



ASSOCIATION  
FOR SUPERVISION  
AND CURRICULUM  
DEVELOPMENT

GENE R. CARTER, EXECUTIVE DIRECTOR

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

**July 14, 2006**

## ASCD BOARD OF DIRECTORS MEETING

Friday, July 14, 2006

ASCD Headquarters

Alexandria, Virginia

### MINUTES

#### ATTENDING

Richard Hanzelka, President (IA); Nancy DeFord, President-Elect (VA); Mary Ellen Freeley, Immediate Past President (NY); Jaime Castellano (FL); Donald Davis (GA); Lavinia T. Dickerson (VA); Debra A. Hill (IL); Linda Mariotti (UT); Anthony Mello (NY); Michaelene Meyer (VA); Gail Elizabeth Pope (VA); Mary Ravita (PA); Yolanda Rey (TX); Realista Rodriguez (VA); Sara Magaña Shubel (MI); and Valerie Truesdale (SC). Wayne Sweeney (CT) 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 Dick Hanzelka opened the meeting at 9:30 a.m. He welcomed Board members and staff and briefly reviewed some of the Board's activities over the last two days. Hanzelka reintroduced new Board of Directors members Jaime Castellano, Nancy DeFord, Mary Ravita, Yolanda Rey, and Realista Rodriguez (Wayne Sweeney was unable to attend). Hanzelka reminded everyone to stay on task and on time.

Judy Seltz, Deputy Executive Director, Constituent Partnerships, distributed copies of an updated agenda for the Board's fall trip to India.

#### Report on new Board member orientation session.

The new Board members presented a short skit highlighting information they received during their orientation session on Thursday, July 13. Hanzelka thanked them for the excellent presentation. He shared thoughts on the difference between achievement and learning—saying that learning is the critical piece and achievement testing is part of that piece. He mentioned that the Educator Advocate Program is the strongest vehicle we have to get that idea out. Hanzelka shared a passage from Bill Bryson's *A Short History of Everything* and distributed copies of a drawing that illustrated the importance of not extinguishing a child's learning capability to get testing results. He also shared a reading from Ted Kooser's *Local Wonders—Seasons in the Bohemian Alps* to underscore that the Board should not be too methodical as it moves forward.

Review procedure for process observations or reflections.

Hanzelka appointed Lavinia Dickerson to act as process observer for today's meeting.

1. Establish the consent agenda.  
President-Elect Nancy DeFord said that the officers had determined that no agenda items would be moved to consent.
2. Adopt the March 30, 2006, Board of Directors meeting minutes.  
Tony Mello moved, and Sara Magaña Shubel seconded, to adopt the March 30, 2006, Board of Directors meeting minutes. The motion carried.
3. Complete the Board of Directors self-assessment form.  
Diane Berreth, Deputy Executive Director, Strategic Direction and Planning, distributed copies of the self-assessment form and asked Board members to complete them and return them so that staff could tally the results before the end of the day. She thanked Board Evaluation Committee members Michaelene Meyer, Dickerson, and Gail Pope for their work in developing the self-assessment instrument. She added that this group and Leadership Council members plan to meet again at the end of July to complete development of the Leadership Council's assessment instrument.

Executive Director Gene Carter reminded Board members that the tool is still a work in progress. Individual assessment is not addressed in this instrument and should be considered in the future.

Board members completed their forms and returned them to staff. Meyer suggested that Board members could select an outcome and track their own individual behavior during the meeting.

Immediate Past President Mary Ellen Freeley moved, and Donald Davis seconded, to move into Executive Session. The motion carried. Items 4 (receive oral report on the "state of the Association") and 5 (receive oral report on personnel and legal matters as needed) were discussed in Executive Session.

Meyer moved, and Linda Mariotti seconded, to return to Open Session. The motion carried.

6. Receive third quarter FY06 financial report.  
Eric Bellamy, Deputy Executive Director, Finance and Operations, reported that at the end of the fiscal third quarter, May 31, the Association was on par with where it was last year at that time. During June, however, the bottom line had slipped \$152k behind last year at the same time. He expects to see further slippage in terms of year-over-year comparison during July and August, but expects that the Association will finish the year with a net of approximately \$8m.
7. Receive report from Budget Committee liaisons.  
Mariotti, Budget Committee liaison, said she had learned a great deal about the

Association's commitment to maintain fiscal soundness by working on this committee. She summarized how ASCD's budget is created by starting with a zero-based model and briefly reviewed the various factors that frame that budget.

