

BOARD OF DIRECTORS MEETING

ASCD Headquarters

Alexandria, Virginia

October 2–3, 2008

MINUTES

Attending

Valerie Truesdale, President (SC); Linda Mariotti, President-Elect (UT); Nancy DeFord, Immediate Past President (VA); Robert Bruckner (NE); Jaime Castellano (AZ); Becky Cooke (WA); Henry Tyrone Harris (AR); Paul Healey (PA); Denise Hernandez (Trinidad & Tobago); Katherine Howard (SC); Marsha Jones (AR); Donald Kachur (IL); Roland Kay (Ontario, Canada); Betsy Lim (Singapore); James Lombardo (PA); Mary Ravita (PA); Yolanda Rey (TX); Realista Rodriguez (VA); Mark Sutter (OH); Wayne Sweeney (CT); and Carlos Viera (FL).

ASCD Staff

Gene R. Carter, Executive Director; Eric Bellamy, Deputy Executive Director, Business Services and Support; Deborah Hall, Chief Human Resources and Administration Officer; Mikki Terry, Deputy Executive Director, Program Development; Judy Seltz, Deputy Executive Director, Constituent Services; Ron Miletta, Assistant Executive Director, Marketing and Member Services; and Becky DeRigge, Governance Director, Constituent Services.

Thursday, October 2

President Valerie Truesdale opened the meeting at 9:00 a.m.

1. Receive President's welcoming remarks.

Truesdale referenced speaker Frank Luntz's remarks about "words that work" at the September 2008 Leadership for Effective Advocacy and Practice (LEAP) Institute meeting. She welcomed everyone to the meeting and shared quotes from Bill Gates about education reform and statistics from a recent Education Testing Service poll on dissatisfaction with public schools. She noted that ASCD can drive the dialogue on school improvement and that we are uniquely poised to make a significant difference.

Yolanda Rey moved, and Mary Ravita seconded, to modify the agenda to include an oral report on the work of the Board Subcommittee on Leadership, Access, and Development (new agenda item 13.A). The motion carried.

Truesdale thanked Board members for submitting responses to her survey asking for information on their particular interests and talents. She noted that this item would be discussed in more detail later in the meeting.

2. Establish the consent agenda.

President-Elect Linda Mariotti said there were no items to place on the consent agenda.

3. Review summary of assessments of the Board of Directors August 1, 2008, meeting.
Board members offered a number of comments about the evaluation tool. Executive Director Gene Carter said that the Board is not unique in conducting self-assessment versus evaluating the performance of the collective. There is no model that addresses all of Board members' comments and questions, but there are some strategies that can ameliorate some of these concerns. Each Board member can call appropriate staff with questions (the Board meeting forum is not the forum to do this). We also have committees, which are extensions of the Board, to address these issues to preclude the Board from becoming too engaged in microscopic details. Perhaps more reports can be a part of the agenda to allow for more time to address these questions. Carter said that we don't know what *significance* really means in terms of when we reach it. The distinction between success and significance is that we associate success with a set of qualitative/quantitative metrics to which we can compare ourselves. In many instances, there are areas where there are benchmarks. Significance speaks to a much more holistic view, looking beyond the metrics to how we can do work that addresses meeting the needs of the common good. We might create some form of rubric, starting with listing those things that success means to us and then listing those things under significance that may guide us down this new pathway.
4. President appoints process observer.
Truesdale asked James Lombardo to serve as process observer for this meeting and to focus on desired outcomes 5 (makes decisions through engaging in a culture of inquiry that reflects an understanding of multiple perspectives, communities, and cultures), 6 (engages in strategic thinking that affects the Association's future), and 8 (fulfills the fiduciary responsibilities of the Board).
5. Adopt the August 1, 2008, Board of Directors meeting minutes.
Ravita moved, and Rey seconded, to approve the August 1, 2008, Board of Directors meeting minutes. The motion carried.

