# Minutes of Board of Directors Meeting

March 16, 17, and 21, 1973
Leamington Hotel
Minneapolis, Minnesota

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MINUTES OF BOARD OF DIRECTORS MEETING

Leamington Hotel
Minneapolis, Minnesota

March 16, 17, and 21, 1973

Presiding: Jack R. Frymier, President, ASCD, March 16 and 17, 1973 meetings
Harold G. Shane, President, ASCD, March 21, 1973 meeting

The Board of Directors of the Association for Supervision and Curriculum Development convened in the Twin Cities Room of the Leamington Hotel, Minneapolis, Minnesota, on Friday evening, March 16 and was called to order at 7:00 o'clock by President Frymier. Dr. Frymier welcomed the Board members to the 28th Annual Conference of ASCD and hoped the conference would be meaningful and worthwhile to them.

Announcement of New Executive Secretary

Upon the recommendation of the Executive Council, Dr. Loving MOVED the nomination of Dr. Gordon Cawelti as Executive Secretary for the Association for Supervision and Curriculum Development. SECONDED by Dr. Davis. MOTION CARRIED.

Dr. Cawelti was introduced to and welcomed by the Board of Directors. Dr. Cawelti, Superintendent of Public Schools, Tulsa, Oklahoma for the past four years, received a Ph.D., in 1962 from the State University of Iowa. His prior positions include science teacher and high school principal in Iowa; Executive Secretary of the Secondary Commission of the North Central Association of Colleges and Secondary Schools; visiting lecturer at the Universities of Kansas, Colorado, and Illinois. In addition, he has been a member of the Department of Defense Advisory Committee on Armed Forces Education, and chairman of the American Dependents Schools Committee of the North Central Association. Dr. Cawelti will assume his new duties as Executive Secretary of ASCD on July 1, 1973.

Presentation of Review Council Report

Dr. William Van Til, Chairman of the Review Council, along with the other members of the Council, presented the seven recommendations contained in their Annual Report for 1973.

President Frymier suggested the Board divide into seven groups for the purpose of examining, in depth, each of the recommendations of the Review Council, and that each group attempt to respond to the following questions in their exploration of these areas: (1) what is the general reaction of the group to the
recommendation; (2) what, if any, would the group change in the recommendation; and, (3) what suggestions would the group have to implement the recommendations. A written evaluation was prepared by each group. [These sentiments were later incorporated in a Working Paper entitled, 'ASCD Policy Guidelines for the Development of Program Efforts' and mailed to the Board of Directors on April 16, 1973.]

Later in the meeting, Dr. Van Til and Dr. Wolfe of the Review Council made a supplemental report based upon comments people had made during the two open hearings the Review Council held during the Annual Conference.

1. A report to the total membership of ASCD on the finances of the Association through the News Exchange including the balance sheet.

2. A future check of whether or not the purpose of ASCD is being served by the present constituency of the Executive Council, with some people being elected to the Council from the Board of Directors.

3. Need for the Nominations Committee to gather more information from the headquarters office on who really attends meetings and those who do not.

4. Need for a review of a number of features of the Annual Conference format; for example, timing of the Annual Business Meeting; mechanism for Resolutions cycle; complexity of program choices, evaluation of materials displayed in exhibits; and, selection of leadership personnel for conference activities.

5. A study of inconsistencies between policy and practice: ASCD pledged to humanism but acts in the opposite manner.

6. Need for broadening the base of communication and participation in the Association.

Dr. Van Til stated the Review Council neither supported nor opposed the above suggestions received, but reported them as information input for the Board.