Budget Committee liaison Davis briefly reviewed the June 15 videoconference with the staff budget committee and stated that the information provided was very informative. He referenced the graph provided in the Board of Directors meeting notebook and noted ASCD's focus on some items that are not revenue-generating but central to the beliefs of the Association. He said that staff has done a very efficient and effective job and has been on target with projections over time.

Carter said that he would distribute copies of the budget time line pamphlet to the other Board members. He also said that Deborah Hall, Chief Human Resources and Administration Officer, would provide a report to the Board of Directors on ASCD's workforce development at a future meeting.

8. Approve the proposed FY07 budget.

Mariotti moved, and Davis seconded, to approve the proposed FY07 budget. The motion carried. Meyer commented that having the variance details information was very helpful.

9. Receive report from the Investment Committee.

Investment Committee member Shubel said that the committee members were fortunate to have had time on Wednesday with ASCD's investment manager Steve Fisher and that his documentation was well-presented. She briefly reviewed information from his presentation, which included an overview of the past year and indicators to watch for in the next few months.

Bellamy presented several recommendations for proposed changes to the ASCD Reserve Fund Investment Portfolio Guidelines:

- Two technical amendments—(a) under the section entitled Roles and Responsibilities, the last sentence of the first paragraph will read "...and will illustrate the allocation of investment instruments among the ~~three~~ **security** types defined as a balanced portfolio" and (b) in the second paragraph of the section entitled Roles and Responsibilities, the second sentence will now read, "The manager is expected to be available for a meeting with the ~~Board of Directors~~ **Finance Committee** annually . . . ."
- Eliminate the "five percent cash and cash equivalents" requirement from the definition of a balanced portfolio to allow the investment manager to invest the five percent in other instruments with potentially better returns.
- Change the rating of corporate fixed instruments from Aa to A.

Bellamy shared the rationales for these recommendations. Shubel moved, and Davis seconded, to approve the recommendations in concept, with revised written language to be presented at the Board of Directors fall meeting for final approval. The motion carried. Shubel thanked Bellamy and his staff for their work.

Pope commended Bellamy and his staff for ASCD's reaching the 40 percent reserve fund target ahead of schedule.

10. Receive report on investment portfolio.

Bellamy referenced the Reserve Fund Portfolio graph in the Board's notebook material. He commented that the fund had performed surprisingly well in June, given the market's recent volatility. Carter reminded Board members that the 40 percent target is not a magic number—there was difficulty benchmarking an appropriate percentage. It was noted that the fund balance is a rolling target.

Freeley said that the final recommendation from the Finance Committee was the issue of rotating auditors, which emanated from the Sarbanes-Oxley Act. She noted that the Act does not require ASCD to comply with this particular section of the Act; however, it does make good business sense. The Finance Committee recommends complying with this part of the Act and rotating the auditing firm's engagement and review partner. Bellamy submitted copies of proposed new policy language related to the rotation of independent auditors:

406.1 The engagement and review partner of the auditing firm rotates off the audit at least once every five years. The audit engagement is put out for bid to qualified audit firms at least once every seven years.

Bellamy reviewed ASCD's current practice of rotation and said that ASCD should (a) comply with Sarbanes-Oxley and (b) address how frequently ASCD will put an audit out to bid.

Freeley moved, and Mello seconded, to adopt the proposed new policy related to the rotation of the independent auditor. The motion carried.

11. Approve recommendation to withdraw affiliate status for Germany, United Kingdom, and Hong Kong ASCD.

Seltz said that these three out-of-the-U.S. affiliates no longer meet the criteria for affiliation (the percentage of members within an affiliate that must be citizens). UKASCD decided they no longer want to be an affiliate or a connected community; Hong Kong ASCD has not been in touch with ASCD after multiple communications; and Germany ASCD has submitted an application to become a connected community.

Davis moved, and Realista Rodriguez seconded, to approve the recommendation to withdraw affiliate status for Germany, United Kingdom, and Hong Kong ASCD.