Ravita moved, and Rey seconded, to move into Executive Session. The motion carried. Agenda items 6 (receive oral report on state of the Association) and 7 (receive oral report on personnel and legal matters as needed) were discussed in Executive Session. President Truesdale suggested a brief break at the conclusion of Carter's presentation. Board members returned from their break and moved into an Executive/Executive Session with Board members only. Truesdale adjusted the agenda time schedule and concluded the Executive/Executive Session.

8. Financial reports.
 - 8.A Receive Investment Portfolio Performance Report.
Investment Committee members Don Kachur and Paul Healey referenced documents related to ASCD's investment portfolio distributed to Board members earlier in the day. Kachur said that the presentation by Steve Fisher, ASCD's investment manager, at the October 1, 2008, Finance Committee meeting was very informative. ASCD's investment portfolio is fairly conservative, which might be the envy of many other organizations during this "down" time in the economy. We have a little larger cash reserve and a pretty good yield overall. This

report does not take into account the month of September, but it indicates a solid return. Right now, a larger cash reserve is more important; we don't expect much of a turnaround in the market before 2010. At the end of August, the Reserve Fund Portfolio was slightly up, and it is stable. We will try to maintain a conservative approach as we proceed. On behalf of the Finance Committee, Kachur thanked Eric Bellamy and Fisher for their cautious approach and foresight and noted that they are good stewards watching our reserves. Bellamy said that the Reserve Fund still ended up in a positive position. With all the volatility in the market, we have outperformed the "highfliers." Bellamy shared information about auction instruments.

Finance Committee member Nancy DeFord provided a rationale for modifying ASCD's investment guidelines to include a provision for taxable municipal bonds, and she said that the exact language could be presented to the Board at its next meeting. Becky Cooke moved, and Tyrone Harris seconded, to approve the concept of modifying ASCD's investment guidelines, and the motion carried. Wayne Sweeney said he would like to hear a recommendation from the staff about what the appropriate percentage for this type of security should be in the Investment Portfolio. Staff will review this and propose language for the provision for presentation to the Board of Directors at its March 2009 meeting.

8.B Review FY08 unaudited financial report.

Bellamy noted that revenue fell short of budget for a variety of reasons, including the state of the current economy and the fact that state and school budgets are being cut. He said that investment is down considerably from the prior year but the bottom line is slightly ahead of budget. ASCD will be investing in its infrastructure but will continue to minimize operational expenses wherever possible.

8.C Approve Finance Committee recommendation for second letter of credit provider.

Bellamy said that ASCD's attorneys had asked for a second letter of credit resolution, and he explained the reason for that request. DeFord said that the Finance Committee recommended the selection of SunTrust Bank as the new letter of credit provider. Sweeney moved, and Harris seconded, to approve the recommendation to use SunTrust Bank, and the motion carried.

8.D Review of IRS Form 990.

DeFord explained the need for a Board review process of IRS Form 990 (used by tax-exempt organizations, nonexempt charitable trusts, and section 527 political organizations to provide the IRS with the information required by section 6033 of the Internal Revenue code) before it is filed. She recommended that the review be conducted by the Board Audit Committee (current members are Betsy Lim and Wayne Sweeney).

Realista Rodriguez moved, and Mark Sutter seconded, to approve the recommendation that the Audit Committee conduct the review of IRS Form 990 before it is filed. The motion carried.

Truesdale thanked the Finance Committee for its report.

9. Discuss item submitted by Board member Wayne Sweeney.

Sweeney had submitted an agenda item expressing a need for the Board to meet to “reflect, create, evaluate, and meaningfully engage in dialogue about our current and future endeavors as they relate to the Board of Directors constitutional and fiduciary responsibilities.” He asked if the Board had a significant conversation regarding its real roles and responsibilities in relation to what is outlined in the Constitution. Sweeney said that, since 1992, we have moved from a great organization to a successful organization, and we’re now moving toward significance. How can we support our senior staff in having meaningful, engaged dialogue about new initiatives in the international market and here at home?

