

ASCD BOARD OF DIRECTORS MEETING  
Thursday, March 15, 2007  
Hilton Anaheim  
Anaheim, California

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); Valerie Truesdale (SC); and Wayne Sweeney (CT).

ASCD STAFF

Gene R. Carter, Executive Director; Eric Bellamy, Deputy Executive Director, Finance and Operations; 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 Mileta, Assistant Executive Director, Marketing and Member Services; Shilpi Niyogi, Communications and Public Affairs Officer; Karen Schofield-Leca, Assistant Executive Director, Constituent Partnerships; and Becky DeRigge, Governance Director.

President Richard Hanzelka called the meeting to order at 8:30 a.m. He welcomed Board members and staff and recalled his reference to the difference between achievement and learning at the Board's July 2006 meeting. Hanzelka shared a passage from Bill Bryson's *A Short History of Everything* and said that the work of the Commission on the Whole Child is an "incubator" that can make a huge difference. Hanzelka then read a poem "A Child," written by 5th grade teacher Mike Miller.

1. Appoint process observer.  
President Hanzelka asked Sara Shubel to serve as process observer.
2. Review process for evaluation.  
Hanzelka said that Shubel would focus on two or three items from the Board's evaluation instrument and provide feedback at the end of the meeting. Board members were asked to evaluate their individual behavior using the same tool.
3. Establish the consent agenda.  
President-Elect Nancy DeFord said that officers determined that no items would be moved to the consent agenda.

4. Adopt the November 6, 2006, Board of Directors meeting minutes.  
Yolanda Rey moved, and Mary Ravita seconded, to adopt the November 6, 2006, Board of Directors meeting minutes. The motion carried.

Immediate Past President Mary Ellen Freeley moved, and Debra Hill seconded, to move into Executive Session. The motion carried. Items 5 (receive oral report on the state of the Association), 6 (approve report on the Executive Director's 2006–07 organizational goals and performance), 7 (approve the Executive Director's 2007–08 salary and benefits), 8 (receive organizational goals for 2007–08), and 9 (receive oral report on personnel and legal matters as needed) were discussed in Executive Session.

Sara Shubel moved, and Realista Rodriguez seconded, to move into Open Session. The motion carried.

10. Receive reports from the Finance/Audit Committee.  
Freeley said that the Finance Committee met via conference call on January 17, 2007, to review the FY06 audit report, management letter, and communication to the Finance Committee. She commended Eric Bellamy, Deputy Executive Director, Finance and Operations, and his staff for their work. Freeley expressed appreciation for Executive Director Gene Carter's work, guidance, and vision in moving ASCD ahead with the assistance of ASCD staff. Freeley noted that ASCD received another "clean" audit, and she thanked Finance Committee members Linda Mariotti, Donald Davis, Sara Shubel, and Valerie Truesdale for their diligence. Freeley called on members of the Committee to share specific information from the Committee's review and conference call.

- 10.A. Receive report on Finance Committee activities.  
Finance Committee liaison Shubel reported on recent strategies for inventory reduction and steps taken for more aggressive inventory management, including the enhancement of the online store and monitoring back orders.

Finance Committee liaison Linda Mariotti provided a brief report on ASCD's investments for long-term and short-term growth, including the status of the organization's Reserve Fund target, which is set at 40 percent of ASCD's total annual revenue. He noted that the target was reached in FY06, a year and a half ahead of schedule. Mariotti stated that the overall increase in investment revenue was 14 percent over the previous year.

Budget Committee liaison Donald Davis reported on the Association's push to drive more sales to ASCD's Web site, which has resulted in greater productivity.

Finance Committee member Truesdale summarized the recent activities, noting that "we have seen abundant evidence of great work." She noted that "we have had aggressive financial management but we are not risky; ASCD's financial picture is solid."

10.A.1. Receive auditors' report for FY06 and

10.A.2. Receive auditors' management letter for FY06.

Bellamy reported on the most recent draft Internal Revenue Service guidelines for not-for-profit organizations, noting that the draft is much more reasonable than the earlier released version. Bellamy stated that a quick comparison of ASCD operations to the guidelines suggests that ASCD is pretty much in compliance. He stated that we will need to tighten up a few areas, for example, articulating our record retention practice as an organizational policy. Once the guidelines are finalized, staff will perform a complete compliance test and will report back to the Board at a subsequent meeting.

