

BOARD OF DIRECTORS MEETING

Thursday, March 4, 2010

Grand Hyatt San Antonio

San Antonio, Texas

MINUTES

Attending

Linda Mariotti, President (UT); Sara Magaña Shubel, President-Elect (MI); Valerie Truesdale, Immediate Past President (SC); Robert Bruckner (NE); Colin Cameron (OR); Jane Cobia (AL); Becky Cooke (WA); Nancy Gibson (IL); 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); Jim Lombardo (CT); Deana Lopez (TX); Mark Sutter (OH); Donald Viegut (WI); and Carlos Viera (FL).

ASCD Staff

Gene R. Carter, Executive Director; Eric Bellamy, Deputy Executive Director, Business Services and Support; Deborah Hall, Chief Organizational Services Officer, Organizational Services; Judy Seltz, Deputy Executive Director, Constituent Services; Judy Zimny, Chief, Program Development Officer (start date is April 19, 2010); Michael Berkeley, Assistant Executive Director, Information Technology Solutions; Ron Miletta, Assistant Executive Director, Marketing and Member Services; and Becky DeRigge, Governance Director, Constituent Services.

President Linda Mariotti opened the meeting at 8:35 a.m.

1. Receive President's welcoming remarks.
Mariotti said she looked forward to robust conversation today. She distributed a figurine of a child to each Board member and acknowledged the gift of a bandanna from Texas ASCD for each Board member. She referenced recent activities related to the Whole Child Initiative, including Virginia Congressman Jim Moran's declaration of the month of March as "National Whole Child Month."
2. President appoints process observer.
Mariotti asked Deana Lopez to serve as process observer.
3. Adopt recommended guidelines for the process observer to gauge Board performance.
Becky Cooke, chair of the Board subcommittee to establish guidelines for the process observer to gauge Board performance, briefly reviewed the recommended guidelines. Don Viegut moved, and Mark Sutter seconded, to adopt the guidelines. The motion carried.
4. Adopt agenda and establish consent agenda.
At its October 2009 meeting, the Board of Directors voted to approve the agenda at each meeting, allowing for opportunities to add items at that time, with each item added by a majority vote.

Jim Lombardo moved, and Paul Healey seconded, to add an update on emerging markets from Executive Director Gene Carter to the agenda. The motion carried.

Don Kachur moved, and Roland Kay seconded, that the Board undertake a review of the process of the election of president-elect, members of the Board of Directors, and members-at-large of the Leadership Council to determine if it is the best means of identifying and selecting representatives across the international spectrum of ASCD. The motion carried.

The officers proposed that agenda items 10, 16, and 20 be placed on the Consent Agenda. Marsha Jones moved, and Jane Cobia seconded, that those items be placed on the Consent Agenda. The motion carried.

Nancy Gibson moved, and Viegut seconded, to adopt the Consent Agenda. The motion carried.

Cooke moved, and Tyrone Harris seconded, to move to Executive Session. The motion carried. Items 5 (receive oral report on personnel and legal matters as needed), 6 (approve report on the Executive Director's 2009-2010 organizational goals and performance), and 7 (approve the Executive Director's 2010-2011 salary and benefits) were discussed in Executive Session.

Cobia moved, and Denise Hernandez seconded, to return to Open Session at 11:35 a.m.

8. Adopt proposed yearly review of Board performance and effectiveness.

Lombardo distributed a copy of a draft document designed to provide a yearly review of Board performance and effectiveness. He noted that the agenda called for adoption of the review but that action might not be appropriate at this time. Mariotti suggested that the Board adopt the concept that the Board wants a yearly review and recommends appointment of a subcommittee to tackle not just an instrument but the whole process of accountability. Healey suggested building in an exit interview with critical conversations with individuals who are leaving the Board.

Carlos Viera moved, and Kathy Howard seconded, to create a task force to study and produce a yearly review of the Board's effectiveness. The motion carried.

9. Discuss summaries of assessments from the Board of Directors October 24, 2009, meeting.

Board members discussed the responses to the four-question and 20-question assessment instruments and agreed to use them for future meetings. Board members also agreed to change the headings in the instruments to strongly agree, agree, somewhat agree, and disagree. Shubel noted that some of the questions in the 20-question assessment form are more relevant to an annual review and that the narratives provide a better picture of what happens at an individual meeting. Mariotti thanked Kachur and his committee for the development of the assessment instruments.

