

ASCD BOARD OF DIRECTORS MEETING

Wednesday–Friday, July 18–20, 2007

ASCD Headquarters

Alexandria, Virginia

MINUTES

ATTENDING

Nancy DeFord, President (VA); Valerie Truesdale, President-Elect (SC); Richard Hanelka, Immediate Past President (IA); Jaime Castellano (FL); Becky Cooke (WA); Donald Davis (GA); Paul Healey (PA); Denise Hernandez (Trinidad & Tobago); Debra A. Hill (IL); Donald Kachur (NE); Betsy Lim (Singapore); James Lombardo (PA); Mary Ravita (PA); Yolanda Rey (TX); Realista Rodriguez (VA); Sara Magaña Shubel (MI); Wayne Sweeney (CT); and Carlos Viera (FL).

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; and Becky DeRigge, Governance Director.

Wednesday, July 18, 2007

Beginning at 9:00 a.m., Board members participated in a professional development session on understanding emerging trends from a policy perspective and implications for ASCD's new Strategic Plan. The panel was facilitated by Professor Edmund W. Gordon. During the afternoon, new Board members attended an orientation session with ASCD President Nancy DeFord and Executive Director Gene Carter, Constituent Partnerships Deputy Executive Director Judy Seltz, and Chief Human Resources and Administration Officer Deborah Hall. Veteran Board members participated in a Board refresher session with Immediate Past President Richard Hanelka, Finance and Operations Deputy Executive Director Eric Bellamy, and Program Development Deputy Executive Director Mikki Terry.

Thursday, July 19, 2007

At 9:00 a.m., Board members received a briefing on their upcoming visit to Australia. The business meeting began at 10:40 a.m.

President's Welcome.

President Nancy DeFord opened the meeting. She welcomed new and veteran Board members to the meeting and thanked Immediate Past President Dick Hanelka for sharing copies of a CD and poem. DeFord noted that members of the Board will spend a lot of quality time together and the relationships that are built among Board members will help to move their work along smoothly. There will be many opportunities for personal and professional growth. DeFord recommended the use of "dittos" and "amens" to support one another's work. She shared a story about "putting the world together" and presented Board and staff members with a puzzle illustrating that story.

Gene Carter distributed copies of an article from *Education Daily* on the Education Commission of the States conference, which includes a reference to ASCD's work to include language in the upcoming reauthorization of No Child Left Behind. He offered kudos to Judy Seltz and to Dan Fuller, Director, Public Policy, and his colleagues for their work.

Presentation from new Board members on their orientation session.

New Board members James Lombardo, Betsy Lim, Paul Healey, Denise Hernandez, Donald Kachur, and Carlos Viera, and President-Elect Valerie Truesdale led Board members in a skit titled "Are You Smarter Than a Newbie?" which used questions related to information provided to new members in their orientation on Wednesday, July 18.

1. Establish the consent agenda.

Truesdale said she recommended that no items be placed on the Consent Agenda.

2. Appoint a process observer and review the process for completion of the Board of Directors Assessment Form.

DeFord shared background information on the Board's use of a process observer and on the development of the assessment tool. She asked Yolanda Rey to serve as process observer for this meeting and to share observations at any time during the meeting, not just at the end of the meeting, that might help the Board in its work. DeFord reminded Board members that they had three copies of the assessment form in their notebook material and two copies should be completed at the end of the meeting—one that reflects individual assessment and one that reflects how the Board worked collectively. She referenced the results from the Board's March 2007 meeting assessments. Board members then participated in small-group discussions to determine areas in which the Board might improve its work. Board members reached consensus that Desired Outcome #5, "Makes decisions through engaging in a culture of inquiry that reflects an understanding of multiple perspectives, communities, and cultures," should be the primary focus, with an additional focus on Outcome #1, "Maintains the interest of the Association above all else," and Outcome #8, "Fulfills the fiduciary responsibilities of the Board."

Debra Hill thanked DeFord for the opportunity to participate in a Board member refresher session on Thursday. Rey suggested that, in the future, new Board members receive an orientation to the use of the assessment form.

3. Adopt the March 15, 2007, Board of Directors meeting minutes.

Truesdale moved, and Sara Shubel seconded, to adopt the March 15, 2007, Board of Directors meeting minutes. Carter provided clarification on the Board of Directors meeting scheduled to take place during the September Leadership for Effective Advocacy and Practice (LEAP) Institute, saying that the meeting would consist solely of an opportunity to engage the Board in the development of the Strategic Plan. The motion carried.

