EXECUTIVE COUNCIL MEETING MINUTES

JUNE 15-16, 2001
ASCD EXECUTIVE COUNCIL MEETING
ASCD Headquarters
Alexandria, Virginia
Friday, June 15, 2001

MINUTES

ATTENDING
Kay Awalt Musgrove, President (TN); Peyton Williams Jr., President-Elect (GA); LeRoy E.
Hay, Immediate Past President (CT); Pat Ashcraft (TN); Martha Bruckner (NE); Mary Ellen
Freeley (NY); Richard Hanzelka (IA); Douglas Harris (VT); Mildred Huey (SC); Susan Kerns
(Germany); Robert Nicely Jr. (PA); Jim Taylor (Ontario, Canada); Andrew Tolbert (AR); Sandra
Wegner (MO); and Jill Dorler Wilson (FL).

ASCD STAFF
Gene R. Carter, Executive Director; Eric Bellamy, Deputy Executive Director, Finance and
Operations; Diane Berreth, Deputy Executive Director, Policy and Planning; Agnes Crawford,
Assistant Executive Director of Program Development; Melody Ridgeway, Associate Executive
Director, Information Systems and Services; Douglas Soffer, Assistant Executive Director,
Constituent Relations; Mikki Terry, Deputy Executive Director, Program Development; and
Becky DeRigge, Executive Manager.

CALL TO ORDER
President Kay Awalt Musgrove convened the business meeting at 8:45 a.m.

President’s remarks
President Musgrove welcomed Executive Council members and ASCD staff, and she noted that
yesterday’s New Council Member Orientation Session went very well. She stated that the next
two years will be very important as ASCD moves toward a new governance structure. Musgrove
briefly reviewed the guidelines related to establishment of a Consent Agenda.

1. **Appoint a process observer.**
   President Musgrove appointed Mildred Huey to serve as process observer. No action
   required.

2. **Establish the Consent Agenda.**
   President-Elect Peyton Williams Jr. moved that the following agenda items be placed on
   the Consent Agenda: 3, 7, 8, 9.2, 9.3, 10, 11, 12, 18, 21, and 22. Immediate Past
   President LeRoy Hay reminded Council members that items could be removed by a
   single request to do so. Hay then seconded the motion. MOTION CARRIED.

3. **Adopt the March 15 and 20, 2001, Executive Council Meeting minutes.**
   The adoption of the March 15 and 20, 2001, Executive Council Meeting minutes was
   placed on the Consent Agenda. MOTION CARRIED.
4. Report from the New Executive Council Members.
President-Elect Williams and new Executive Council members Pat Ashcraft, Mary Ellen Freeley, Susan Kerns, Bob Nicey Jr., and Jim Tayler participated in a musical presentation to Council members based on their experiences at the previous day’s New Executive Council Member Orientation Session.

Hay moved, and Andrew Tolbert seconded, to move into Executive Session. MOTION CARRIED. (Agenda items 5 and 6 were discussed in Executive Session.)

Sandra Wegner moved, and Huey seconded, to return to Open Session. MOTION CARRIED.

7. Review second quarter financial report.
The review of the second quarter financial report was placed on the Consent Agenda. MOTION CARRIED.

8. Authorize FY02 budget for transmittal to Board of Directors for approval.
Authorization of the FY02 budget for transmittal to the Board of Directors for approval was placed on the Consent Agenda. MOTION CARRIED.

For information; no action required.

9.1 Report from the Investment Committee Liaisons.
Executive Director Gene Carter shared information on the difference between investments and reserves. He said that an investment policy dictates how cash and liquid reserves will be invested, and that the policy should be reviewed or updated on a regular basis consistent with the Association’s needs. The reserve policy dictates how the net assets and fund balance should be allocated. Douglas Harris, one of the two Executive Council liaisons to the Investment Committee, reviewed the communication process that he and Huey, the second liaison, had with the Investment Committee. He thanked Deputy Executive Director Eric Bellamy and Associate Executive Director Melody Ridgeway for their work, and he briefly reviewed the adopted revisions to ASCD’s Policy on Management of Cash and Investments and the rationales for those changes. Huey also commended Bellamy and Ridgeway for their work. No action required.

9.2 Approve designation of a portion of the Fund Balance as a Reserve Fund.
Approval of a designation of a portion of the Fund Balance as a Reserve Fund was placed on the Consent Agenda. MOTION CARRIED.