As we look at new initiatives, what are our roles and responsibilities as Board members? The Constitution says that the Board has the responsibility for implementing the Association’s policies, programs, and services. Are we fulfilling that role? Sweeney mentioned the new initiative of ASCD Middle East entering into the school business in Qatar. Staff had conversations about the pros and cons of that, but did we have sufficient conversations about the fiscal implications or how it fit into the Strategic Plan? Should we have a role before the contracts are signed? If we do that, the current structure of our Board meetings doesn’t give us the time to have that meaningful engagement. The idea of a fourth meeting is just the beginning point for that conversation. Maybe we need work sessions.

The conversation is two-fold: roles and responsibilities of the Board as a whole, and whether we engage in conversations on the front end before contracts are signed. If we do, can we do it in the structure of our meeting or do we need to change the structure or add a meeting or add time?

Board members offered the following comments:

- I have a longing for more engagement with the Board. What is the substitute for some big chunks of time together?
- If we move in this direction, we won’t be able to pick and choose things. We will have to act on everything. Can we do that without significantly changing the structure of how we do things? Does it come down to a monthly meeting? These things happen all the time.
- I work with a parallel board with finance, human resource, and evaluation committees. A formalized board meeting structure is to take action on action items. We could entertain the notion of other kinds of committees to meet with senior staff and with a liaison to come back and report.
- [This is about] inquiry and active engagement. Make people feel like they are involved and contributing.

- If you look at the agenda, 9 out of 16 agenda item’s verbs are “receive.” There is a disconnect between the agenda items and Board responsibilities outlined in the Constitution.
- I like the idea of a subcommittee of the Board. We have a Research Committee that listens to the Research Department; we might want to have a subcommittee for new initiatives.
- We are getting more updates this year than we have had before. Maybe we need to look at some more feedback loops—such as conference calls and Skyping— so that we have more of an information base. Then when it comes to the Board, we will be more knowledgeable.
- We strayed away from the mention of extra meetings. It is much easier when we are in a group to get the exchanges than it is in a webinar. More committees, with transparency and access, is wonderful; but should we consider a fourth meeting?
- As we move into the international situation, we need to be more involved, perhaps with a small committee on the [UAE] initiative. We may want to operate on quarters (meet four times per year instead of three) to be more proactive and make decisions in this kind of setting. The move to significance may require that additional focus.
- We must be conscious of our time away from home. I haven’t seen utilization of the consent agenda during my time on the Board. [We should] build in more hours for engaged time.

Sweeney said his suggestion was about the roles and responsibilities at a macro level. What are our responsibilities as a Board in determining new initiatives, and then where do we find the time for these conversations?

- Board members could gather in the morning prior to the Finance Committee meeting. This would have been a good time to listen to staff and then bring that information back to the Board meeting.
- When we leave ASCD and then return, do we have archival history of what we are and who we are—the legacy we leave behind. The staff is doing a fantastic job. What kind of professional development do staff get in terms of scenario planning, looking into the future, and coming up with initiatives? We have people on the Board with lots of experience. If we could come together sometimes to bounce ideas off each other or to dream about where ASCD will be 10 or 15 years down the road, visionary things would be so much more engaging and fun to discuss as a Board.
- How can we capture the Board talent pool longer?

Rey asked about next steps. Truesdale said this item was not on the agenda for action; we can put it back on the agenda to look at it again.

10. Review and discuss report on the affiliate program.

Carter said that the report was prepared at the Board’s request, and the content and context of the report is nonjudgmental. The content is a combination of garnered data and affiliate-provided data. These data, collectively, are all based on fact. The charts are over

a period of time from 2005 to 2008. Information is provided for two reasons: (1) to provide an overview of where we are and (2) to afford you an opportunity to ask questions and offer comments. Carter said he had invited the regional directors to join the Board for this discussion and that they could answer any questions. Carter reminded Board members that, from time to time, reports are proprietary and he cautioned against going home and comparing. Circumstances are so different from affiliate to affiliate.

