

BOARD OF DIRECTORS MEETING
Lansdowne Resort
Lansdowne, Virginia
Wednesday and Thursday, July 15 and 16, 2009

MINUTES

Wednesday, July 15

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); Henry Tyrone Harris (AR); Paul Healey (PA); Denise Hernandez (Trinidad & Tobago); Katherine Howard (SC); Marsha Jones (AR); Donald Kachur (IL); Roland Kay (Ontario, Canada); Deana Lopez (TX); Mark Sutter (OH); Donald Viegut (WI).

Absent

Betsy Lim (Singapore); Jim Lombardo (CT); 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; Ron Miletta, Assistant Executive Director, Marketing and Member Services; and Becky DeRigge, Governance Director, Constituent Services.

President Linda Mariotti opened the meeting at 1:00 p.m.

1. Receive President's welcoming remarks.
President Mariotti welcomed Board members and ASCD staff to the business meeting. She distributed a small gift and copies of a poem titled "Children" to everyone, saying that she felt these items would be symbolic of her role as facilitator, coach, and guide, and would remind Board members to "keep their eyes on the ball."
2. President appoints process observer.
Mariotti asked Paul Healey to serve as process observer for the meeting and to look at this role a little differently in light of the Board's participation in a professional development session earlier in the day.
3. Receive new Board members' presentation.
New Board members Sara Magaña Shubel, Colin Cameron, Jane Cobia, Nancy Gibson, Deana Lopez, and Donald Viegut participated in an activity reflective of information they had learned in their new Board member orientation session during the morning.

4. Establish the consent agenda.
Becky Cooke moved to place agenda items 5 (adopt the March 12, 2009, Board meeting minutes) and 6 (review summary of assessments from the Board of Directors March 12, 2009, meeting), on the consent agenda and to move item 8 (receive oral report on the state of the Association) from the Executive Session to Open Session. Information usually included in this oral report will be dispersed throughout the discussion of the remaining agenda items. Tyrone Harris seconded. The motion carried. Immediate Past President Valerie Truesdale moved, and Mark Sutter seconded, to approve the consent agenda (items 5 and 6). The motion carried.
5. Adopt the March 12, 2009, Board of Directors meeting minutes.
This item was placed on the consent agenda.
6. Review summary of assessments of the Board of Directors March 12, 2009, meeting.
This item was placed on the consent agenda.
7. Receive update on the 2008–2011 Strategic Plan implementation process.
Gene Carter reminded Board members of a document they had received on Tuesday, July 14, with highlights of ASCD’s 2008–2011 Strategic Plan quarterly accomplishments. He, Deborah Hall, and Judy Seltz shared additional information on the data included in the report.

Don Kachur moved, and Healey seconded, to move into Executive Session. The motion carried.

Agenda item 9 (receive oral report on personnel and legal matters as needed) was discussed in Executive Session.

Marsha Jones moved, and Tyrone Harris seconded, to return to Open Session. The motion carried.

10. Receive third quarter FY09 financial report.
Eric Bellamy referenced several pages in the notebook material and provided additional information on the financial results through June 30.
11. Receive report from Board of Directors liaisons on the work of the Budget Committee in preparing the FY10 budget.
Truesdale reminded Board members that they were represented by Board liaisons Kathy Howard, Bob Bruckner, and Don Viegut, each of whom then shared information on the work of the Budget Committee in preparation of the FY10 budget.
12. Approve the proposed FY10 budget.
Truesdale moved, and Cooke seconded, to approve the proposed FY10 budget. The motion carried.

13. Receive Investment Portfolio Performance Report.

Investment Committee liaisons Healey, Sutter, and Nancy Gibson provided background on the process that the Investment Committee used to develop the report. Carter and Bellamy shared additional information. On behalf of the Finance Committee, Truesdale offered the following resolution for adoption by the Board of Directors:

The Finance Committee moves to authorize and direct the Executive Director and the Deputy Executive Director, Business Services and Support, to finalize the Term Sheet with the Bank and to negotiate, execute, and deliver such documents as may be necessary to effect and memorialize the transactions (including, but not limited, to interest rate swap transaction) described in the Term Sheet (collectively, the “Documents”) to the other parties thereto.

Bellamy provided background information on the need for this resolution. Sutter seconded. The motion carried.

Gibson moved, and Bruckner seconded, to adjourn the meeting for the day at 4:45 p.m. The motion carried.