Hill moved, and Mary Ravita seconded, to move into Executive Session. Agenda 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.

Hanelka moved, and Realista Rodriguez seconded, to move out of Executive Session at 12:15 p.m. for lunch. The Executive Session was reconvened at 1:15. Ravita moved, and Yolanda Rey seconded, to move back into Open Session at 2:20 p.m.

6. Review the third quarter FY07 financial report.

Eric Bellamy reported that the third quarter FY07 financial report indicates that “ASCD is in good shape” financially. We were pretty much even with the previous year at nine months into the fiscal year. Total revenue at the end of May was up 5.5 percent, while expenses were up by 6.3 percent, year over year. We are expecting a stronger second half of the year. Last year, sales were very strong in July and August; we are hoping for the same outcome for July and August of this year. June numbers, released just the day before, are solid, even though investments fell a bit.

7. Receive report from the Board of Directors liaisons on the work of the Budget Committee in preparing the FY08 budget.

7.A Wayne Sweeney introduced an additional agenda item, moving that “the Executive Director redevelop the charter of the Finance Committee to include a separate standing Audit Committee.” Realista Rodriguez seconded the motion, and the motion carried. President DeFord appointed Wayne Sweeney and James Lombardo to serve on that committee.

Dick Hanelka reported on the July 18 meeting and makeup of the Finance Committee, reminding Board members that there are two Board of Directors liaisons for each subcommittee (Budget and Investment).

Ravita reported on the proceedings of the Budget Committee and complimented staff in capturing the committee’s work. Ravita noted that the budget is built on a modified zero-based budget model and aligns with ASCD’s Strategic Plan and goals. Committee members discussed revenue growth, current economic trends, and the need to move forward with infrastructure investments to better serve different types of members. Bellamy and his staff provided information on ASCD’s mission-driven work, which includes the Whole Child activities. Carter mentioned that the Connected Communities grouping has the potential to add to the Association’s non-U.S. component; ASCD is aggressively seeking to diversify its mix of writers. Becky Cooke said it would be helpful to see some items, such as book growth, over time, rather than just including them in the total numbers.

8. Approve the proposed FY08 budget.

Hanelka moved, and Hill seconded, to approve the proposed FY08 budget. Bellamy explained the role of the Board liaisons, which is to review the budget in great detail and then present it in more of a summary form to the full Board. Carter shared additional

information on the role of the subcommittee. Seltz provided clarification on the restructured LEAP registration fees. The motion carried.

9. Receive report (oral) from the Investment Committee.

Investment Committee liaison Sara Shubel said that Bellamy and his staff do an incredible job. On July 18, the Finance Committee met with Steve Fisher, who presented a comprehensive document reflecting fund performance year-to-date and a market forecast for the balance of the fiscal year. (Donald Kachur, the second Investment Committee liaison, attended the new Board member orientation during this time.) Shubel said that the Reserve Fund performed well overall for the first 10 months of the fiscal year. She then offered two recommendations from the Investment Committee:

1. Allow investments in the international market through Exchange Traded Funds (ETFs) of no more than 5 percent of the Reserve Fund (concept only—if approved, precise language will be proposed at the Board of Directors fall meeting). Donald Davis moved, and Sweeney seconded, to adopt the recommendation. Carlos Viera offered a friendly amendment to the motion, changing “no more than 5 percent” to “up to 7 percent,” and the amendment was agreed to by both Sweeney and Davis. The motion (as amended) carried.

Bellamy provided additional information on ASCD’s international investments and investments in *SmartBrief*.

Shubel offered the committee’s second recommendation:

2. Allow the acquisition of additional *SmartBrief* bonds if they become available and allow exercising *SmartBrief* stock warrants that are currently held or may be subsequently acquired if other bonds become available.

Truesdale moved, and Hanzelka seconded, to approve the second recommendation. The motion carried.

DeFord and Carter clarified the process used by the Board of Directors for introduction of new agenda items.

10. Receive investment portfolio report.

Bellamy referenced the Cash and Investment Portfolio in the Board’s materials that illustrate ASCD’s Reserve Fund and its mid- and short-term investments. He noted that the Reserve Fund Portfolio graph shows the growth of the Reserve Fund over time.

10.A Discussion of impending work on the new Strategic Plan (additional agenda item).