Judy Seltz reviewed several highlights from the report, including:

- Steps taken to assist inactive affiliates and to determine what they need to get back on their feet.
- A new traveling ASCD exhibit.
- Affiliate response to the Whole Child Initiative.
- Capacity-building.
- A summary of data from the Affiliate Data Profiles.
- Affiliate membership.
- Revenue and expense figures from each affiliate.
- An affiliate resource analysis.

Seltz shared information on ASCD's relationship with and responsibility to affiliates, which is reflected in Constituent Services's vision statement:

Constituent Services work focuses on achieving ASCD strategic goals through strong relationships with a broad array of constituents, among them individual members, affiliates, networks, connected communities, Educator Advocates, First Amendment Schools, partners, and others who share ASCD goals.

We meet constituent needs through capacity building, engagement, and advocacy. Rather than define services and identify groups for people to select among, we codesign services and communities with constituents, working through collaborative relationships that ensure joint and mutual commitment to programs and projects.

We are an integrated and integral part of ASCD, working with other work groups to add knowledge and value to organizationwide efforts.

She also reminded Board members that affiliates who needed financial support to send their representatives to the recent LEAP meeting were asked to get in touch with her, and ASCD responded favorably to any affiliate who asked. Seltz said that some affiliates never contacted ASCD about sending someone and that some affiliates are dormant. Carter said that affiliates are autonomous entities; ASCD has no fiduciary responsibility and no controls, but we are connected through our mutual desires to provide an array of services to our constituents. We want to serve both the struggling affiliates and the highly successful ones, but we have to reexamine our definition of equity.

Seltz then reviewed the professional development opportunity for executive directors, which is a day of training that, in prior years, had been part of the Affiliate Leadership Conference. Truesdale thanked the directors for their attendance.

11. Receive and discuss report on branding, and approve proposed recommendations.
Carter said that the notion of branding needed to be couched in specific terms. It includes (1) what we do and for whom, (2) why we do it, and (3) why it matters. He said that a brand suggests our Association's identity or its essence. If we have an association brand, it should help our audience see us as an integrated association with a mission and purpose that is supported by various functions and offerings. As an association, we have grown and evolved over the years, and there is a need to remove some of the confusion that the current brand continues to drive. In November 2007, ASCD initiated a branding study that led to a rebranding project. An internal branding team was formed, composed of directors from across the organization. This team was charged to create the following elements of a brand: the brand core concept, the brand core message, and a descriptive tagline. The team worked with a consulting firm to conduct an evaluation of the organization's name as it currently exists and how that name supports or detracts from the brand.

Truesdale introduced Barbara Michelman, Director of Communications, who serves as a cochair of the team. Michelman distributed copies of a document with a brand message framework and a recommended core concept and core message. She reviewed the development of the core concept and core message, including a pre-search report and the use of focus groups and surveys.

The recommended core concept is: Advancing best educational practices and policies.
The recommended core message is: ASCD is an association for educational leadership advancing best practices and policies for the success of each learner.

Based on the testing conducted through those studies, the team recommends that (1) ASCD should discontinue use of the full name "Association for Supervision and Curriculum Development," and (2) the Association should adopt "ASCD" as the one name of the organization and pair it with the following tagline:

ASCD
Learn. Teach. Lead.

Legal counsel advised that this change does not require a constitutional change, but we may have to update our charter.

Kay asked about a link between the proposed core message and ASCD's mission statement, and Michelman said her job was to help communicate those linkages and that other organizations have taglines that differ slightly from their overall missions. She noted that a redesign of the logo had not started. After further discussion, DeFord clarified that Board members were to discuss the report and approve proposed recommendations, not to approve the core concept and message.