9.3 Approve Reserve Fund Investment Portfolio and Short-Term Investment Portfolio Guidelines.
Approval of the Reserve Fund Investment Portfolio and Short-Term Investment Portfolio Guidelines was placed on the Consent Agenda. MOTION CARRIED. Bellamy distributed a list of “Discussion Topics for Executive Council in Developing and Approving Investment Policy and Guidelines,” which included
the topics of risk tolerance, value stocks vs. growth stocks, overall investment strategy, use of a discount broker, and one portfolio manager versus two portfolio managers. Executive Council members engaged in brief discussions of each of the topics, and considered their effect on the proposed investment guidelines.

Bellamy reviewed the guidelines for ASCD’s Reserve Fund Investment Portfolio and Short-Term Investment Portfolio, including the investment goals and objectives, general investment principles and management strategies, roles and responsibilities, and strategies for a balanced portfolio, which provides the Association with flexibility. Bellamy then asked that the minutes of this meeting reflect the Executive Council’s review and compliance with the “Prudent Investor Rule,” relating to good business practice and prudence regarding investment processes.

President Musgrove said that the Executive Council would rely on Harris’s and Huey’s monitoring of the Investment Committee’s responsibilities and that further discussion of this agenda item should be a part of the Council’s fall and spring meeting agendas.

Richard Hanzelka moved, and Hay seconded, that the minutes of this meeting reflect the Executive Council’s consideration and application of the concept of “prudent investment.” MOTION CARRIED.

10. Approve revisions to Policy 408 (Management of Cash and Investments).
Approval of revisions to Policy 408 (Management of Cash and Investments) was placed on the Consent Agenda. MOTION CARRIED. The revised policy reads as follows:

Management of Cash and Investments

408.1 The Investment Committee makes recommendations on modifications to the investment and reserve fund philosophy, policy, and guidelines to the Executive Council. The Executive Council approves ASCD’s investment and reserve fund philosophy, guidelines, and any changes in philosophy, policy, and guidelines.

408.2 The investment portfolio is diverse and balanced through asset allocations in equity, fixed income securities, and cash/cash equivalents. No more than 75 percent of the Reserve Fund Investment Portfolio will be in any one type of asset.

408.3 Staff is authorized to move cash surpluses without Executive Council or Investment Committee approval to maximize interest earned or to meet operational needs of the Association. Staff selects the Investment Manager.

408.4 The Investment Committee liaisons will represent the Executive Council perspective during discussions regarding the evaluation of and modification to ASCD investment philosophies and investment managers.
408.5 ASCD will retain an independent investment manager to manage the Reserve Fund Investment Portfolio to the goals and objectives stated in the investment guidelines. The investment manager will provide annual portfolio performance reports to the Executive Council.

408.6 The Executive Council receives periodic investment manager reports and an annual presentation from the Investment Manager.

408.7 The Association's Reserve Fund Investment Portfolio represents the net assets of the Association as a reserved financial resource in the event of extraordinary financial occurrences and circumstances. The Reserve Fund is equal to the balance in the Reserve Fund Investment Portfolio. ASCD’s target Reserve Fund is 40 percent of the annual budget.

408.8 Staff, in consultation with the Investment Committee Liaisons to the Executive Council, develops and maintains Investment and Reserve Fund Portfolio Guidelines.

408.9 Accounting for the Investment and Reserve Fund Portfolio will be in accordance with Generally Accepted Accounting Principles, and consistent with IRS regulations for not-for-profit organizations.

11. Approve revisions to Policy 401 (Budget).
Approval of revisions to Policy 401 (Budget) was placed on the Consent Agenda. MOTION CARRIED. The revised Policy reads as follows:

401 Budget

401.1 The Executive Director prepares the annual budget under the supervision of the Executive Council, which recommends it to the Board of Directors for its approval.

401.2 The Executive Council authorizes the transfer of unused balances within the budget at its discretion, and reports the transfer of funds in writing to the Board of Directors no later than the following Annual Conference.

401.3 The Executive Director is authorized to shift allocations made to current budget categories. Such shifts may not exceed five percent at the functional grouping level.

401.4 The Executive Council Budget Committee liaisons will represent the Executive Council perspective during the preparation and evaluation of the annual budget.

The review of revisions to Protocol 409 (Independent Auditors) was placed on the Consent Agenda. MOTION CARRIED. The revised protocols read as follows:
Independent Auditors

409.1 Executive Council recommends the appointment of auditors to the Board of Directors. The Board of Directors appoints an independent auditing firm.