Seltz provided information on the time line for upcoming work, saying that

- The Board began its work on the new plan with the July 18 presentation on emerging trends.

- A staff committee will form; members will see a portion of the recorded presentation.
- The Board will meet on Sunday, September 16, for three hours to discuss the Strategic Plan. Content will be determined by staff discussions over the next six weeks. Board members will work in tandem with staff.
- At the September 16 Leadership Council meeting, the Council will be made aware of the process and calendar. Part of the Leadership Council meeting will be devoted to engaging the Council as a whole and asking it to look at the current four goals in light of the following questions: What continues to resonate? Which parts should be carried forward? What have we learned?
- The ASCD Constitution requires that the Leadership Council provide input into the formation of the Strategic Plan. A set of draft goals will go to the Leadership Council in October, November, and December for input (using a variety of communications, such as e-mail, listservers, and a Web board). Seltz invited Board members to make other suggestions. She also noted that the Leadership Council Management Team will use their cluster groups as well. Input will go back to staff and the Board can reshape it.
- Board members will adopt the Strategic Plan in March 2008.

Carter said that unless there is something significantly out of sync, the current mission, vision, and belief statements would move forward. Truesdale stressed the importance of face-to-face work rather than conducting work at arm's length and suggested building in additional time at the Leadership Council meeting for discussion. Carter referenced the formation of the Leadership Council Study Group, charged to revisit ways in which the Council can become an active, contributing body. Viera said that ASCD should think about systems—build a strong architecture to strengthen all work, make it more hands-on, and proceed slowly. Denise Hernandez recommended that the cluster group facilitators send a reminder of Leadership Council members' roles and responsibilities and behaviors that the members should model.

Process observer Rey reminded everyone of the agreed-upon primary focus of her observations—engaging in a culture of inquiry. She said that today's discussions presented a tremendous opportunity for rich discussion that provided for possible refinements and future actions. She said that Board members afforded one another respect and trust and that everyone had been involved; this was due to the Board's leadership and the fact that Board members were prepared and engaged.

Friday, July 20, 2007

On Friday, July 20, members of the Board of Directors participated in a professional development activity on boardsmanhip, presented by Dr. Berit Lakey of BoardSource.

11. Receive update on the Whole Child Initiative.

Board members previewed a new video on the Whole Child initiative and received individual copies of the video, a new brochure, and a PowerPoint presentation. Seltz said that affiliate leaders will receive these resources as well. Rodriguez suggested developing

translations of the video for different communities. Seltz also distributed a copy of a new *Community Conversations Facilitator's Guide*, designed to be used in small groups. Mikki Terry reminded Board members that individual stories, along with hard research, are being collected on the Whole Child Web site at www.wholechilddeducation.org. She reviewed plans to convene a group of researchers who will determine what research will be cited. She reminded Board members to visit the Web site regularly for updates and new resources. Carter noted that the focus is now on action. He reported on meetings held with executive directors of select organizations about the initiative and on some of the future plans, including the following:

- Another meeting with other executive directors scheduled for August 22 to strengthen the initiative as a collective and to determine how to map out an action plan.
- ASCD now seeks to broaden the conversation beyond the health component.
- ASCD is spearheading conversations regionally with diverse stakeholder groups and is beginning to discuss possible third-party funding.
- The initiative is a multiyear proposition, and progress will be reported to the Board.

Sweeney suggested a “Day on the Hill” for Board members to take the CDs to their congressional representatives. Seltz noted that the video may be placed on YouTube and on the “Innovative Leaders in Education” Web site after it’s been shared with other groups. Carter asked Board members to use affiliates to reach out to the community to share this information and to explore ways to have further conversations. Seltz announced some upcoming Web seminars. She asked Board members to provide ASCD staff with copies of any correspondence to their congressional representatives. Cooke said that talking points should include the fact that there is no disconnect between standards and achievement and what we are proposing. Seltz said that the next phase of the Web site build-out will include an area for letters. She distributed a revised page to the background materials.

12. Receive update on the work of the Leadership Council Study Group (LCSG).

Seltz referenced the LCSG’s interim report from Mary Ellen Freeley, chair of the LCSG, on its work at its first meeting in Alexandria June 9–10, 2007. The LCSG discussed three primary questions: (1) To what extent has the Leadership Council fulfilled its intended purposes? (2) What system of governance will help move ASCD from success to significance? (3) What system of governance will foster meaningful member engagement? The LCSG administered a survey to current and former Leadership Council members, and members will discuss the results at their October 27–28, 2007, meeting.

