keith Rohwer, and Thelma Spencer) with a crystal gift and thanked them for their years of service to the Association. (Retiring Board member Stoddard was not present.)

President Freeley thanked Board members and staff for their work and said it had been a joy for her to chair this group. Truesdale moved, and Matthews seconded, to adjourn the Board meeting, and President Freeley declared the meeting adjourned at 2:55 p.m.

GRC/bdr