409.2 A representative of the firm providing auditing services reports to the Council at the first meeting following receipt of the audit. The report presents the finances of the Association and the findings and recommendations resulting from the auditing firm's work.

Agenda Items 13 (discussion of how to encourage participation in ASCD leadership) and 14 (discussion of internationalization) were discussed at the "Work Session," and minutes were not recorded.

15. **Approve updated Strategic Plan, vision, and goals.**
   This agenda item was discussed on Saturday, June 16.

16. **Appoint Executive Council representation at regional meetings.**
    President Musgrove announced the following appointments for Executive Council representation at regional meetings: Martha Bruckner will attend the Northeast/Northwest meeting, Hanzelka will attend the Southwest meeting, and Harris will attend the Central meeting. Musgrove will attend the Southeast meeting.

    No action required.

17. **Review report of the Governance Transition Advisory Committee (GTAC) and approve recommendations.**
    President Musgrove distributed background information related to the original and the proposed new language for policy and constitution recommendations that GTAC developed at its April 6-7 meeting. She reviewed each of the proposed changes and provided rationales for them. The recommendations are to

    A. Suspend policy 304.1 (calendar of elections) and the new ASCD Constitution (effective March 2003), Article II, Section 1, lines 4 and 5 (three-year terms) on a one-time basis to achieve continuity on the new Board of Directors by

       1. Holding a special spring 2003 Leadership Council election to elect the nine (9) members of the Board of Directors from the Leadership Council to equally distributed terms of two (2), three (3), and four (4) years.

       2. Electing the six (6) at-large members to the Board of Directors to equally distributed terms of two (2), three (3), and four (4) years in fall 2002.

    B. Interpret policies 302.4 and 302.5 (qualifications for office—no eligibility to serve in the same position twice) in a manner such that former Executive Council
members are not eligible to serve on the Board of Directors and former members-at-large of the Board are not eligible to serve as members-at-large on the Leadership Council.

C. Modify policy 201.2 (Board of Directors term dates) on a one-time basis, so that the terms of guaranteed and proportional representatives to the Leadership Council begin on March 10, 2003, and end on June 30, 2004. This allows the Leadership Council to be seated in time to elect representatives to the new Board of Directors.

GTAC recommends the approval of the following protocol recommendations by the Executive Director:

Modify election protocol 307.6.2 (calendar of events) on a one-time basis for the election of the Leadership Council members to the Board of Directors.

<table>
<thead>
<tr>
<th>Date</th>
<th>Event</th>
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<tbody>
<tr>
<td>December 1, 2002</td>
<td>Call for nominations.</td>
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<tr>
<td>March 24, 2003</td>
<td>Nominations due.</td>
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<tr>
<td>March 25-26, 2003</td>
<td>Nominations Committee meets and develops slate.</td>
</tr>
<tr>
<td>March 27 - April 15, 2003</td>
<td>Certify slate/affidavits from 27 people.</td>
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<tr>
<td>April 28 - May 1, 2003</td>
<td>Produce paper ballot.</td>
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<tr>
<td>May 5, 2003</td>
<td>Fax ballots.</td>
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<tr>
<td>May 26, 2003</td>
<td>Ballots returned.</td>
</tr>
<tr>
<td>June 9, 2003</td>
<td>Ballots certified and tallied.</td>
</tr>
<tr>
<td>July 25, 2003</td>
<td>Board meeting.</td>
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</table>

Nominees must be able to attend the Board of Directors summer meeting (July 25, 2003) if elected.

Hay moved, and Jill Wilson seconded, to approve the recommendations. MOTION CARRIED.

Approval of the action plan for Review Council recommendations was placed on the Consent Agenda. MOTION CARRIED.

19. Review recommendations from the Nominations Committee.
Deputy Executive Director Diane Berreth referenced the memo from Anthony Mello, chair of the 2000-02 Nominations Committee, in the notebook materials. She reviewed the four areas of the Committee’s proposed recommendations related to nominations and elections issues raised by the transition to the new governance structure. GTAC had previously reviewed these. Council members discussed the proposed recommendations, including the Nominations Committee’s recommendation for financial support for at-large positions on the current Board of Directors and, by inference, for the future member-at-large positions on the Leadership Council. This last recommendation was not supported by GTAC on the grounds of equity and in expectation of the new innovative
and leadership-based governance roles. GTAC members Musgrove and Williams shared additional information on the GTAC’s decision.

