EXECUTIVE COUNCIL MINUTES

November 2 and 3, 1996
ASCD EXECUTIVE COUNCIL MEETING  
November 2-3, 1996  
Sonesta Beach Resort  
Curaçao, the Netherlands Antilles  

MINUTES  

Saturday, November 2, 1996  

ATTENDING  
Frances Faircloth Jones, President; Edward Hall, President-Elect; Charles Patterson, Immediate Past President; Janice Adkisson (VA); Ang Wai Hoong (Singapore); Kay Awalt (TN); Bonnie Benesh (IA); Marge Chow (WA); LeRoy Hay (CT); Joanna Kalbus (CA); Raymond McNulty (VT); David Rainey (AR); Charles Schwahn (SD); Judy Stevens (TX); and Sherrelle Walker (WA).  

ASCD STAFF  
Gene R. Carter, Executive Director; Diane Berreth, Deputy Executive Director; John Bralove, Assistant Executive Director, Financial and Administrative Services; Michelle Terry, Assistant Executive Director, Program Development.  

CALL TO ORDER  
President Jones called the meeting to order at approximately 9:45 a.m.  

1. President’s remarks.  
President Jones thanked the Executive Council members for their attendance at the opening session of the CUR-ASCD Conference. She expressed pleasure at the attendance of Joanna Kalbus, noting that the Executive Council had missed her at the June Executive Council meeting. President Jones asked that, as the meeting progressed, each individual take responsibility to speak to the issue rather than lengthening the conversation.  

2. Appoint process observer.  
President Jones asked Marge Chow to serve as the process observer for the next two days.  

No motion required.  

3. Establish the Consent Agenda.  
President Jones announced the proposed Consent Agenda items. Executive Council members asked that 18.4 be withdrawn from the proposed consent agenda. Bonnie Benesh asked that an item be added as 8.16 regarding the issue of the Nomination Committee’s pairing of candidates on the ballot.
President-Elect Edward Hall moved, and Charles Patterson seconded, to place the following agenda items on the Consent Agenda: 4, 8.1, 8.4, 8.5, 8.6, 8.7, 8.11, 8.12, 8.13, 8.14, 10, 13, 14, 15, 16, 17, 18, 18.3, 18.5, and 20.

Sherrelle Walker asked to be allowed to comment on item 8.7, saying she didn’t want to remove the item from the Consent Agenda, but that she did want to express a concern regarding the paucity of applications for the Affiliate Excellence Award. Executive Council members invited staff to consider several recommendations as they address the issue.

The Council members voted unanimously to place the above-mentioned agenda items on the Consent Agenda. MOTION CARRIED.

4. **Approve June 21-22, 1996, Executive Council meeting minutes.**
The June 1996 Executive Council meeting minutes were approved under the Consent Agenda. MOTION CARRIED.

Sherrelle Walker moved, and Joanna Kalbus seconded, to move into Executive Session. MOTION CARRIED. (Agenda items 5.1, 6, and 7 were discussed in Executive Session.)

Joanna Kalbus moved, and Kay Awalt seconded, to move into open session. MOTION CARRIED.

8.1 **Report on committee vacancies.**
The report on committee vacancies was placed on the Consent Agenda. MOTION CARRIED.

8.2 **Progress Report of the Issues Committee.**
Diane Berreth distributed a memorandum (pages 30a-d) from Don Ernst, Government Relations Director, outlining the data received from the survey of the membership. The five top clusters of critical topics were identified as Teacher Education and Professional Development; Equity; Personalization of Teaching and Learning; Performance Assessment; and Early Childhood.

Diane announced that staff have worked closely with Doug Harris, Issues Committee Chair, to revise the format of the town meetings. The Committee’s work will be based on ASCD’s strategic plan, data from the survey, and input from the Committee members. Staff will assume responsibility for writing the position statements.

Diane announced that some previously adopted statements will be updated for review and action by the Board of Directors in March 1997.

For information only. No motion required.
Diane Berreth highlighted the results of the Review Council’s work to date. She reported that the Review Council will issue commendations for ASCD’s work with the NCATE Curriculum Guidelines, the Curriculum Handbook academies, the affiliates, and the Professional Inquiry Kits as a part of their report.

The Review Council noted that ASCD has functioned without an official definition for curriculum supervision and raised the issue of the appropriateness of ASCD’s name. The Review Council will recommend that ASCD develop products in curriculum supervision that are targeted to new and continuing principals.