- 9.A Review the process for the election of the president-elect, members of the Board of Directors, and members-at-large of the Leadership Council to determine if it is the best means of electing individuals across the international spectrum of ASCD (new agenda item).

Mariotti referenced Governance Protocol 207, Internal and External Reviews, which outlines a Board review process to help the Board determine if a study of the election process meets the criteria for a review. Board members discussed the various criteria listed in the protocol and desired outcomes from such a review.

Immediate Past President Valerie Truesdale moved, and Cobia seconded, not to establish a review of the election process at this time. The motion carried 18 to 3.

10. Adopt the October 24, 2009, Board of Directors meeting minutes.
This agenda item was placed on the Consent Agenda. The motion carried.

11. Reports from the Audit Committee.

- 11.A Receive report on Audit Committee activities.

Investment Committee member Truesdale recommended a revision to the short-term investment guideline: “The Short Term Investment Guidelines be amended to allow for investments with a duration of up to twelve months. The current maximum duration of an investment under the guidelines is six months,” and provided a rationale for that recommendation. Cooke moved, and Howard seconded, to adopt the revision. The motion carried.

- 11.A.1. Receive auditors’ report for FY09 and 11.A.2 Receive auditors’ management letter for FY09 and staff response.

Cooke highlighted several items from the Audit Committee report, including the statement in the auditors management letter “we noted no matters involving internal control and its operation that we consider to be deficiencies or weaknesses in the system.” She said that, in accordance with policy 406.1, the audit will be put out for bid in FY10. The audit letter did not contain any recommendations for change in policy or procedures, so there is no staff response to the audit letter.

12. Receive first quarter FY2010 financial report.

Bellamy reminded Board members that the report is through the first quarter. January numbers show that we are still \$1.1 million shy of budget. Investments are in a better position than at this time last year, and meeting attendance at the Fall Conference and now at Annual Conference is better than anticipated. Gains made last year in reducing expenses, however, won’t be realized, at least not to the same extent, this year.

13. Receive Investment Portfolio Performance Report.

Bellamy said that the notebook material reflects data from the end of November. Investments are in a much better position than last year at this time. Short-term investments will generate a little revenue as interest rates are extremely flat.

Mariotti thanked members of the Finance and Audit Committees, and Bellamy distributed small gifts to the retiring members. Shubel announced that Sandy Clifton would serve on the Budget Committee, Colin Cameron would serve on the Investment Committee, and Cobia and new Board member Jeff Stephens would serve on the Audit Committee.

14. Approve recommendation from the Board Nominations Committee.
Board Nominations Committee member Betsy Lim briefly reviewed the committee's recommendation that two positions on the Board of Directors be filled for diversity purposes and that the slots be filled by Harriett Arnold and Gabriel Rshaid. Mark Sutter moved, and Tyrone Harris seconded, to approve the recommendation and the motion carried.
15. Receive interim report (oral) from the Affiliate Program Task Force.
The Affiliate Program Task Force, appointed in December 2009, was charged to study ASCD's current affiliate program and explore how to strengthen the effectiveness of affiliates and their role within ASCD and to develop recommendations for Board of Directors action and/or further study. Marie Adair, chair of the Task Force, reported on progress to date and noted that another two-day meeting would be needed. Mariotti thanked Adair for her report.
16. Approve ASCD policies revised to reflect approved changes to ASCD's Constitution.
This agenda item was placed on the Consent Agenda. The motion carried.
17. Approve Worldwide Influence Study Group charge and member qualifications.
Betsy Lim, chair of the Worldwide Influence Study Group established in March 2007, reviewed the Study Group's work. She said that the Study Group had discovered that, from an international perspective, advocacy and influence don't necessarily resonate with every culture and that we should focus on how to engage current members and affiliates and think about getting new members on board—if emerging markets are in nontraditional areas then our strategies for developing and marketing programs, products, and services may be different. Lim said that developing another charge and another committee may not be appropriate. Mariotti said that perhaps the incoming Board could take a look at a new charge in terms of emerging markets and changing scenarios and to think about what it means to be a worldwide organization and the current Board would defer any approval of a charge for a new committee until the next Board meeting. Mariotti thanked Lim for her work.