Hay moved that ASCD provide one night’s hotel expenses for the members-at-large effective at the 2003 Annual Conference. Freeley seconded the motion. Executive Council members discussed implications of supporting or not supporting such a motion. Hay said the intent of his motion is that reimbursement of one night’s hotel expenses would occur only if members-at-large have to arrive early.

President Musgrove asked for a vote to call for the question, which resulted in 15 votes to call for the question and none opposed. She then called for a vote on the motion, which was not carried by a vote of 0-15.

Berreth noted that several of the Nominations Committee’s procedural recommendations were already in place. She asked Council members for feedback on the proposal that staff maintain records related to the Committee’s selection process and other support tasks. Executive Council members expressed support for such a recommendation. Berreth said she would share information from the discussion of this agenda item with the Committee members. She said she would develop appropriate policy recommendations for the Council’s review at its fall meeting.

Williams said there is a real need for the new Board of Directors to take a much more assertive role in the leadership of ASCD. He said he would like to ask the members of the Nominations Committee for suggestions on how to address this, and he would like additional time to discuss this. Musgrove thanked the Council members for their discussion.

20. **Adopt additional ASCD positions.**
   This agenda item was discussed on Saturday, June 16.

21. **Adopt proposed action plan on new ASCD positions.**
   Adoption of the proposed action plan on new ASCD positions was placed on the Consent Agenda. **MOTION CARRIED.**

22. **Review requirements for Annual Conference sites for 2010 and select site.**
   Review of requirements for Annual Conference sites for 2010 and selection of the recommended site was placed on the Consent Agenda. **MOTION CARRIED.** The site for the 2010 Annual Conference is San Antonio, Texas.

23. **Provide input on topics, issues, and consultants for 2002-03 Program Development initiatives.**
   Deputy Executive Director Mikki Terry asked Executive Council members to fill out the form (included in the agenda notebook) asking for suggestions on topics, issues, and consultants for 2002-03 Program Development initiatives and to return that form to her. Carter reviewed the status of a new edition of *ASCD in Retrospect 2000*, which five of ASCD’s former presidents (Art Costa, O. L. Davis, Gerry Firth, Phil Robinson, and Carolyn Hughes Chapman) are developing. He said that ASCD is exploring opportunities for engaging more university people in the Annual Conference proceedings. Assistant
Executive Director Agnes Crawford shared information on the status of the summer Classroom Leadership Conference and plans for the 2002 Annual Conference in San Antonio.

Williams asked that ASCD consider housing all Executive Council members in the conference hotel. Wegner noted that the current trend of people taking leadership roles with only limited classroom experiences would be a topic of interest. Williams also complimented Harris on the recent publication of his book.

No action required.

24. **Review preliminary agenda and plans for Executive Council meeting in New Zealand.**
Assistant Executive Director Doug Soffer introduced ASCD staff member Ann Anaru, a native of New Zealand, who shared information about New Zealand’s educational system and other topics with the Executive Council members. Soffer referenced the material that Council members received at their March meeting, and he noted that more information would follow later in the year. He also distributed a list of existing organizational relationships between ASCD and New Zealand.

No action required.

President Musgrove adjourned the business meeting at 4:20 p.m.

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**Saturday, June 16.**
President Musgrove called the business meeting to order at 8:35 a.m.

15. **Approve updated Strategic Plan, vision, and goals.**
President Musgrove reviewed the planned activity focused on the Executive Council’s policy role in relation to the Strategic Plan, which included (a) a small-group review of results of January trends work, (b) a large-group discussion of how the goals guide ASCD’s work, and (c) a discussion of potential strategies for updated goals.

Berreth distributed copies of a document entitled “Final Trends Summaries for Strategic Plan 2001 Update,” and copies of the proposed new vision statement and Strategic Plan goals.

Carter noted that this activity would tie ASCD’s budget-making process to the Strategic Plan. He said that the Plan now drives the allocation of resources and that the focus is now at the deliberative level so that staff can work on the implementation plan. Carter then shared information from recent literature on change.

Hay moved, and Harris seconded, to adopt the proposed vision statement, which reads:

ASCD is the world’s premier education organization. We are a vital and diverse community organized for learning and complex problem solving. We influence
practice and policy through our high caliber services and uncompromising commitment to professional development. ASCD is the first place to turn for results-based, research-driven knowledge about teaching and learning. Working with our constituents, we improve the educational experiences of students around the globe.

Council members discussed the appropriateness of the first sentence. Hay called for the question, which was seconded by Huey; the vote to call for the question was 15-0. President Musgrove then called for a vote on the motion, and the motion to approve the proposed vision statement carried (14-1).

