

BOARD OF DIRECTORS MEETING  
Tuesday and Wednesday, July 20–21, 2010  
ASCD Headquarters  
Alexandria, Virginia

MINUTES

Attending

Sara Magaña Shubel, President (MI); Paul Healey, President-Elect (PA), Linda Mariotti, Immediate Past President (Utah); Harriett Arnold (CA); Robert Bruckner (NE); Colin Cameron (OR); Kathy Clayton (WA); Sandra Clifton (CA); Jane Cobia (AL); Nancy Gibson (IL); Tyrone Harris (AR); Katherine Howard (SC); Marsha Jones (AR); Roland Kay (Ontario, Canada); Deana Lopez (TX); Laurie McCullough (VA); Gabriel Rshaid (Argentina); Jeff Stephens (Utah); Mark Sutter (OH); and Donald Viegut (WI).

ASCD Staff

Gene R. Carter, Executive Director; Eric Bellamy, Deputy Executive Director, Business Services and Support; Deborah Hall-Pope, Chief Organizational Services Officer, Organizational Services; Judy Seltz, Deputy Executive Director, Constituent Services; Judy Zimny, Chief Program Development Officer; Michael Berkeley, Assistant Executive Director, Information Technology Solutions; Ron Miletta, Assistant Executive Director, Marketing and Member Services; and Becky DeRigge, Governance Director, Constituent Services.

Tuesday, July 20, 2010

President Sara Magaña Shubel opened the meeting at 9:00 a.m.

1. Receive President’s welcoming remarks.  
President Shubel welcomed everyone to the meeting and participants introduced themselves. Shubel reminded Board members to remember to “Celebrate What’s Right with the World” and to strive to live ASCD’s mission statement. She said that the words “learning, teaching, and leading” are incredibly powerful and she was looking forward to a great year.

(The original order of agenda items was revised.)

2. Presentation and discussion on Transformative Governance.  
Linda Crompton, CEO of BoardSource, used a PowerPoint presentation to illustrate transformative governance. Her presentation included information on Board member roles and responsibilities, board committee structure, providing for capable staff leadership, and providing oversight.
3. Receive new Board members’ report.  
Newly elected Board members (Harriett Arnold, Kathy Clayton, Sandy Clifton, Laurie McCullough, Jeff Stephens, and Gabriel Rshaid) presented a skit to illustrate what they learned during their orientation session on Monday, July 19.

4. President appoints process observer.  
President Shubel announced that Colin Cameron would serve as the process observer for the meeting.
5. Establish the agenda.  
No additional items were introduced and Shubel recommended no items for consent.
6. Adopt the March 4, 2010, Board of Directors meeting minutes.  
Jane Cobia moved, and Kathy Howard seconded, to adopt the March 4, 2010, Board of Directors meeting minutes. The motion carried. Marsha Jones moved, and Mark Sutter seconded, that no corrections or revisions to the minutes were needed. The motion carried.
7. Review summary of assessments of the Board of Directors March 4, 2010, meeting.  
Roland Kay asked that the summary of responses to the 20-question assessment instrument include summary bars and percentages for more clarity. Board members discussed various options on how to use information provided in the responses to the assessment tools.

Nancy Gibson moved, and Kay seconded, that the Board pilot a discussion board on the self-assessment and reflection process (20-question and 4-question narrative assessment tools) before the next meeting. The motion carried. Judy Seltz reminded Board members to act quickly and that the discussion could take place in a closed group on Ning; Board members can expect to receive an invitation to join the group shortly after the meeting.

8. Announce plans for growing Board effectiveness.  
President Shubel referenced a conference call she had with Paul Healey and Gene Carter, along with a previous conversation, regarding plans for growing Board effectiveness. Carter opined that a determination of Board effectiveness should be conducted by the Board members rather than by a task force and suggested that Board members identify themes (from the responses to the assessment instruments) to formally structure their professional development to help with capacity building and effectiveness. Carter provided examples of topics that could be addressed, including financial acumen, new technology, and a review of ASCD's bylaws. Board members suggested additional topics, including knowledge gained from books and publications. Lastly, Carter suggested that a Board retreat should be planned in the near term (preferably to be held before the Board's March 2011 meeting.)

Gibson moved, and Tyrone Harris seconded, that the executive committee and the executive director bring forward a plan for targeted professional learning, after surveying the Board for themes for professional development. The motion carried. (Note: this motion supersedes a motion adopted by the Board at the March 4, 2010, meeting to create a task force to study and produce a yearly review of the Board's effectiveness.)