Carter referenced a recent in-house security report that contained a national standard with compliance elements, and said that ASCD was about 67 percent compliant. He said he would update the Board on implications for Board action at its July 2007 meeting.

10.B. Receive second quarter FY07 financial report.

Bellamy distributed the statement of activities for the six-month period ending February 28, 2007. He provided a summary of the report and a comparison to this time last year. He noted that some of ASCD's products have reached maturity but new products will be introduced in the second half of the year.

10.C. Receive Investment Portfolio Performance Report.

Bellamy distributed the report and schedule and said that the documents reflect the value of the Board's earlier decisions related to risktaking. He noted that the Real Estate Investment Trusts continue to perform better than expected and ASCD's holdings in this instrument type are less than the composite index, and this explains in part why the Reserve Fund performance trails the index. He further noted that the equity market will likely be more volatile in the next six months. Carter updated Board members on the status of a potential project with *SmartBrief*. Mariotti thanked Bellamy for his expertise and support.

Hanzelka thanked retiring Finance Committee members Mary Ellen Freeley, Linda Mariotti, and Valerie Truesdale for their work over the past year. President-Elect Nancy DeFord named Mary Ravita to the Budget Committee and Don Kachur to the Investment Committee.

Freeley reminded everyone that we are living through a transformational process, and she asked Board members to consistently review and recommit themselves to that process. She noted that the Nominations Committee members had asked her about diversity of thinking, and this is what she has valued the most. She distributed copies of a 2007 calendar featuring butterflies that represent that transformational process to Board members and staff.

11. Receive information on ASCD's Whole Child Initiative.

Judy Seltz, Deputy Executive Director, Constituent Partnerships, referenced the report from the Commission on the Whole Child, *The Learning Compact Redefined: A Call to Action*, which Board members received in their notebooks. She said that staff participation in and commitment to this initiative has been outstanding. She mentioned an upcoming podcast, portions of which staff and children of staff recorded. Seltz said copies of the report were sent to various organizations, and discussions were held with executives of some of these organizations asking for input and support; plans for follow-up will differ depending on the organization. She noted that since ASCD adopted a position on the whole child, the legislative committees have worked to align the one-year legislative agenda with this position so that the two efforts are integrated.

Carter said that the report forms the basis for the work ahead. *The Learning Compact Redefined* is a call to action and is the critical piece. This is an opportunity for members of the Board, Leadership Council, and all related groups to sign on to the Compact. The recommendations in the report set the stage for the actions that we hope to have occur as we move forward.

Mikki Terry, Deputy Executive Director, Program Development, noted that all of ASCD's major Annual Conference speakers were asked to sign on to the Compact. The signed posters will be framed and displayed at ASCD headquarters. She invited Board members to sign the poster. Carter said that the Board might discuss revisiting what influence is all about and talk about advocacy other than what takes place on Capitol Hill. Many affiliates have success stories that need to be told. He noted that the Whole Child initiative is a multiyear proposition and ASCD will develop action plans to address it.

Seltz said that ASCD's Web site includes (a) an interactive microsite for children and teachers to share examples of what the whole child looks like and to rate their schools and communities, and (b) links to related resources. A facilitator's guide for community forums will be completed soon to train affiliates to lead community conversations in large and small groups. Carter suggested that affiliate colleagues might explore ways in which they can use these documents to enhance professional growth. Board members commended Design and Production Services Director Gary Bloom and his staff for their work on the documents.

New senior staff were recognized by President Hanzelka and shared information with Board members on their backgrounds.

12. Receive Leadership Council-elected Board members' recommendation of eight-member slate for the 2007-08 Nominations Committee.

Seltz reviewed the process used to determine the slate of candidates: Leadership Council-elected members of the Board of Directors select at least eight candidates and three alternates from a pool of candidates nominated by Leadership Council members. The slate is appointed by the Leadership Council at its meeting on Friday, March 16, 2007. The President-Elect then appoints four carryover members, including the chair and vice chair. Truesdale thanked Seltz and her staff for supporting this work.