Gene Carter announced that subsequent to the Review Council’s meeting in Alexandria, he had shared information with them, including *What Matters Most: Teaching for America’s Future* and the National Policy Board for Educational Administration’s work on supervision and leadership.

Bonnie Benesh expressed a concern that supervision had been defined narrowly by the Review Council as “curriculum supervision.” Diane Berreth affirmed that the Review Council’s intent was to focus on this particular aspect of supervision.

For information only. No motion required.

8.4 Report of the Affiliate Excellence Award Selection Committee.
The report on the Affiliate Excellence Award Selection Committee was placed on the Consent Agenda. MOTION CARRIED.

8.5 Report of the Constituent Relations Advisory Committee.
The report of the Constituent Relations Advisory Committee was placed on the Consent Agenda. MOTION CARRIED.

8.6 Report of the Program Development Advisory Committee.
The report of the Program Development Advisory Committee was placed on the Consent Agenda. MOTION CARRIED.

8.7 Report on Public Information Plan.
The report on the Public Information Plan was placed on the Consent Agenda. MOTION CARRIED.

Sherrelle Walker asked how ASCD was beginning to implement this plan. She further commented that she didn’t get a sense of what the targets are and how they reflect the Strategic Plan. Also, she suggested that the outcomes and expectations be a little clearer.
Gene Carter noted that these suggestions will be incorporated into the next iteration of the Public Information Plan.

8.8 Progress Report on the Strategic Plan.
Diane Berreth reported that this was an updated plan and that the Public Information Plan is subsumed under the influence goal. She further reported that draft portfolios for each goal are due December 1. Another goal that will be updated this fall is self-renewal, which will contain fewer, more powerful strategies. The ones that are currently in the update are the original ones from 1994. Joanna Kalbus asked about the Mid-Atlantic (Temple University) project. Mikki Terry and Gene Carter responded by saying it was cancelled as it was not furthering ASCD’s agenda and was not consistent with other ASCD collaborations.

For information only. No motion required.

President Jones adjourned the meeting at approximately 2:30 p.m.

Sunday, November 3, 1996

CALL TO ORDER
President Frances Faircloth Jones called the meeting to order at 8:30 a.m.

8.9 Report from Constitutional Review Committee and Act on Recommendation.
President Jones reported that all of the Executive Council suggestions were reviewed by the committee, but that one, a name change for the organization, will be looked at separately. Part of the purpose of this discussion was to get additional input. Diane Berreth led the discussion by going through the major changes the committee recommended and classifying them as either technical (editorial) or substantive. She also encouraged review of the footnotes, as well as the actual language.

Discussion followed regarding various proposed changes, including who approves affiliates, how the Board of Directors would view the recommended changes, limiting nominations to two for each position, and the power and prerogative of the Nominations Committee. Gene Carter expressed ASCD’s attorney’s concern that ASCD’s Constitution and By-Laws be consistent with the Commonwealth of Virginia’s laws regarding organizations incorporated within the Commonwealth. Judy Stevens expressed concern that the committee did not have time for issues such as the size and function of the Board of Directors.

Marge Chow moved, and Charles Patterson seconded, to approve the changes to the Constitution as recommended by the Constitution Review Committee.
Raymond McNulty moved to amend Article VIII, Section 1 (page 52h), sentence (8) of the By-Laws. MOTION WITHDRAWN.

Sherrelle Walker moved, and Charles Schwahn seconded, to amend Article V, Section 1 (page 52c), sentence (8), of the Constitution, to remove the strikeouts from “act on applications for affiliation,” leaving that as one of the functions of the Board of Directors, and all subsequent language related to that item be adjusted by staff. MOTION CARRIED.

Sherrelle Walker moved, and Judy Stevens seconded, with respect to Article VII, Section 2, page 52e of the Constitution, to amend the Review Council number of members to seven instead of the suggested six and to maintain the remainder of the language. MOTION FAILED.

Bonnie Benesh moved, and Joanna Kalbus seconded, with respect to Article V, Section 2, page 52g, line 4 of the Constitution, to strike the word “two.” Discussion ensued that this amendment leaves the decision to the Nominations Committee and that this is not a constitutional issue but a policy or process issue. MOTION CARRIED.