Wegner moved, and Huey seconded, to adopt the proposed Strategic Plan goals, which read as follows:

1. ASCD will develop educators’ capacity to address complex problems.
2. ASCD will create a vital and diverse community that shapes teaching and learning worldwide.
3. ASCD will influence policies and practices that support quality teaching, learning, and leadership.
4. ASCD will commit its resources wisely for maximum value to members and the profession.

Executive Council members agreed to consider the goals separately as they voted on the motion. Musgrove called for a vote on the first goal, and the MOTION CARRIED 15-0.

Musgrove called for a vote on the second goal, and the MOTION CARRIED 15-0 with the understanding that staff will select a word to replace the word “create.”

Musgrove called for a vote on goal 3, and the MOTION CARRIED 15-0. Her call for a vote on goal 4 resulted in the MOTION being CARRIED 15-0.

Berreth thanked Council members for their thoughtfulness. She noted that words “in 2005” or “by 2005” will be added as part of a preamble to the final version of the vision statement.

21. Adopt additional ASCD positions.
   Director of Government Relations Don Ernst joined the Executive Council members for this discussion. He clarified the usual process for adopting additional positions and noted that this process was not followed at the Board of Directors meeting in March 2001. He reminded Council members of their earlier vote to adopt the positions on “accountability” and “high-stakes testing” for development of action plans, and that the Council was now to consider adopting the remaining three positions (“achievement gap,” “building communities around student success,” and “funding”) as ASCD position statements.
Hay moved, and Freeley seconded, to adopt “achievement gap” and “funding” as ASCD position statements. The positions read as follows:

**Achievement Gap**
Too many students are unsuccessful in schools. A disproportionate number of these students are minority students in rural and urban environments. For more than 30 years, researchers have worked to identify effective instructional practices that ensure student success. We now know that each student can learn from a teacher with expert content knowledge and a rich repertoire of teaching skills. Coherent policy that supports research-based practice at every school is urgently needed at state and federal levels.

**Funding**
Policymakers, sensitive to the changing school population, are introducing new initiatives to ensure that each student’s needs are met. While it is appropriate to explore reallocating resources to fund new programs, schools require consistent funding over time for ongoing, successful initiatives. Funding for new accountability mandates and programs should not detract from funding that already supports student learning.

Nicely suggested adding the words “and who is working in a supportive school environment” at the end of the fourth sentence in the statement on the “achievement gap.”

Williams moved, and Nicely seconded, to amend the “achievement gap” statement as per Nicely’s suggestion. The MOTION CARRIED.

Tayler moved, and Kerns seconded, to amend the “achievement gap” statement by deleting the words “at state and federal levels” from the last sentence. The MOTION CARRIED.

President Musgrove called for a vote on the motion to adopt the “achievement gap” statement (as amended) and the “funding” statement as ASCD positions, and the MOTION CARRIED 15-0.

Ernst thanked Terry for her assistance. Berreth noted that this activity indicated some flaws in the current position adoption process and that staff will be rethinking and reworking the process.

25. **Identify agenda items for future meetings.**
Executive Council members agreed that the Council’s earlier-identified work session topics (the role of affiliates’ executive secretaries/directors in the Association, the Issues Committee and Open Space Technology process, and how to use the Executive Council Web board more efficiently) should remain on the list of topics to be considered.
Bruckner reminded Council members that sometime during the summer, the Budget Committee liaisons will (a) ask Council members for any questions relating to the budget
process, (b) summarize those questions, and (c) present them to the Council again, asking whether the Council as a whole should submit those questions to the Budget Committee.

No action required.

26. **Process observations.**
Huey said that her comments were based on the collaborative norms checklist included in the notebook material. She said that Council members received high ratings on the appropriate use of paraphrasing, both verbal and nonverbal, and probing--asking questions for clarity. Council members received the highest rating on “pursuing a balance between advocacy and inquiry” by providing rationales for decisions and by disagreeing openly and respectfully. All Council members participated. Huey did note a number of sidebar conversations and that Council members interrupted one another on several occasions but usually in an effort to obtain clarity. She said that, for the most part, the Council demonstrated the more positive aspects of the collaborative norms.

President Musgrove thanked Huey for her comments. Hay then commended Musgrove for keeping everyone on task. On behalf of the new Council members, Tayler thanked the officers, Council members, and ASCD staff for making him and the other new members of the Executive Council feel welcome.

President Musgrove adjourned the business meeting at 12:05 p.m.

GRC/bdr