Jim Lombardo moved, and Denise Hernandez seconded, to adopt the recommendations to (1) discontinue use of the full name “Association for Supervision and Curriculum Development” and (2) adopt “ASCD” as the one name of the organization and pair it with the tagline.

Board members continued to discuss the language of the proposed recommendations. Rey shared information about Texas ASCD’s experience with branding.

Carter said the purpose is for recognition, and there will be follow-up to see if it’s made a difference. Board members discussed the recommendations as a marketing tool, implications for the Leadership Council, and how the proposed changes would roll out.

Don Kachur questioned the process and moved, and Marsha Jones seconded, to amend the motion on the floor to read “The Board approves recommendations 1 and 2 for presentation to the Leadership Council for feedback within 15 days.” The amendment failed with a vote of 3 for and 18 against.

President Truesdale called for the vote on the original motion, and it carried with a vote of 18 for and 3 against.

12. Receive report on the sponsorship program.

Ron Miletta provided an update on ASCD’s new direction for sponsorship. He introduced Corporate Sponsorship Director Jill Colby, who shared information about ASCD’s corporate sponsorship in years past. She reviewed the selection of IEG Inc. to perform a sponsorship audit, which was presented to ASCD in April 2008. Colby briefly reviewed the methodology used in the study and recommendations from that audit. She noted that next steps include developing systems and business practices for the sale and fulfillment of sponsorship packages and a sponsorship marketing and sales plan. Truesdale thanked Miletta and Colby for the report.

13. Receive oral report on the 2008 Leadership for Effective Advocacy and Practice (LEAP) Institute.

Truesdale thanked Seltz and her team for a very successful LEAP meeting. Seltz reviewed the evaluation feedback received so far from participants, which indicated that ratings in all but one of the categories had improved. She noted that participants said they enjoyed having two strong speakers and that they felt ASCD’s message was well received on Capitol Hill. Respondents indicated that they would like to spend more time on the issues rather than on process.

13.A Report from Paul Healey, Chair of the Board Subcommittee on Leadership, Access, and Development.

Healey distributed a summary of cluster group discussions on the approved changes to the Leadership Council, conducted at the Leadership Council meeting on September 14. He also distributed notes from the dinner meeting of the “transition team” of cluster group leaders and the officers, which had taken place

the evening of September 14. Healey highlighted decisions from that meeting, some of which include modifications to the original recommendations:

- Cluster groups will consist of nine members (instead of six–eight) and grouped by interests, to be determined by surveys. Group leaders should be chosen at a face-to-face meeting.
- The Leadership Council Management Team will be expanded to include the officers.
- A small group should be convened to develop a new procedural guide.
- Leadership Council members should receive ongoing professional development.
- Different media should be used (ASCD should provide appropriate hardware and software,) and an accountability piece for the use of that equipment should be built in.
- The Leadership Council transition team should remain in place, guided by Healey and others.

Truesdale thanked Board members for submitting their skills inventories and that the purpose for asking for this information was to look for ways for increased engagement. Mariotti noted that the transition team was wondering about the last two bullets and the accountability piece. She said that we should look at the requirement for when Leadership Council members are chosen by their affiliates. The Leadership Council cluster groups and subcommittee members want the Leadership Council's work to be meaningful. Affiliates should not necessarily send their presidents. Can the Board empower the transition team to work out the nuts and bolts for how the affiliates select their representatives? Seltz said we can remind affiliates not to automatically send their presidents but to send those individuals who are best qualified and most interested in the work of the Leadership Council. Seltz said that many affiliates still send their presidents anyway; they select or elect these representatives throughout the calendar year. We can tell them more about the recommendations from the transition team and what the work of the Leadership Council looks like it will be and that they must have the best representation from their affiliates as possible. We will leave it to the affiliates to determine if they want to make changes midstream. Mariotti said that the transition team would be happy to draft communications. Seltz said the team could look at whether there's a way that non-Leadership Council members can participate, short of voting, if the goal is to include different voices.