Cobia moved, and Clayton seconded, to move into Executive Session. The motion carried. Agenda item 9 "Receive report on personnel and legal matters as needed" was discussed in Executive Session.

Harris moved, and Bob Bruckner seconded, to return to Open Session. The motion carried.

10. Approve Audit Committee recommendation for audit firm for FY10 and FY11.

Tyrone Harris summarized the review of the work performed by the committee and staff in reaching a recommendation for the audit firm. Gibson moved, and Harriet Arnold seconded, to approve the audit firm of Larsen Allen LLP as the ASCD auditors for FY10 and FY11. The motion carried.

11. Review third quarter FY10 financial report.

Eric Bellamy summarized the financial performance for the 9 months ended May 31. He provided additional financial information through June 2010 and noted that ASCD still has a good shot at hitting budget for the year.

12. Discuss report from Board of Directors liaisons on the work of the Budget committee in preparing the FY11 budget.

Board liaison Bob Bruckner said that his job as a liaison was to provide staff with insight relative to the Board's expectations and that he and the other Board liaisons (Sandy Clifton and Don Viegut) felt confident that staff took their input very seriously. Bruckner noted that (a) the current economic conditions have had a devastating effect on current operations and challenged the preparation process; (b) the ASCD proposed budget is more of a maintenance budget than a growth budget; (c) the budget reflects renewed efforts to align mission-driven work with ASCD services; (d) new products must be identified and developed; and (e) investment income has been moved "below the line."

13. Approve the proposed FY11 budget.

Carter advised that, while technically we have moved through the worst recession since the 1930s, we are far from being "out of the woods." The recession of 2009-2010 resulted in the steepest decline in state tax receipts on record. As the budget gap widens in FY11, even more states are expected to "take the knife" to K-12 schools and higher education.

The implications for ASCD are fairly obvious; if schools and states are short on funds, they will not be purchasing the quantities of our programs, products, and services as they have in the past.

This budget shows a bottom line of \$6.6 million; \$2.2 million over the bottom line budget for 2010. Overall, this budget is more maintenance-focused than the growth focus that has been reflected in budgets prior to FY09.

In the future, we will need to be flexible and prepared for mid-year corrections as conditions change. Our balance sheet continues to be strong and we have ample cash to meet expenditure needs. We should be fine, even if the market turns down a little more than anticipated or if we come up a little short on our budgeted bottom line of \$6.6 million.

Linda Mariotti moved, and Clifton seconded, to approve the proposed FY11 budget. Mariotti noted that Budget Committee members recommended no changes to the asset allocation. The motion carried.

14. Review Investment Portfolio Performance Report.

Mark Sutter summarized the Finance Committee meeting with investment advisor Steve Fisher on the previous day, noting that the advisor will be acquiring some equity funds through the use of Electronic Traded Funds (ETFs) in order to better respond to the current market volatility.

Bellamy reported that, at its March 2010 meeting, the Board of Directors approved modification to the short-term investment guidelines. The timing of the modification allowed for improved returns on the short-term portfolio for the period ended May 31. He noted that the Reserve Fund portfolio returned 8.37 percent through the third fiscal quarter versus the benchmark of 7.27 percent for the same period. President Shubel thanked Bellamy and his staff for their work.

Howard moved, and Clayton seconded, to adjourn the business meeting at 4:45 p.m.

Wednesday, July 21, 2010

President Shubel opened the meeting at 9:00 a.m.

15. Discuss update (oral) on Emerging Markets.

Carter noted that this update was a standing item on the Board meeting agenda and said that today's report would focus on what we have achieved and expect to evolve since his March 2010 report. He then reported on various initiatives and opportunities in Southeast Asia, including an upcoming annual forum in the Philippines and continuing work with the Ministry of Education there, Asian Development Bank-approved projects, and future work with the Southeast Asia International Schools. Carter also mentioned possible opportunities in China, India, and Italy, and plans for a study tour to Finland in January 2011. He then presented a video on Innotech, a regional center for education innovation and technology and education solutions provider, located at the University of the Philippines and supported by the Southeast Asia Ministers of Education Organization (SEAMEO). Carter said that Board members would receive a copy of the video.

Ron Miletta shared information on renewal rates for first-year members and plans for a new engagement campaign, which will provide a personalized membership experience. Each Board member received a personalized member packet with a calendar highlighting member benefits.