Board members offered the following questions and comments, and President DeFord said that the Leadership Council Management Team will consider them during their upcoming conference call.

- How much more time is needed to see whether the current LC structure will work?

- The final report will include methodology for obtaining feedback.
- We need to identify expectations and a time frame.
- There is a need for analysis. What type of work is the LC doing and what modes are we using?
- What would ASCD be like without the LC? What are the unique characteristics that make the LC an integral part of what we are? Consider these generative questions: (a) Should it be one-half its size (perhaps one representative from each affiliate and connected community)? Should we add Emerging Leaders to the group?
- Do we have the right people on the bus?
- If the LC were working perfectly, what would it look like five years from now?
- Are we providing enough rich conversation to engage people?
- Are we using the collective expertise of these people? Changes have to be made systemically.
- Perhaps we need more than the Study Group.
- We need to look at the physical setup; we need face-to-face interaction.
- What do we do to make it more meaningful? Can we configure the agenda for more active engagement? Perhaps the LC can meet longer than just the afternoon.

Seltz reminded Board members that the Board is scheduled to meet for three hours on the morning of September 16, the day of the Leadership Council meeting. New Leadership Council members also have the opportunity to attend an orientation session that morning; returning members will meet beginning at lunch. Many attendees have already made their travel plans. Questions raised in this discussion are also questions for the LCSG to consider—they represent the Board’s feedback to the interim report. Cooke suggested that the Board might meet for its strategic planning session after LEAP.

13. Receive update (oral) on the work of the Worldwide Influence Study Group (WISG).
 Betsy Lim, chair of the WISG, reported on the study group’s meeting held July 16–17, 2007, just prior to the Board of Directors meeting. She said that the group discussed many questions, including the following:

- What does “advocacy” mean?
- What does “influence” mean?
- What constitutes influence?
- What does “worldwide” mean?
- What can ASCD do in areas where we don’t have affiliates?

Lim said that study group members discussed the importance of relationship building and what influence means to those outside the United States. She commented on the diversity of the group members and said their work would continue online. She hopes to have draft recommendations for presentation to the Board at its fall meeting. Lim then read an excerpt from a book titled *Three Cups of Tea* that focused on the importance of relationships. Carter said that copies of the book would be sent to Board members.

14. Review the Asia Pacific plan and new paradigm for Board study and overseas visits.
Ron Miletta, Assistant Executive Director, Marketing and Member Services, joined the Board for discussion of this and the following agenda item. He referenced the Asia Pacific plan, included in the Board's notebook material, which includes a summary of initiatives in the Asia Pacific Region. The plan outlines strategies for expanding ASCD's presence and impact and provides direction for targeting Association resources in the region along with appropriate measures of progress. Carter said this was an attempt to link the Strategic Plan to our worldwide focus in a meaningful way. He noted that ASCD has begun to think about recentering the traditional outside-the-United States Board trips to be more closely in sync with locations that are doing work that complements the Board's work; this might result in some adjustments to the Board's current meeting time frame.
- Miletta reviewed highlights from the plan, including a list of activities for a regional approach and also for a country-specific focus, and he emphasized the importance of relationship building for such a long-term plan. Carter reminded Board members that actions taken as a result of an outside-the-United States Board trip may not be immediate. Miletta reviewed criteria developed for identifying specific countries in the development plan. Terry and Miletta shared information on ASCD's translation program. Lim noted that without appropriate professional development, ASCD materials may not be meaningful to teachers outside of the United States.
- Process observer Rey commented on the Board's work so far, saying that the culture of inquiry was very strong and established. Questions have been bold and respectfully answered and have brought about actions.
15. Review report on unified dues.
Miletta reminded Board members that the Unified Dues Report was developed to provide background information and therefore includes information about past reviews and discussions and actions taken. He went on to explain that the report also includes data on current trends and issues, future initiatives, and direction regarding the Association's membership offerings. He said that, over the next year and a half, staff will work to identify what new models for membership might look like. ASCD had also commissioned a white paper to provide some perspective regarding where membership organizations are headed and information on the concept of membership in professional associations. Board members agreed that Miletta's report was very comprehensive and thanked him for his work. Hill said this issue was a major focus at the regional meeting she attended recently. Carter noted that the information should be shared broadly and in a comprehensive way. Sweeney suggested (a) that a new database system might provide a "virtual membership" connection to our members and (b) use of a graphic customized for affiliates. Rodriguez said a shorter version of the report that was widely available would be helpful. Truesdale said that the development of a visual and a simplified version of the report to help bring this issue to closure would be useful. Kachur suggested that information on this topic could be included in the documentation that new members receive when they join the Association.