Truesdale said that the Board is very supportive of the model that has been developed and urged the transition team to move forward. She asked staff to do a cost analysis related to the use of equipment.

Carter said that we need to know the number of people who will have this equipment and the process for when people rotate off. Healey said leaders will be chosen after the Annual Conference—the new Leadership Council Management Team is effective after March 2009. Seltz said the current Leadership Council Management Team is responsible for developing the Leadership Council meeting agenda. Until the next phase is in place, the current management team will develop the agenda.

14. Adopt 2010 Annual Conference theme and strands.
Truesdale said that Mikki Terry had announced her retirement at the end of October, and Board members acknowledged appreciation for her work with a standing ovation. Mariotti reviewed her participation in the recent Annual Conference Planning Committee meeting. Lombardo moved, and Rodriguez seconded, to adopt the proposed theme “Critical Transformations” and strands for the 2010 Annual Conference. The motion carried.
15. Receive oral update on plans for the Board of Directors future international travel.
Carter provided information on the Board of Directors overseas trips over the last five years. He announced that Board members would travel to Vancouver, British Columbia, Canada, on October 18–25, 2009. Carter referenced notebook material that highlighted changes in Board members’ schedules for the 2009 Annual Conference. He presented Betsy Lim with a gift in recognition of her work in hosting the Board’s visit to Singapore in July and August 2008.
16. Receive process observations.
Lombardo said he had focused on outcomes 5 through 8. He said Board members had done extremely well, particularly in the afternoon, and mentioned the passionate exchange regarding branding. He noted that people were respectful of each other and many people participated. Regarding the culture of inquiry, participants asked many questions for clarification. There were examples of strategic thinking throughout the meeting, especially during Carter’s and Bellamy’s reports during the Executive/ Executive Session. In the branding discussion, there were lots of references to terms like *legacy* and examples of long-term thinking. There were lots of examples of consistent appraisal, such as Sweeney’s agenda item, Carter’s information on an upcoming risk analysis, and the Executive Session discussion on the Board’s appraisal of its own operations. Regarding fiduciary responsibility, there were many references with respect to actions we are taking regarding the fiscal health of the organization. Twenty-one out of twenty-one members participated. Even when people were quiet, it was clear they were listening intently.

Truesdale thanked Lombardo for his remarks. Board members agreed that Truesdale had done a great job, and Truesdale thanked ASCD staff for their contributions and support. The meeting adjourned at 4:45 p.m.

Friday, October 3

Truesdale convened the meeting at 9:10 a.m. She distributed a set of Board member responses to her survey on their talents, interest, and areas of special expertise, and she thanked Board members for their fast response. She also distributed copies of a document of actions the Board will take (from a discussion held the evening of October 2) to address needs identified by Board members earlier that day:

- Engaged learning. The Board meeting at ASCD Headquarters will include a session on hot topics or future directions (attendance optional).

- Increased engagement. Newly elected Board members will serve with the (new) president-elect on the Annual Conference Planning Committee. A Board Legislative Committee will be established. The Finance Committee will be divided into three units: Budget, Investments, and Audit.
- Review of policies. DeFord will chair a Constitutional Review Team.
- Board evaluation instrument. Don Kachur and Roland Kay will work with a Board Evaluation Instrument Review Team to improve the assessment instrument.
- Support for the Board subcommittee on Leadership, Access, and Development. A face-to-face meeting of the Transition Team will take place.

Sweeney suggested that we need more face time to discuss new initiatives; we're missing engaged dialogue with the staff. Truesdale will review the areas of interest that Board members listed on their surveys and will follow up with a phone call to Board members.

Truesdale then introduced Michela Perrone, of MMP Associates, who conducted a three-hour professional development session titled "Adding Value to the Strategic Plan" with Board members. The session provided an overview of best practices in governance effectiveness, along with the role of the Board and individual Board members in ensuring and supporting the successful implementation of the Strategic Plan.

GRC/bdr