Board members discussed the impact of this action. Seltz reviewed the rationale for the establishment of a connected community and the opportunities it affords struggling affiliates. She reviewed work to revitalize affiliates in Nevada and West Virginia; she also mentioned that a Constituent Partnerships director would travel to Hong Kong in the fall.

Carter said that the UKASCD has struggled for the past five years. The recommendation to withdraw affiliate status was grounded by policy adopted by the Board of Directors. Debra Hill stressed the importance of providing background information explaining the situation to members who are not on the Board of Directors. Mello called the question, and the motion carried.

12. Receive update on plans for 2006 Leadership for Effective Advocacy and Practice (LEAP) Institute.

Seltz noted that a few changes had been made to the LEAP agenda. Board members discussed the process used to select emerging leaders; Seltz said that she would provide those guidelines and more detailed information on the members of the 2006 Emerging Leaders Cadre to Board members.

13. Receive report on April 2006 Annual Conference.

Agnes Crawford, Assistant Executive Director, Program Development, briefly reviewed the notebook information on Annual Conference 2006, presented plans for 2007 (including a community activity), and noted that preparations for Annual Conference 2008 are also ongoing. Castellano shared feedback from exhibitors in Chicago, who suggested that ASCD “cluster” for-profit and not-for-profit vendors. Crawford and Carter highlighted ASCD activities designed to foster more engagement of the higher education community. Crawford also reviewed the process used to select sites for annual conference.

14. Appoint Board of Directors representation at regional meetings.

Seltz reminded Board members that ASCD has scheduled only two regional meetings this year, based on feedback from participants that the meetings should afford more opportunities to share best practices. Hanzelka said he had appointed Davis to attend the Northeast/Northwest/Southwest meeting, and Hill and Shubel to attend the Southeast/Central/Caribbean meeting.

15. Process observations.

Berreth distributed copies of the results of the Board’s tabulated self-assessment rating along with a compilation of comments, and Board of Directors members discussed the various results. Meyer asked if the Board might need a training component—some time to learn together as a Board. Pope said that the tool should be used on two levels—first as a Board and then on a personal level. Meyer said the Board should think about group and individual assessment for the fall meeting and the 2007 Annual Conference meeting.

Hill said we need to think about extending this instrument—is there a group that wants to look at implications for professional development for the Board at each meeting? Freeley said we need to use this at least one more time. Hill suggested that the Board use it three times—at this time next year we could look at professional development. Berreth said the assessment instrument’s format would be revised to accommodate a comments section.

Dickerson presented process observations on the meeting, including comments that Board members

- Had operated in a culture of inquiry and had begun their work with a creative and informative presentation by the new Board members.
- Were clearly engaged in activities advancing the Association's values and beliefs and improving Board practice by completing the self-assessment form, which is a work in progress.
- Met all of the desired outcomes during the Executive Session.
- Had excellent dialogue and questions related to the budget and investments feedback from the "mission-driven" Budget Committee and liaisons Mariotti and Davis.
- Engaged in strategic thinking that affects the Association's future in its discussion on the recommendation to withdraw affiliate status, the Emerging Leaders Program, and plans for the 2007 Annual Conference.

Hanzelka thanked Dickerson for her comments.

Carter distributed copies of ASCD's FY07 Budget Guidelines and individual diaries to be used during the Board's trip to India in the fall. He acknowledged recent career changes for Pope, Meyer, and Shubel and presented each of them with a small gift. He then presented Freeley with a piece of framed artwork.

President's closing remarks.

Hanzelka announced the following mentee/mentor groups of new Board members and retiring Board members: Jaime Castellano/Valerie Truesdale, Mary Ravita/Tony Mello, Yolanda Rey/Linda Mariotti, Realista Rodriguez/Michaelene Meyer, Wayne Sweeney/Gail Pope, and Nancy DeFord/Lavinia Dickerson.

Hanzelka noted that from the way the Board gets together, it is clear that children are its focus, and he shared Ina Hughes's "A Prayer for Children," from Margaret Wheatley's *Turning to One Another* (2002). He declared the meeting adjourned at 2:45 p.m.

GRC/bdr