

BOARD OF DIRECTORS MEETING
Saturday, October 13, 2007
Sheraton Mirage Port Douglas
Port Douglas, Australia

MINUTES

ATTENDING

Nancy DeFord, President (VA); Valerie Truesdale, President-Elect (SC); Richard Hanzelka, 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 (IL); 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; Ron Mileta, Assistant Executive Director, Marketing and Member Services; Mikki Terry, Deputy Executive Director, Program Development; Judy Seltz, Deputy Executive Director, Constituent Services; and Deborah Hall, Chief Human Resources and Administration Officer.

President's Welcome

President Nancy DeFord welcomed participants to the meeting. Board members shared observations and reflections on their visit to Australia and attendance at the Australian Council for Educational Leaders conference cosponsored by ASCD. The conference took place October 10–12, 2007, in Sydney, and its theme was “New Imagery for Schools and Schooling: Challenging, Creating, and Connecting.”

1. Appoint process observer and receive report from the Board assessment subcommittee.
President DeFord asked Jaime Castellano to serve as process observer. Debra Hill, chair of the Board assessment committee, provided an oral report on the committee's work to streamline the Board meeting evaluation form. Board members offered several changes. The committee presented a revised form and Board members decided to use that form for this meeting. DeFord asked Castellano to use the form in his process observation work and to look at the “significance” component in particular. Board members will review the evaluations at the end of the meeting.
2. Establish the consent agenda.
President-Elect Valerie Truesdale said there were no items to be placed on the consent agenda.
3. Adopt the July 18–20, 2007, Board of Directors meeting minutes (as amended).
Truesdale moved, and Sara Shubel seconded, to approve the July 18–20, 2007, Board of Directors meeting minutes. The motion carried.

Mary Ravita moved, and Paul Healey seconded, to move into Executive Session. The motion carried.

Agenda items 4 (receive oral report on “state of the Association”), 5 (receive oral report on personnel and legal matters as needed), and 6 (receive oral report on succession planning) were discussed in Executive Session.

Richard Hanzelka moved, and Valerie Truesdale seconded, to return to Open Session. The motion carried.

7. Financial reports

7.A. Receive Investment Portfolio Performance Report.

Eric Bellamy, Deputy Executive Director, Finance and Operations, reviewed the investment portfolio performance report, which depicts the schedule of investments and cash balances at the end of fiscal years 2003 through 2007. Bellamy noted that the Reserve Fund caught up with the Reserve Fund benchmark in the last quarter of the fiscal year, with a gross return rate for FY07 of 9.65 percent versus the benchmark of 9.45 percent. Bellamy further noted that no additional contributions were made to the Reserve Fund during FY07 due to the volatility in the market. Lastly, he anticipates that the markets will remain volatile into calendar year 2008, and the Association will likely continue to sit on the sideline until there is some evidence of sustained calmness in the markets. James Lombardo commended staff for their work.

7.B Review FY07 unaudited financial report.

The unaudited financial report is an interim point of reference for discussion prior to the detailed review of the audit report by the Audit Committee and presentation of the audit report to the Board at its spring 2008 meeting. Bellamy noted the Association’s strong recovery in the second half of FY07, including a late surge in product sales and positive bottom line results from belt-tightening. He reiterated ASCD’s commitment to the whole child initiative and mentioned further growth opportunities in the Philippines and Middle East. Bellamy cited video streaming as an example of a response to new market needs.

Executive Director Gene Carter reported on an upcoming trip to the Philippines and on the formation of a research advisory board in the Research and Information unit. Betsy Lim noted the need to respond to a younger market.

8. Approve recommended changes to the ASCD Reserve Fund Investment Portfolio guidelines.

Immediate Past President Richard Hanzelka moved, and Wayne Sweeney seconded, to approve the recommended changes to the ASCD Reserve Fund Investment Portfolio guidelines. The proposed changes were approved in concept at the Board’s July 2007 meeting. The motion carried.