Thursday, July 16

President Mariotti opened the business meeting at 8:40 a.m.

14. Approve proposed changes to the ASCD Constitution.

Mariotti welcomed Nancy DeFord, chair of the Constitutional Review Committee (CRC), to the meeting. Truesdale moved, and Cobia seconded, to approve the proposed changes. DeFord thanked CRC members Don Kachur, Mark Sutter, Jim Lombardo, Mariann Helfant, Laurie McCullough, Katinia Davis, and ASCD staff for their work. DeFord then briefly reviewed development of the proposed changes to the ASCD constitution, the process used to gather feedback from various constituent groups, and a time line for a vote by the general membership. The motion carried. The proposed changes will be put to ASCD membership for a vote after appropriate notice.

15. Receive and approve recommendations from the Board Assessment Review Committee.

Don Kachur, chair of the Board Assessment Review Committee, thanked other committee members Roland Kay and Mariotti for their work and provided background information on this topic. Kachur proposed the following recommendations:

- Develop a new meeting evaluation tool to assess individual and Board performance at individual Board meetings.
- Review and adjust the current Board evaluation instrument for use annually or biannually.
- Change the configuration of the committee and open it up for volunteers.
- Do not use the current online survey for the July Board meeting.

Denise Hernandez moved, and Marsha Jones seconded, to adopt the recommendations. Healey reminded Board members of an earlier suggestion from Hernandez to consider asking exiting Board members to complete an assessment. Mariotti asked Board members to provide feedback on their October meeting agenda by September 15 and, after receipt of the draft July Board minutes and additional information on their Emerging Trends discussion and professional development presentation, to provide additional feedback to the officers to help inform the development of the fall meeting agenda. Truesdale offered a friendly amendment to the motion to omit the fourth recommendation, and Howard seconded. The motion carried as amended.

Jones moved, and Cooke seconded, to not complete the entire assessment instrument for the July meeting but instead to use just three of the questions included in the current assessment instrument—questions 9, 10, and 19. The motion carried.

Mariotti provided a rationale for the third recommendation and said that she would resign from the committee. She said Kachur will continue to chair the committee, and the following additional Board members volunteered to serve on the committee: Bruckner, Cooke, Gibson, Hernandez, Jones, Lopez, and Viegut.

16. Discuss Family of Measures/Success to Significance.
Carter provided background on earlier Board conversations about the Family of Measures and on the development of ASCD's Organization Dashboard, which is intended to better measure organizational performance. Carter addressed the process of moving from success to significance and listed several components of that process: maintaining the interest of the Association above all else; ensuring that the Association operates legally and ethically; advancing the Association's values and beliefs; driving the organization's performance, efficiencies, and effectiveness; making decisions through engaging in a culture of inquiry that references understanding of multiple perspectives and cultures; engaging in strategic thinking that affects the Association's future; continually improving Board practice through annual appraisal; and fulfilling fiduciary responsibilities of the Board. Bellamy shared additional information on the usefulness of the dashboard. Carter recommended the use of the dashboard as the indicator of the Association's drive from success to significance. Gibson suggested overlaying the Strategic Plan's driver headings into the dashboard for alignment. Howard moved, and Sutter seconded, to approve moving forward with the Organization Dashboard approach. The motion carried.
17. Receive update on the Board of Directors October 2009 trip to Vancouver.
Seltz updated Board members on plans for their October 2009 trip to Vancouver, British Columbia. Seltz distributed copies of guidebooks and notebooks for reflections.
18. Receive process observations and President's closing remarks.
Process observer Healey divided the various agenda items between "rear view mirror" and "steering" headings. He said that during the meeting he saw flexibility, engagement, involvement, trust and responsibility, a willingness to raise questions, laughter, rich and robust conversations, and desire for feedback or suggestions. Healey also said the Board

had worked in a nonthreatening environment and had a sense of bonding and a better understanding of how to operate as a Board.

Mariotti said that the Board has made progress but there's more to be done. She noted that she wanted to close the loop on various items and said that (a) Healey started us down the road, (b) we look forward to additional information more quickly, (c) we look forward to being reminded of things quickly (minutes received more quickly), (d) we will be moving forward as a result of the approval of the CRC recommendations, (e) we have a clear charge and a great assessment review committee, and (f) we must continue to keep our eyes on the ball.

Mariotti adjourned the meeting at 11:45 a.m.

GRC/bdr