The proposed slate includes eight candidates: RoAnne Elliott (MN), Mary Ellen Freeley (NY), Deborah Gonzalez (AZ), David Mathis (SC), Frank McQuarrie (OK), Gail Pope (VA), Jan Staples (ME), and Sandra Stoddard (Alberta, Canada); and three alternates: Joanne Hyman (CA), Mary Kay Kirkland (UT), and Debra Nelson (TX).

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

Yolanda Rey, member of the Board of Directors Nominations Committee, reviewed the committee's work, its decision to recommend that two positions be filled for diversity purposes, and its recommendation that these positions be filled by Denise Hernandez (Trinidad & Tobago) and Betsy Lim (Singapore).

Michaelene Meyer moved, and Realista Rodriguez seconded, to approve the committee's recommendation. The motion carried.

14. Approve elimination of Regular membership as an ASCD membership category.

Ron Miletta, Assistant Executive Director, Marketing and Member Services, referenced the overview included in the Board's notebook material and summarized the rationale for the recommendation to eliminate the Regular membership category. He noted that the elimination would be effective in September 2007, and he reviewed plans to notify the 1,700 members who would be affected and the options they would have to upgrade their membership. Rey moved, and Mariotti seconded, to adopt the elimination of the Regular membership category. Miletta said that use of the word "comprehensive" would be reviewed as a result of some confusion about the name. The motion carried.

15. Approve an Institutional Plus category of membership.

Miletta said that feedback from members indicated a high level of interest in an Institutional membership that included ASCD member books. Currently, only the primary contact person from an Institutional membership receives books; the proposed Institutional Plus membership category would provide books to the other 10 members.

Meyer moved, and Ravita seconded, to approve an Institutional Plus category of membership. Miletta reminded Board members that the new member orientation includes information on how to become an affiliate member, provides contact information, and offers members the option to join affiliates when they renew. Truesdale suggested developing an option for joint membership. Mariotti commented that the name "Institutional Plus" speaks to being in the same educational structure; we might want to consider another term. Miletta noted that membership choices are reviewed regularly. The motion carried.

16. Discuss whether policy is needed regarding Board of Directors approval of certain changes in programs, products, and services.

Donald Davis requested that this item be removed from the agenda.

17. Receive report on regional meetings.

Davis reviewed highlights from the Northeast, Northwest, and Southwest Regional Meeting in Dallas, Texas, in January, including a list of major activities and comments related to affiliate development and ASCD/affiliate partnerships. He recommended that (1) configuration of the two regional meetings be reviewed, (2) a need to better communicate information on significant issues that affect affiliates be addressed, and (3) affiliate members be asked for feedback. He noted that staff was very well prepared for this meeting and facilitated good discussions.

Debra Hill shared information from her attendance at the Caribbean/Central/Southeast Regional Meeting in Charlotte, North Carolina, in February. She commended staff for the organized activities and modeling. She heard some of the same issues that Davis listed in his report—the issue of “joint membership” is an ongoing topic of discussion.

President Hanzelka commented on the meetings as well, saying that (a) affiliates think that ASCD is not addressing the issue of unified dues, (b) the India presentation generated conversation about how to share connections between international trips and ASCD’s Strategic Plan and goals, and (c) international members said they wanted an opportunity to discuss the international trip with other members. He thanked Davis and Hill for representing the Board of Directors at these meetings.

18. Announce plans for ASCD’s Strategic Plan direction for 2007–08.

Board members received a revised time line for this work. Carter said that Board members participated in a discussion about ASCD’s Strategic Plan direction for their July meeting during the Executive Session earlier today. He emphasized that the Strategic Plan meeting for the Board of Directors scheduled for the evening of September 15 and on September 16 would be devoted to Strategic Plan work and no other Board issues.

Seltz noted that this is a very different process from the last time and it involves Board members to a much greater degree. She explained the process that Leadership Council members would use to provide feedback on the draft Strategic Plan. Carter said that supporting the Leadership Council’s engagement in this process is critical. He reviewed plans for the Board’s meeting in July 2007. He also reminded new Board members of the dates for the Board’s visit to Australia and the dates for the Leadership for Effective Advocacy and Practice Institute.