16. Discuss update (oral) on Program Development.

Judy Zimny shared information on recent work of the Program Development work group, including its vision statement, and noted five areas of focus: (1) how to make high-quality programs, products, and services affordable (using a range of pricing); (2) how to align them with the Whole Child; (3) collaborating across work groups for better thought leadership; (4) using more data to make choices about what we do and how we do it; and (5) how to take what we're doing and make it useful to our international customers. Board members suggested (a) getting feedback from the Finland Study Group participants, (b) changing some of the language in the vision statement, (c) supporting social networking for teachers, and (d) implementing technology and what works in the classroom.

17. Discuss overview (oral) of the Constituent Services Work Group.  
Judy Seltz distributed a copy of Constituent Services' vision statement and a list of CS constituents. She shared a number of recent changes in CS work group projects. Seltz also reviewed the work of the Affiliate Task Force Study Group, including the development of major assumptions that laid the foundation for its work, development of overarching goals, and next steps. Seltz said that final recommendations were expected in mid-August. Another update will be shared with the Board of Directors at its October 2010 meeting.
18. Consider charge for reestablishment of the Worldwide Influence Study Group.  
Carter reminded Board members of a report from Study Group chair Betsy Lim that the Board received at its March 2010 meeting, summarizing the study group's work. Lim had recommended that the study group not be reinstated. Carter noted that he didn't think a new charge was needed but that the committee's original recommendations should be folded into ASCD's work. Mariotti agreed, saying that this is not the work of a small group but rather is the focus of the organization. Carter said that ASCD will continue to build upon these suggestions and report out from time to time.  
  
Don Viegut moved, and Howard seconded, that ASCD integrate the intent of the Worldwide Influence Study Group into standard operations. The motion carried.
19. Receive update on Whole Child Commission meeting.  
Seltz provided background information on the development and work of the first Whole Child Commission, which had been established four years ago, and which resulted in the Whole Child Compact. She said that a second commission was needed to provide advice on how to continue to move into the next phases of the initiative and where the work should focus in the future. Seltz then reviewed the second commission's work and five themes that developed from that work.
20. Review update on the Board of Directors October 2010 trip to Argentina.  
Carter shared information on Board visits to non-U.S. locations since 2004. He said that the agenda for the Board's October 2010 trip to Argentina is still a work in progress. He distributed a packet of information related to the fall trip to each Board member and reviewed the various pieces in the packet. Carter said that additional information will follow.
21. Receive process observations and President's closing remarks.  
Colin Cameron said that, in March 2010, the Board had accepted the subcommittee report from Becky Cooke and gave the process observer guidelines to be used as a tool to gauge Board performance. He said he found the guidelines a good structure from which to work. He noted that President Shubel began the meeting on time, requesting that we celebrate what's right with the world and encouraged us to focus on learning, teaching, and leading. She called on us as Board members to advocate for our own beliefs and challenged us to grow, and we accepted that. She modified the agenda to include introductions, which was a good experience for all of us in learning more about each other. There was then a need to adjust the agenda yesterday. Generative, strategic, and fiduciary dialogue was observed throughout the meeting to move the group forward. Agenda items 6 and 7 were of high interest to all Board members and exceeded allotted

time. It was clear that Board members were not exactly sure if a motion was needed or whether this was a discussion item only. Once a motion was made, then the generative part of the discussion became about the motion, but it wasn't clear if the president wanted a motion.

The Board subcommittees efficiently reported on audit, budget, and financial aspects of the association. Staff reported on Emerging Markets and program development as information items. Cameron said he recognized that conflict is a part of our discussion but he didn't observe any conflicts over the two days. Board members listened to each other and balanced inquiry and advocacy and engaged in active listening. Over all, we did adhere to very good group process. Board members were recognized by the president before they addressed the group. Second- and third-year members expressed themselves a bit more than first-year members. Second-year members had comments and questions the majority of the time in the meeting; there were 2 to 16 comments or questions on agenda items throughout the past two days. About 75 percent of the time the Board received information and it spent about 25 percent around dialogue with question and answer time.

(Added after the oral report: Several board members and staff were utilizing personal technology during the meeting. The Board may want to establish guidelines and protocols for use of cell phones, texting, and e-mail during the meeting.)

The agenda and materials were well prepared by the staff, which made for a very efficient meeting. When we needed to spend more time on some items, the president quickly accommodated us and brought us in under the wire and should be congratulated.

Shubel thanked Cameron for his report. She noted that the new members' voices were present during the meeting. The new members did a great job of being engaged and participated in the discussions. Shubel thanked the more experienced Board members for being so welcoming to the new members. She highlighted the importance of getting to know one another and said that she hoped that 2010 would be seen decades later as something that jumpstarted the organization and that the Board can really help the organization continue to move forward.

Harris moved, and Mariotti seconded, to adjourn the meeting at 2:25 p.m., and the motion carried.