Announcement of Election Results to Executive Council from Board of Directors

Dr. Mary Hovet, President of Maryland ASCD, announced the election results to the Executive Council, for a three-year term, from the Board of Directors, as follows:

Mitsuo Adachi, Honolulu, Hawaii
James E. House, Jr., Detroit, Michigan
James D. Macdonald, Greensboro, North Carolina
Announcement of Results of At-Large Election of New Board Members and President-Elect

Dr. Louise Berman, member-at-large, announced that Barbara Day of North Carolina had been elected to the Executive Council for a three-year term, and that Glenys G. Unruh had been elected as President-Elect. In addition, the following persons had been elected at-large to the Board of Directors to serve a four-year term:

Julianna L. Boudreaux, New Orleans, Louisiana
Joseph W. Crenshaw, Tallahassee, Florida
Milton Kimpson, Columbia, South Carolina
Raquel Montenegro, Los Angeles, California
James A. Phillips, Jr., Kent, Ohio

Filling Vacancy of Member-at-Large on Board of Directors

Upon the recommendation of the Executive Council, Dr. Loving MOVED that Mrs. Bette Treadwell be appointed by the Board to fill the unexpired term of the late Mrs. Maggie Y. Forts. SECONDED by Dr. Bowen. MOTION CARRIED.

Approval of Policy on Succession of Office

MOVED by Dr. Norris that the Executive Council's recommendation to the Board of Directors on the succession of office be approved, as amended, as follows:

In the case of the inability of the President to serve the Association during the year of his presidency for any reason, the immediate Past President shall continue to act in the presidential capacity until the end of the Fall meeting, or January 1 or whichever occurs earlier, of the Executive Council. The President-Elect shall assume the duties of the President after the Fall meeting, or January 1 or whichever occurs earlier, of the Executive Council and shall continue in this capacity through the expiration of his own term of office. SECONDED by Dr. Ebersole. MOTION CARRIED.

Incorporation of ASCD

The Executive Secretary made a progress report on the status of incorporation of ASCD. For several years the Executive Council and the headquarters
staff discussed the fact that ASCD is an unincorporated Association. As the Association gradually becomes less and less dependent upon the NEA for many important business services, the need to study the pros and cons of incorporation became apparent. After careful thought and consultation with their legal advisors, the Executive Council decided that it would be wise to incorporate ASCD. One outstanding advantage of such an action is that it eliminates the personal liability which—though, of course, it is not likely to happen—could conceivably be assessed against officers and Board members so long as ASCD remains unincorporated. Another reason is that since ASCD has acquired land and looks forward to the possibility of either financing and constructing a headquarters building, or moving to a location outside of the NEA Building, practically all the steps involved will go more easily if ASCD is incorporated.

Since the expense of incorporating is trifling and there are no disadvantages whatever, the Executive Council directed that the necessary preliminary legal steps be taken in preparation for this Board meeting, as follows:

- Adoption of the Articles of Incorporation (which, except for minor technicalities relating only to the nature of a corporation, are based squarely upon our present constitution).
- Similarly, adoption of the Bylaws, which remain unchanged except for the provision of the temporary 'Initial Board of Directors.'
- Adoption of a corporate seal.
- Setting of 1201 - 16th Street, N.W., Washington, D.C. 20036, as the principal office of the corporation.
- Election of the four current officers of the Association (including the Executive Secretary) as the first officers of the corporation.
- Authorization of counsel to submit application for 501(c)(3) tax-exemption status.
- Selection of a bank for the funds of the corporation.

These actions, briefly stated above, are all fully recorded in the minutes of the first meeting of the initial board of directors held May 7, 1972, in Washington, D.C. As a result of these actions, there now exists a corporation known as the Association for Supervision and Curriculum Development, with officers and an initial Board of Directors. At the same time, there also exists the unincorporated Association for Supervision and Curriculum Development with a Board of Directors as presently constituted and here present.

Dr. Atkins reported that the next steps to be taken would be the adoption of a motion transferring assets, liabilities, and activities of the Association to the corporation.
MOVED by Dr. Norris that the assets, liabilities, and activities of the present unincorporated ASCD be transferred to the incorporated Association for Supervision and Curriculum Development as follows:

WHEREAS, the Board of Directors of the Association has determined it to be in the best interests of the Association, and the safest and most prudent course, to hereafter carry on the activities of the Association in corporate form; and

WHEREAS, for this purpose a Corporation known as Association for Supervision and Curriculum Development has been duly organized under the District of Columbia Non-Profit Corporation Act as a charitable, educational and scientific Corporation having purposes identical to those of the Association, the said Corporation having adopted a Constitution and Bylaws substantially similar to those of the Association; and