Mariotti introduced new Board members Sandy Clifton, Kathy Clayton, and Laurie McCullough; new member Jeff Stephens joined the meeting later in the afternoon.

18. Receive information on reimbursement of Board member expenses at all Board meetings and insurance costs.
Carter recommended that ASCD expand coverage of Board member expenses to include travel to annual conference. This expanded coverage would be effective in 2011. Mariotti

moved, and Truesdale seconded, to approve the recommendation and that ASCD policies and protocols would be revised to reflect this change. The motion carried.

Carter also said that ASCD has obtained a policy that will provide health insurance coverage for Board members who reside outside of the United States and also provide better health insurance coverage for U.S. Board members who travel internationally than previous coverage allowed. This policy will also allow for coverage of a spouse when traveling internationally. Spousal coverage will be at the expense of the individual Board member. This new policy will be effective on April 17, 2010.

Mariotti reminded Board members to submit their expense reports in a timely fashion.

19. Discuss 2009-2010 Leadership Council engagement and use of technology.
Board members reviewed the summary of Leadership Council engagement and use of technology during the past year. Mariotti said that the Leadership Council Management Team (LCMT) had determined that the Leadership Council cluster group structure had not been very effective. The LCMT will continue to construct Leadership Council meeting agendas that emphasize the positive work that can be done at a face-to-face meeting.
20. Approve Leadership Council Management Team's recommendation of eight-member slate for the 2010-2011 Nominations Committee.
This agenda item was placed on the Consent Agenda. The motion carried. Elected members of the 2010-2011 Nominations Committee are Leslie Andersson (British Columbia, Canada), Loucrecia Collins (AL), Nancy DeFord (VA), William Dodds (IL), Joshua Garcia (WA), Betsy Lim (Singapore), Beverly Smith (GA), and Valerie Truesdale (SC). Alternates are Rosalynn Kiefer (WI), Realista Rodriguez (MD), and Sandra Stoddard (Alberta, Canada). President-Elect Shubel will appoint an additional four carryover members, including the chair and the vice chair.
21. Updates
 - 21.A Legislative Committee (oral report).
Shubel reported on the work of the Legislative Committee, including its meeting in January and visit to Capitol Hill. Committee members Cooke and Stephens also shared information on progress to date. Mariotti thanked all members of the committee for their work.
 - 21.B Update on Emerging Markets (new agenda item).
Carter provided a summary of recent activities in the Philippines, beginning conversations with colleagues and representatives of the government of Saudi Arabia, and followup activities related to earlier visits to Shanghai, China. He also shared information on plans for a study group visit to Finland.
22. Recognize retiring Board members.
Mariotti recognized retiring Board members Becky Cooke, Don Kachur, Paul Healey, Denise Hernandez, Betsy Lim, Jim Lombardo, Valerie Truesdale, and Carlos Viera.

23. Receive process observations.

Lopez said that, during the March Board meeting, respectful work and discussion occurred throughout the agenda. Board members eloquently contributed to discussion, sought clarification for understanding, and the language of the collective Board permeated the discussions with little individual or personal agendas surfacing. Agenda items were adhered to with the exception of an approximate hour off-topic. However, Board members discussed creating processes to move the Board forward in discussions centered on topic rather than delving into understanding of protocols on how items were brought forth on the agenda.

Some discussion topics were actionable, which led to a plan to create new processes and protocols with the hope of allowing more time for other Board duties. Dialogue and conversation centered on additional data to be used for decision-making in self-assessment of Board members and Board performance effectiveness, which again produced an actionable item for continuous improvement efforts of the collective Board and individual Board members. Board members were comfortable with sharing thoughts, with Linda graciously acknowledging members who wished to provide commentary. Throughout the meeting, the president led and refocused through synthesizing the collective thoughts to bring us to a vote, establish next steps, or leave us to ponder at a deeper level.

Mariotti asked Board members to let the officers know if they had an interest in becoming involved with the study group (on Board assessment).

The meeting adjourned at 4:15 p.m.

GRC/bdr