The discussion turned to the wording of Article VI, Section 1, page 52d, line (8), the sentence starting with “Notwithstanding.” Sherrelle Walker suggested we leave the language but seek additional opinions from legal counsel. David Rainey asked that counsel be charged to take care of the issues expressed, and Raymond McNulty suggested looking at other models and getting the language changed properly. Joanna Kalbus added that some Executive Council members are elected at-large, and the language involved negates the reason why they are elected at-large. Other suggestions for solving these issues were discussed. Gene Carter said that legal counsel said there were two options: rename the Executive Council or pass a motion each year as indicated in the proposed language. Janice Adkisson suggested that we move forward with this by having staff come back to us with a plan on how to approach the Board of Directors with the change, which may include bringing counsel to the Board of Directors so that the Board has full understanding of the concept. President Jones thought that the appointment of a committee to study the constitution, as recommended by the Constitutional Review Committee, would come first, and that legal counsel could then meet with this group. After the committee met, discussion at the Board of Directors meeting might take place.

Charles Schwahn called for a question on the original motion by Marge Chow and Charles Patterson to approve the changes to the Constitution recommended by the Constitution Review Committee, as amended. MOTION CARRIED.

Raymond McNulty requested that our attorney be specifically asked about whether changing the Executive Council’s name to the Board of Directors was the ideal solution.
Discussion then turned to the appointment of a governance evaluation commission as recommended by the Constitutional Review Committee.

Marge Chow moved, and LeRoy Hay seconded, to accept the recommendation to establish a working group to review and make recommendations to the Executive Council regarding the problems and issues brought about by this discussion. MOTION CARRIED.

President Jones asked the Executive Council members to turn their attention to a proposal to create a panel of nine members to take a look at what happened with the Governance and Participation Panel’s recommendations that have now been put in place. Although the recommendations are in place, there are still changing elements. It’s time to study them, see how well they worked, and make recommendations for further changes if necessary, particularly as they relate to the Board of Directors. She suggested the panel’s charge could include having legal counsel look at the relationship and the logistics of a name change. She added that even though the president has the prerogative to name a working group or commission, she would like the support of the Executive Council, because the Council will recommend people to serve on this commission.

Marge Chow moved, and David Rainey seconded, to accept this proposal. MOTION CARRIED.

Diane Berreth asked for nominations by November 15 so that the panel can be appointed by December 1. President Jones will send a follow-up note.

Janice Adkisson asked whether there would be any discussion of the Commission’s work at the March Board of Directors meeting since the proposal says recommendations will come in June. President Jones asked that it be moved up so that there can be discussion at the annual meeting in Baltimore. Diane Berreth suggested that perhaps the discussion should be a progress report for the Executive Council and the Board of Directors.

Sherrelle Walker asked for confirmation about the process from this time forward. President Jones stated that staff will prepare an updated constitution reflecting all the language changes related to the issues. This will be folded into the process to be determined by President Jones with appropriate communications to all concerned to follow.

8.10 Report on Plan to Shift to Voting by Paid Members Only.
Diane Berreth reported that this was for information only, the Council having already received a copy of Gene Carter’s memo regarding a change of election process for 1997, which included a list of affiliates that would experience a decrease in proportional representatives. Each affiliate president, executive secretary, and director was contacted by mail and invited to call to express their concerns. There have been no calls and faxes
have come in from some of the affected affiliates with information on proportional representative positions that will be eliminated at the end of the current term.

For information only. No motion required.

8.11 Report on Relationship with Past Presidents and Executive Directors.
The report on relationships with Past Presidents and Executive Directors was placed on the Consent Agenda. MOTION CARRIED.

The report on relationships with affiliates was placed on the Consent Agenda. MOTION CARRIED.

8.13 Progress Report on Urban Education Initiatives.
The progress report on urban education initiatives was placed on the Consent Agenda. MOTION CARRIED.

8.14 Status Report on Student Chapter Program.
The status report on the student chapter program was placed on the Consent Agenda. MOTION CARRIED.

Gene Carter reported that this is the second iteration of this document. It should be looked at as a framework rather than a plan. It is an overarching framework to flesh out Strategic Plan intents. Furthermore, it sets the stage for essential decisions that need to be made to move ASCD’s international focus forward.