WHEREAS, the initial Directors of the said Corporation have offered to accept the assets of the Association and to assume all liabilities of the Association, to accept as members of the Corporation all members now in good standing of the Association, and to carry on the charitable, educational and scientific activities of the Association in all respects without break in continuity; now therefore be it

RESOLVED, that the appropriate officers of the Association are hereby authorized and directed to transfer the entire assets and property of the Association, of whatever kind, subject to all outstanding liabilities of the Association, to the Association for Supervision and Curriculum Development, a corporation duly organized under the District of Columbia Non-Profit Corporation Act; and the said officers are further authorized and directed to take whatever steps, and to execute for and on behalf of the Association, whatever documents are necessary to accomplish a complete transfer of the assets, business, and activities of the Association, to insure that the Association and its officers and directors will be adequately protected against any liabilities, actual, contingent or otherwise, which may arise by reason of such transfer, to insure that the rights of all members of the Association will be adequately protected and that their status as members will be continued in the said Corporation, and to insure that the public, charitable, educational and scientific purposes and activities of the Association will be preserved and continued in all respects by the said
Corporation; provided however, that such transfer is hereby expressly made contingent upon the said Corporation obtaining a determination or ruling from the Internal Revenue Service to the effect that it is an organization described in Sections 501(c)(3) and 509(a)(1), (2) or (3) of the Internal Revenue Code of 1954, and if said Corporation is unable to obtain such a determination or ruling, the said transfer shall be null and void; and be it further

RESOLVED, that said transfer shall be effective September 1, 1973 and, further, that upon completion of the said transfer, the Association shall cease its activities and shall be dissolved.
SECONDED by Dr. Ebersole. MOTION CARRIED.

Recommendation to Board of Directors on Resolutions Procedure

There was considerable discussion concerning the procedure for the disposition of resolutions presented at the Annual Business meeting, and a basic issue centered around whether or not resolutions approved at the conference should be mailed to the membership and if the present process implied that resolutions are policy. There was general agreement among the Board that resolutions presented at the Business Meeting are an important part of the ASCD conference phenomenon; however, President Frymier indicated the Executive Council was concerned about clarifying the difference between a resolution and policy. As a result of this concern, the Executive Council voted to recommend the following procedure for the purpose of handling the 1973 resolutions:

MOVED by Dr. Loving that resolutions at the Business Meeting be received and handled via established procedures and presented to the Board of Directors meeting immediately after the Business Meeting;
That the Resolutions Committee be encouraged to place the resolutions in order of urgency;
That governance procedures and percent needed for a quorum be clarified in writing at General Sessions;
That resolutions not be mailed out;
That it be made clear that resolutions are not official policies of the membership; and
That it be made clear the Board makes and changes policies for the Association (Article V, Section 3 of the ASCD Constitution adopted 1970).
SECONDED by Dr. Ebersole.

After further discussion,

MOVED by Dr. Foster to table the above motion for another year as it needs further study.
MOTION TO TABLE CARRIED.
Later in the meeting, Dr. Prymier asked if the sentiment of the Board was that all resolutions adopted at the Business Meeting be submitted to the membership. After further discussion,

MOVED by Dr. Foster that all resolutions be sent to the membership that were passed or had an affirmative kind of vote, whether in the official or unofficial sessions, to get a full hearing from our constituency and, in addition, that a distinction be made between those resolutions that were accepted at the official business meeting and those that received positive sentiment in the unofficial session. SECONDED by Dr. Unruh.

After lengthy pro and con discussion of the disposition of the 1973 resolutions, as recommended in the above motion, Dr. Phillips asked if there was a quorum present. A head count revealed there were only 77 Board members remaining at the Wednesday afternoon session. As a result, the above motion could not be voted upon. Dr. Shane indicated the Executive Council has the authority to act for the Board of Directors in the interim, and that the Council would carry out the intent of the disposition of the resolutions as discussed.