9. Approve Audit Committee charter.
At its July 2007 meeting, the Board of Directors approved the redevelopment of the Finance Committee charter to allow for a separate standing Audit Committee. Carter reviewed the proposed changes, which were based on Board members' discussions in July 2007. Hanzelka moved, and Yolanda Rey seconded, to approve the proposed Audit Committee charter and the revised Finance Committee charter (agenda item 10). The motion carried.
10. Approve revised Finance Committee charter.
The revised Finance Committee charter was approved during discussion of agenda item 9.
11. Receive update on the work of the Leadership Council Study Group.
Judy Seltz provided an update on the committee's work since Mary Ellen Freeley's report to the Board in July 2007. She noted that the study group will meet again October 27–28, 2007, to develop recommendations for presentation to the Board of Directors at its March 2008 meeting.
12. Receive interim report (oral) from Worldwide Influence Study Group.
Betsy Lim, chair of the Worldwide Influence Study Group, provided an update on the committee's work since her report to the Board in July 2007. She noted that the study group may convene again in January 2008 to develop recommendations for presentation to the Board of Directors at its March 2008 meeting.
13. Participate in Strategic Plan development.
Members of the Board of Directors participated in a discussion about ASCD's next strategic plan.
14. Receive report (oral) on the 2007 Leadership for Effective Advocacy and Practice (LEAP) Institute.
Judy Seltz, Deputy Executive Director for Constituent Services, provided a report on the September 16–18, 2007, LEAP Institute. She said that the survey responses were due to ASCD at midnight on October 3, 2007, so detailed information from the responses is not available for sharing at this meeting. She noted, however, that the overall evaluation of the Institute was very good; 71 percent of participants said they would return. Seltz said that about 200 ASCD members participated in the "Day on the Hill" activity. A summary of the responses will be sent to Board members when the analysis of the survey results is completed.
15. Adopt 2009 Annual Conference theme and strands.
Donald Davis moved, and Sara Shubel seconded, to adopt the 2009 Annual Conference theme ("Learning Beyond Boundaries") and strands. The motion carried.

16. Discuss Board composition regarding diversity and announce President’s appointment of Board Nominations Committee if necessary.

The Board of Directors assesses its diversity each year against the Association’s diversity plan definition and other appropriate factors, and determined that additional diversity was desirable. The 2008–09 Board of Directors will have one position open for diversity election. President DeFord appointed a three-member Board nominations committee to identify appropriate nominees for a three-year term on the Board of Directors, to be approved by Board members at their March 2008 meeting. Members of the committee are Richard Hanzelka, Donald Davis, and Sara Shubel.
- 16.A Constituent capacity-building meetings (new agenda item).

Carter outlined concerns from members that arose from the elimination of the Affiliate Leadership Conference (ALC) and ASCD’s response to those concerns. In 2005, the first LEAP Institute was held, focused on leadership for advocacy. While LEAP has been successful, the elimination of ALC has left ripples of discontent in its wake. He said that ASCD is considering a new approach that will transition to a different system of capacity building and engagement and that will offer more options for constituent groups and provide better services. This new approach will use an inclusive, broad-based advisory group to shape the communications and the design of the new conference. Board members agreed in general to this plan.
- 16.B Possible name change for the Association (new agenda item).

After discussion, Board members instructed the Executive Director to conduct a constitutional review and consult legal counsel on charter implications regarding possible approval of “ASCD” as the Association’s legal name. Carter will bring a proposal to the Board at a future date.
- 16.C Location of the next “out-of-the-United States” Board meeting (new agenda item).

Carter announced that the next “out-of-the-United States” Board meeting would take place in Singapore near the end of July 2008. The meeting will include a new Board member orientation and attendance at a learning symposium.
17. Complete Board of Directors Self-Assessment Form. (The sequence of items 18 and 17 was reversed.)

Board members completed the newly revised assessment forms to record a self-evaluation and a group evaluation and then returned the forms to staff.
18. Receive process observations.

Castellano said that Board members exemplified a “culture of inquiry,” posed strategic questions during the Executive Director’s reports, and had lots of questions at different levels regarding the financial information (perhaps spending too much time). There was clear evidence of putting the Association’s interests above all else.

President DeFord noted that Board meetings have become more interactive and she will continue to make small changes. She asked staff to send a compilation of the Board evaluations to the members of the Board assessment committee for their consideration. DeFord reminded Board members to share ideas about changing future Board meeting agendas with her, and she thanked them for their support at the ACEL conference.

Debra Hill moved, and Sara Shubel seconded, to adjourn the meeting. The motion carried. President DeFord declared the meeting adjourned at 3:50 p.m.

GRC/bdr