He reported on those initiatives already under way, and distributed copies of a report on his trip to Australia and New Zealand (September 25-October 6, 1996), 10 fundamental principles to guide the international focus into the future, and some targets. He also indicated that ASCD would be more active in recruiting international affiliates. The last part of his report dealt with factors related to governance and organizational structure. All of these efforts are an attempt to fulfill our commitment to the Strategic Plan goal related to internationalization.

For information only. No motion required.

8.16 Pairing of Candidates by the Nominations Committee (new agenda item).
The discussion of this item was subsumed under item 8.9.

9. Adopt one-time change to length of term for some members-at-large.
Charles Schwahn moved, and Raymond McNulty seconded, to adopt the one-time one-
year extension to the terms of three members-at-large elected at random. MOTION CARRIED.

10. **Status Report on ASCD’s Influence Activities.**  
The status report on ASCD’s influence activities was placed on the Consent Agenda. MOTION CARRIED.

11. **Adopt Recommendation for 2005 Annual Conference and Exhibit Show Site.**  
John Bralove recommended that the Executive Council direct the staff to either (a) seek out additional proposals or (b) move off of the East Coast and return to the Council in March with a new proposal.

Charles Schwahn moved, and Raymond McNulty seconded, that the staff be given flexibility in developing a site proposal and that they return to the Executive Council in March 1997 with a new proposal. MOTION CARRIED.

12. **Approve 1998 Annual Conference Theme and Strands.**  
President-Elect Edward Hall reviewed the results of the Conference Planning Committee meeting, including its focus on teachers. The proposed conference theme is “Exploring the Heart and Soul of Learning.” The proposed strands are developing and refining partnerships; extending and understanding the use of best practices; negotiating the landscape of demographics; recentering the priorities of leadership; understanding curriculum policies, processes, and practices; and making explicit the connections of policies and education. Joanna Kalbus suggested that the word “negotiating” be replaced by or understood as “navigating.”

Charles Patterson moved, and David Rainey seconded, to approve the 1998 conference theme and strands. MOTION CARRIED.

13. **Adopt the 1997-98 Professional Development Institute Schedule.**  
The 1997-98 Professional Development Institute Schedule was placed on the Consent Agenda. MOTION CARRIED.

14. **Report on the National Council for the Accreditation of Teacher Education (NCATE) collaboration.**  
The report on the National Council for the Accreditation of Teacher Education collaboration was placed on the Consent Agenda. MOTION CARRIED.

15. **Report on the Forum of Educational Organization Leaders (FEOL) collaboration.**  
The report on the Forum of Educational Organization Leaders collaboration was placed on the Consent Agenda. MOTION CARRIED.
16. **Status Report on Marketing Activities.**
The status report on marketing activities was placed on the Consent Agenda. MOTION CARRIED.

17. **Status Report on America Online Advisory Committee.**
The status report on the America Online Advisory Committee was placed on the Consent Agenda. MOTION CARRIED.

The progress report on the status of implementation of the Management Letter recommendations was placed on the Consent Agenda. MOTION CARRIED.

18.1 **Review FY 96 unaudited financial report.**
Gene Carter distributed charts detailing the revenue, expenses, and return-on-investment for ASCD’s membership, programs, products, and services. He commented that the Executive Council should view the display of data on return-on-investment as a model for future enhanced information sharing. Gene Carter noted that the Reconciliation of FY 96 Projected Income Statement to Unaudited (page 100a) shows a net balance of income over expenses of $484,436. This sum does not include the proceeds from the pending sale of the second townhouse.

John Bralove explained the relationship of the unaudited figures (page 100a) to those on the FY 96 Budget, FY 96 Actual (Projected), and FY 97 Approved Budget. He noted that the final unaudited projected income was $25,484,424, and the final unaudited projected expense was $24,999,988, netting ASCD a projected surplus of $484,436. Janice Adkisson asked for an explanation of why ASCD would not have expended all budgets for resource producing items. John Bralove responded that the budgets were deferred rather than eliminated, and that the anticipated income was therefore deferred as well.

Charles Schwahn asked about the disposition of the net surplus. John Bralove responded that the sum was added to the Association’s fund balance.

Sherrelle Walker asked that in the future staff provide more specificity with regard to budget items such as “Marketing.”

Joanna Kalbus asked that staff provide summary expenses for marketing and influence, including a means for measuring success.