19. Review follow-up plans for ASCD’s engagement in India.

Board members received revised pages of a white paper summary of Board members’ and senior staff’s observations and options for further study and action from their trip to India in the fall of 2006. Carter referred to the two action steps listed in the white paper—use the Board visit to India to identify and develop key education contacts, and investigate opportunities to collaborate with other organizations that may be based in the United States and to build an awareness within India on what ASCD is about. He cautioned that we shouldn’t expect to get results immediately, and that pushing membership in ASCD is not the way to go. Carter said that we are looking for organizations who have an interest and a broad demonstrated reach that is consistent with

our values and beliefs and that translates into meaningful collaboration. He noted that collaborations can be easy to form but they are harder to sustain. We must identify those who have a keen interest in East Asia and keep in mind that the Association's resources are not bottomless—we have to be methodical because we can't do it all.

Hill suggested the establishment of a coalition of Board members to put a piece together to say, "Here's what we have done in the last five years," with photos and reports about what Board members have learned.

Carter said we continue to reference the new Strategic Plan and the adoption of that plan in 2008. Strategic planning could serve as a point of departure for doing something different—perhaps it is time to consider a new paradigm for Board visits, with strategic planning-focused symposia centered on what we learn on-site and potential ways to follow through.

Freeley suggested that Board members present copies of the Learning Compact poster as gifts.

Agnes Crawford, Assistant Executive Director, Program Development, reminded Board members that proposals for the 2008 Annual Conference are online and are due May 1.

Carter said that we still have not addressed the fact that there are locations in the United States we could visit. The Board might want to have a future discussion on this topic.

20. Receive preliminary report on the Board of Directors fall 2007 meeting in Australia.  
Seltz distributed copies of a brochure describing the conference that Board members will attend in Australia during their fall 2007 visit and said that Board members would further discuss this at their meeting in July. Seltz said that she and Ron Miletta will go to Australia following ASCD's annual conference to finalize the details in preparation for the Board's orientation in July. She asked Board members to think about extending their stay by one day, returning home on October 19, to have an opportunity to complete additional visits. Board members will be asked to let staff know if they plan to bring a guest; information on airfares will be disseminated later.

Board members discussed whether former Board members should be invited to participate in future international trips and reached a consensus that the trips should be an experience for current Board members only. Carter said when the Board meets in July, staff will present a different paradigm for how we address these visits.

21. Recognize retiring Board members.  
President Hanzelka presented crystal gifts to retiring Board members Lavinia Dickerson, Mary Ellen Freeley, Linda Mariotti, Michaelene Meyer, Tony Mello, Gail Pope, and Valerie Truesdale for their service on the Board.

22. Receive process observations.

Shubel referenced the Board's conversations and noted that Board members were willing to question each other without being disagreeable. She provided several instances in which the Board's discussions positively reflected three of the desired outcomes on the Board's assessment instrument—advances the Association's values and beliefs; makes decisions through engaging in a culture of inquiry that reflects an understanding of multiple perspectives, communities, and cultures; and fulfills the fiduciary responsibilities of the Board.

However, she then cited an instance in which Board members wanted to discuss a situation before a problem was clearly identified, noting that there was a lot of discussion without first hearing from the person who raised the issue. She remarked that when some members want to define strategies before a problem is clearly identified, it's like "trying to design as we build," and it results in people tuning each other out. She also said that certain Board members get respect and are listened to, while others do not; for example, side conversations were going on while others spoke and this seemed to be acceptable. She noted that some persons paraphrased a lot.

Shubel also said that Board members were very engaged in the review of the goals and very appreciative of the Finance Committee and the individual reports. There was a lot of conversation around the trip to India. Everyone took their roles and responsibilities very seriously.

Hanzelka said that he was very appreciative of ASCD staff and support from the Board and the constant focus on the mission and goals. He shared a poem written by Mike Miller, titled "What's It For." He reminded Board members to complete two copies of the evaluation instrument—one with an individual focus and one with a Board focus.

Truesdale moved, and Rodriguez seconded, to adjourn the meeting, and Hanzelka declared the meeting adjourned at 3:20 p.m.

GRC/bdr