Progress Report on 1973-74 Budget

For the purpose of presenting the progress report on the 1973-74 budget in context, Dr. Atkins provided some background for the new members of the Board of Directors. The Executive Secretary explained that at the Board meeting last year in Philadelphia, the original 1971-72 budget, approved the previous year by the Board, was revised in light of actual income and expenditures which reflected declining revenues and increased costs. Efforts to increase income were coupled with action to effect economies in expenditures. At the same time, the Board supported the rationale for the preliminary budget plans for 1972-73 which was predicated upon a more realistic appraisal of income potential and a re-examination of policies relating to expenditures in all budget categories. The 1972-73 budget projections are proving to be realistic and holding up well in terms of actual income and expenses. The small increase in income (presently projected from the half-way mark), is one in which reasonable confidence can be placed. If actual experience during the coming months suggests additional optimism, the Executive Secretary reported adjustments will be made prior to the preparation of the final budget to be sent to the Board of Directors for their approval in July 1973. Downward adjustments, while not presently anticipated, will, if necessary, be made. The 1973-74 preliminary budget was distributed to the members of the Board as follows:
Preliminary Budget
FY 1973–74

<table>
<thead>
<tr>
<th>INCOME</th>
<th>FY 1973 Budget</th>
<th>FY 1974 Proposed Preliminary Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Membership</td>
<td>$292,000</td>
<td>$293,900</td>
</tr>
<tr>
<td>Publications</td>
<td>168,000</td>
<td>187,200</td>
</tr>
<tr>
<td>Annual Conference</td>
<td>194,000</td>
<td>202,300</td>
</tr>
<tr>
<td>Other</td>
<td>14,000</td>
<td>24,500</td>
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<tr>
<td>Investment Income</td>
<td>6,000</td>
<td>6,000</td>
</tr>
<tr>
<td>Appropriation from Loan or Permanent Fund</td>
<td>27,000</td>
<td>0</td>
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<tr>
<td>TOTAL INCOME</td>
<td>$701,000</td>
<td>$713,900</td>
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DISBURSEMENTS

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<tr>
<th>DISBURSEMENTS</th>
<th>FY 1973 Budget</th>
<th>FY 1974 Proposed Preliminary Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Publications Production</td>
<td>$145,000</td>
<td>$153,800</td>
</tr>
<tr>
<td>Publications Handling</td>
<td>35,000</td>
<td>15,200</td>
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<td>Promotion of Publications and Membership</td>
<td>15,000</td>
<td>15,000</td>
</tr>
<tr>
<td>Annual Conference</td>
<td>63,000</td>
<td>64,600</td>
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<td>Association Committees and Meetings</td>
<td>35,900</td>
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<td>Program Development</td>
<td>47,500</td>
<td>39,900</td>
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<td>Field Services</td>
<td>9,100</td>
<td>6,000</td>
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<td>Salaries and Related Expenses</td>
<td>277,000</td>
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<td>Operating Expenses</td>
<td>73,000</td>
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<tr>
<td>Miscellaneous</td>
<td>500</td>
<td>5,000</td>
</tr>
<tr>
<td>TOTAL DISBURSEMENTS</td>
<td>$701,000</td>
<td>$713,500</td>
</tr>
</tbody>
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Income over Disbursements                     | -0-            | $ 400                              |

Program Activities

President Frymier appointed a committee of four (Ray Arveson, Arthur Costa, Wilma Longstreet, and Claude Swartzbaugh) to function as a steering committee to organize the motions presented by the Board during the course of the meeting, coupled with the discussions and recommendations of the Review Council, for the
purpose of providing a format that would permit the Board to deal effectively with this input in developing an action program for ASCD. The committee presented two lists of topics... (1) dealing with program areas (WHAT's) and (2) suggestions for incorporating the priorities into program development (HOW's). After extended discussion, the Board prioritized the 'WHAT's' list in the following order:

Priority Issues

WHAT's

1. Humanistic competencies in the management of curriculum processes
2. Urban education
3. Greater commitment of national and state resources to the total educational enterprises
4. Research topics: What areas in education need to be investigated?
5. Pluralistic, multi-ethnic education
6. Study of alternative futures
7. Career education
8. Pre-adolescent middle school education
9. Environmental education
10. Active support of supervisory and middle management positions in education
11. Designing honest instructional materials and methodologies
12. The delaying of basic skills in early elementary education
13. Curriculum for year-round education
14. Education of women

MOVED by Dr. Costa that the Board of Directors adopt the list of priorities, in rank form (WHAT's), and refer them to the Executive Council for implementation and action.
SECONDED by Dr. McGill. MOTION CARRIED.