Bonnie Benesh asked that staff develop displays for expenses and revenue based on ASCD’s strategic plan. Diane Berreth stated that this was difficult because the initiatives had been integrated into existing activities throughout the organization, but that a report would be provided in March.
18.2 Review FY 97 budget.
John Bralove briefed the Executive Council on items in the approved FY 97 budget: the Fall Conference on Teaching and Learning: Assessment exceeded its budgeted income; publications sales, which were strong in FY 96, have continued to grow and are projected to exceed the budgeted income by at least $300,000.

Janice Adkisson asked where the expenses incurred for the building appear in the FY 97 budget. John Bralove explained that the expenses show up in an asset account until ASCD occupies the building. Gene Carter announced that staff would begin to link expenses to the time line that is routinely shared with the Executive Council. John Bralove stated that ASCD has spent about $223,000 to date on building and site preparation.

For information only. No motion required.

18.3 Review ASCD investment portfolio.
The report on ASCD's investment portfolio was placed on the Consent Agenda. MOTION CARRIED.

18.4 Review disposition of Cameron Street property.
In anticipation of the sale of the remaining townhouse, John Bralove read the following resolution:

RESOLUTION
ASSOCIATION FOR SUPERVISION AND CURRICULUM DEVELOPMENT,
A VIRGINIA NONSTOCK CORPORATION
MEETING OF THE EXECUTIVE COUNCIL
NOVEMBER 2, 1996

RESOLVED THAT the Corporation is hereby authorized and directed

(a) to sell certain property located at 1318 Cameron Street, Alexandria, Virginia;

(b) to consummate all aspects of the transactions contemplated by such action executing, acknowledging, accepting, and delivering all Deeds, releases, warranties, affidavits, contracts, addenda, settlement statements, and any such other instruments in writing of whatever kinds as may be necessary to complete the sale and the settlement process for the aforesaid property.

FURTHER RESOLVED THAT the President, President-Elect, Immediate Past President,
Secretary, or Assistant Secretary, acting on behalf of the Corporation, is hereby
authorized, empowered, and directed for and on behalf of the Corporation, to execute and
deliver any and all documents relating thereto or contemplated thereby, with such changes
in the terms and provisions thereof as he/she shall in his/her sole discretion deem necessary
or desirable and in the best interests of the Corporation and its members, his/her signature
being conclusive evidence that he/she did so deem any such changes to be necessary or
desirable and in the best interests of the Corporation and its members, and to take or cause
to be taken any other actions as he/she shall deem necessary, desirable or expedient to
carry out the transactions contemplated by, or relating to the Sales Contract.

Raymond McNulty moved, and Sherrelle Walker seconded, to adopt the Resolution.
MOTION CARRIED.

18.5 Progress report on status of implementation of management letter recommendations.
The report on the status of the implementation of the management letter recommendations
was placed on the Consent Agenda. MOTION CARRIED.

18.6 Status Report on Fund Balance and
John Bralove consolidated the status report with the review of the five-year budget
projection synthesis. He distributed a financial benchmarks report comparing ASCD’s
performance to that of the National School Boards Association, the American-Society of
Association Executives, and other similar nonprofit organizations. The report will be
expanded and resubmitted to the Council in March. John noted that ASCD’s assets and
liabilities demonstrate that we are in good financial condition, although our fund balance is
still low and should be increased, especially in light of the new headquarters building. He
recommended that the Executive Council discuss this item further at its March 1997
meeting. He stated that it appears that a dues increase will be necessary in FY 98. This
item will also be discussed in March when further FY 97 fiscal data is available.

For information only. No motion required.

20. Approve Recommended Executive Council Calendar.
The Executive Council calendar was placed on the Consent Agenda. MOTION
CARRIED.

Marge Chow noted that the Executive Council had been quite attentive to the agenda
items, limiting side conversations and showing respect for one another’s views. The
group was animated, involved, and had done their homework. Participation was unequal,
but Marge felt that everyone who had something to say had taken the opportunity to do
so. She noted that the Executive Council members had adhered to President Jones’s
admonition that members address the issue rather than extend the conversation around
agenda items. Janice Adkisson asked staff to bring policy options to the Council in March regarding the Nominations Committee. Raymond McNulty recommended that future Council meetings in international locations begin with at least one day of Council business before school visits.

Paul De Rooy, a CUR-ASCD representative, briefly addressed the Council members, thanking them for their visit to the affiliate.

President Jones adjourned the meeting at approximately 12:00 p.m.