16. Receive update on ISO security audit, review implications for Board of Directors, and approve proposed policy.

Michael Berkeley, Associate Executive Director, Information Systems and Services, shared a PowerPoint presentation titled “2006 Information Security Audit Summary Report,” which included information about ISO standards on information security management, areas of focus for full compliance, and a time line. He provided recent examples of information security issues and pointed out there are many ways that information can be stolen and used. Berkeley noted that, as a nonprofit, ASCD is not obligated to use these standards but can use certain components of the program that are appropriate for the Association. He reviewed a proposed policy for the Board’s approval, which reads as follows:

217 Information Security

Appointed and elected representatives recognize that ASCD information is a valuable asset and protect ASCD information from unauthorized disclosure, modification, use, or destruction.

Berkeley then presented a set of protocols for the Board’s information, which read

Information Security

217.1 The Board of Directors supports internal operations that

- Create and maintain an information security infrastructure that ensure the confidentiality, availability, and integrity of the Association’s information assets.
- Protect information from unauthorized third-party access.
- Classify and control physical as well as data assets.
- Maintain security in relation to selection, hiring, training, and termination of personnel.
- Maintain physical and environmental security of information and related assets.
- Maintain operating procedures and documentation standards for information processing, including modifications and updates to information systems.
- Provide access to information and systems based on business requirements and monitor against unauthorized access.
- Ensure that new systems are developed and implemented in compliance with security protocols and standards.
- Maintain disaster recovery and business continuity plans.
- Adhere to legal requirements.

- Conduct periodic reviews of procedures and operations against standards and security protocols.

217.2 Appointed and elected representatives recognize the value of ASCD information and ensure that they do not disclose, modify, destroy, or use information in a manner that would compromise its value to ASCD.

Rodriguez moved, and Hill seconded, to adopt the proposed policy. Carter provided examples of business confidential information and reminded Board members to review how their ASCD information is stored and shared. Lombardo suggested an additional protocol, “Provide ongoing instruction on the policy to appointed and elected representatives.” The motion carried. Berkeley distributed copies of the presentation to Board members.

17. Receive report on the 2007 Annual Conference.

Agnes Crawford, Assistant Executive Director, Program Development, reviewed highlights from the 2007 Annual Conference report and noted that the conference was ASCD’s best-rated conference in the past six years. Viera noted that the use of an online survey was a great idea. Crawford reviewed plans to further engage faculty at the postsecondary level that include (a) a luncheon during annual conference, (b) hiring a new research and development director, and (c) research sessions at annual conference (including a call for proposals just for research and a commission headed by Ed Pajak to choose the sessions). Crawford asked Board members to share this information. She reviewed plans for a book bash in New Orleans. Davis cautioned that care should be taken for an equal distribution of books or other materials among the different structures of public schools found in New Orleans now. Board members commended Crawford for her report.

18. Appoint Board of Directors representation at regional meetings.

President DeFord announced that she had asked Jaime Castellano to serve as a Board liaison at the Northeast, Northwest, Southwest regional meeting in Alexandria in January 2008, and Mary Ravita to serve as the Board liaison at the Caribbean, Central, and Southeast regional meeting in Chicago in February 2008.

19. Complete and return assessment form.

Board members completed two copies of the assessment form—one for individual assessment and one for assessment as a group.

20. Receive process observations and President’s closing remarks.

Process observer Rey said the group moved forward and had an overarching outcome—to address the best interest of the Association. Board members had addressed their fiduciary responsibilities, and had made a point to address the “culture of inquiry” outcome and to develop it to its full extent. Each Board member shared one word that summed up how they felt about the meeting process.

President DeFord said her goal was to have an open and productive atmosphere. She said she wanted Board members to take this opportunity to learn and grow together as a Board and be forthcoming with comments that help to shape programs, products, and services that ASCD is involved in. She thanked Board members and staff for all their work and patience and willingness to receive comments and questions from Board members. Members of the Board of Directors then applauded DeFord for her leadership.

The meeting adjourned at 2:40 p.m.

GRC/bdr