The 'HOW's' list is noted here as a matter of record; however, the Board did not have an opportunity to consider these suggested implementation procedures.
Implementation Procedures

HOW's

1. To review work and progress of ASCD 'at work' groups; urge quick completion, and ascertain relevance of their tasks to priorities.

2. Organize annual conference around priorities.

3. Seek cooperation of other professional organizations sharing like interests.

4. Assist state units in their endeavors with regard to priorities.

5. Consider alternative public media: TV, radio, monthly magazines as well as new publications.

6. Develop specific proposals for legislation and mechanisms for passage in keeping with priorities at state and national levels.

7. Offer research institutes, seminars, and workshops at state and local levels.

8. Consider platforms, position papers, resolutions as a basis for ASCD action programs related to priorities.

9. Establish a clearinghouse for data retrieval and talent identification.

Dr. Frymier expressed concern that the Board needs to devise a way of working so that the governance body will not be 'under the gun'; the group needs to establish working committees that function throughout the year; and, there is a need to offset the yearly 'gap' between Board meetings. Dr. Bishop suggested that the input generated during the Board meetings, i.e., the motions, the recommendations of the Review Council, and the resolutions presented at the Annual Business meeting be considered as legislative history for the purpose of developing programs, and that this data be developed into some kind of format for feedback to the Board in order to have a more formal interchange of ideas during the year.

MOVED by Dr. Bishop that data developed by the Review Council, Association Business meeting resolutions, priority listing, Board motions, and proposals by action groups,

1. Be regarded as inputs and 'legislative history';
2. Be printed and distributed to all Board members;
3. Be used by the Executive Council as policy guidelines for development of program efforts consistent with the Association mission and resources.

SECONDED by Dr. Leary. MOTION CARRIED.
Election of Board Members to Selection Committee

The following persons were nominated to serve from the Board on the Selection Committee to appoint the Nominations Committee for the 1975 election:

Margaret L. Carroll, DeKalb, Illinois. Dr. Carroll is on the staff at Northern Illinois University and has been a member of ASCD for the past 15 years.

Ruby King, Grand Rapids, Michigan. Mrs. King has served as a consultant to the Michigan Education Association; has been an elementary teacher; and, is an assistant professor of education at Michigan State University.

Gordon VanHooft, Albany, New York. Dr. VanHooft is Director of the Divisions of Supervision and Curriculum Development in the State of New York; has been a member of ASCD since the early '50's; and, has been a member of NYASCD since its beginning.

Larry Bowen, Charlottesville, Virginia. Dr. Bowen is a Professor of Education at the University of Virginia and is presently President of Virginia ASCD.

President Shane announced the results of the balloting as follows:

Dr. Larry Bowen
Dr. Margaret L. Carroll
Mrs. Ruby King

These persons, along with the three people to be selected by the Executive Council, will perform the task of selecting a Nominations Committee during the Anaheim conference next year.
Announcement of the Nominations Committee for the 1974 National Election

Dr. William Brewster announced the names of the persons selected to serve on the Nominations Committee for the 1974 National Election as follows:

Miss Evelyn L. Berry
Petersburg, Virginia

Mrs. Juanita M. Gomez
Alamogordo, New Mexico

Dr. Norman Drachler
Washington, D.C.

Dr. Ardelle Lewellyn
San Francisco, California

Dr. Seymour H. Fersh
New York City

Dr. LaMar Miller
New York City

Dr. Charles R. Gengler
Independence, Oregon

Mr. Patrick F. Mooney
North Miami, Florida

Dr. Robert D. Price
Cincinnati, Ohio

The following persons were suggested as alternates in the event someone from the above list would not be able to serve on the Nominations Committee:

Robert Beynon
Cincinnati, Ohio

Maenelle, Dempsey
Atlanta, Georgia

Mildred Carlson
Minneapolis, Minnesota

Walter Gantt
College Park, Maryland

Ann Shelly
East Lansing, Michigan

The Board of Directors meeting was adjourned by President Shane on Wednesday afternoon, March 21 at 5 o'clock.