

BOARD OF DIRECTORS MEETING

Raffles Grand Hotel d'Angkor

Siem Reap, Cambodia

August 1, 2008

MINUTES

Attending

Valerie Truesdale, President (SC); Linda Mariotti, President-Elect (Utah); 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 Support and Services; Judy Seltz, Deputy Executive Director, Constituent Services; and Ron Mileta, Assistant Executive Director, Marketing and Member Services.

1. Receive President's welcoming remarks.
President Valerie Truesdale called the meeting to order at 8:30 a.m. and welcomed everyone to the meeting. She thanked the Association for creating a meeting atmosphere that encouraged Board members to stretch their minds. Truesdale read "Sweetgrass Baskets," a story about South Carolina's indigenous people and referenced indigenous people from past Board of Directors meeting locales. Custom-made sweetgrass baskets were presented to each person at the meeting, and Truesdale explained the symbolism of the baskets in terms of learning, teaching, and the whole child.
2. Receive new Board member presentation.
New Board members Robert Bruckner, Katherine Howard, Marsha Jones, Roland Kay, Linda Mariotti, and Mark Sutter made a presentation in the style of Gilbert and Sullivan (with apologies to same) of what they learned from their March 2008 orientation session.
3. Establish the Consent Agenda.
President-Elect Linda Mariotti said that no items would be placed on the Consent Agenda.
4. Review summary of assessments of the Board's March 13, 2008 meeting.
Board members participated in a discussion of the assessment summary from their March 13, 2008 meeting and made the following observations: members made consistent comments about participation, members believe more attention should be paid to the member who has the floor, and members' skills and talents should be used to better advantage. President Truesdale said that she and Mariotti are committed to contacting

each Board member to determine that person's skills and interests. Board members noted that not everyone participated in the survey and agreed that all Board members would make participation in the assessment survey for this meeting a priority.

5. President appoints process observer.

President Truesdale appointed Mary Ravita to serve as process observer for the meeting.

6. Adopt the March 13, 2008 Board of Directors meeting minutes.

Yolanda Rey moved, and Wayne Sweeney seconded, to adopt the March 13, 2008 Board of Directors meeting minutes. The motion carried.

Mary Ravita moved, and Donald Kachur seconded, to move into Executive Session. The motion carried.

Agenda items 7 (Receive oral report on the state of the Association) and 8 (Receive oral report on personnel and legal matters as needed) were discussed in Executive Session.

Realista Rodriguez moved, and Denise Hernandez seconded, to return to Open Session. The motion carried.

9. Review third quarter FY08 financial report.

Eric Bellamy reported that the general economic environment has worsened in the past year, and that ASCD sales and revenue are down somewhat this fiscal year compared to last. Expenses are also being minimized and staff are working to identify efficiencies where appropriate to reduce costs. The focus internally on infrastructure, including the implementation of the new Association Management System (AMS) and the Web site design, will position the Association favorably when the market improves.

10. Receive report from Board of Directors liaisons on the work of the Budget Committee in preparing the FY09 budget.

Mary Ravita and Katherine Howard, Board of Directors liaisons on the Budget Committee, described the budget process to Board members and discussed how the Strategic Plan drives the budgeting process. They noted the impact of the general economy and the challenges schools and districts are facing in funding as well as in managing increasing expenses and their impact on ASCD. It was noted ASCD needs to continue with significant initiatives, including the Whole Child Initiative and worldwide activities, and those activities are reflected in the FY09 budget. This year's budget includes continued investments in important technology, including the new AMS and the redesign of ASCD's Web site. The liaisons also commented that staff have been cognizant of the need and are working to identify and develop new authors, consultants, and presenters to support continued development of new products and services. Eric Bellamy reviewed several charts and graphics showing the major sources of ASCD revenue and their percentage changes over the past several years. He referenced an anticipated pullback and reduction in spending for professional development in districts in the next year.

11. Approve the proposed FY09 budget.
Mary Ravita moved, and Paul Healey seconded, to approve the proposed FY09 budget.
The motion carried.

Two additional items were presented:

- 11.A Approve purchase of new AMS.
Katherine Howard moved, and Paul Healey seconded, to approve the purchase of a new AMS (database system). The motion carried.

- 11.B Ratify resolution to approve refinancing of the Association's 1703 North Beauregard Street property.
Donald Kachur moved, and Denise Hernandez seconded, to ratify a resolution to approve refinancing of ASCD's headquarters building at 1703 North Beauregard Street, Alexandria, Virginia. The motion carried.

12. Receive investment portfolio report.
Eric Bellamy reported that investment income for FY08 will be considerably less than reported for FY07. He further reported that the cumulative positive variance in investment income compared to budget at May 31 occurred in the first quarter of the fiscal year. The positive variance was totally wiped out in June, as the Reserve Fund saw a decline in market value for that month. Bellamy noted that we have taken a defensive position with regard to equity securities, pointing out the large cash balance setting in the Reserve Fund. He also noted that ASCD has sufficient cash to await the return of liquidity in the Auction Rate Securities market and expects to redeem the securities at par at some future date.

13. Approve action plan for the Strategic Plan's key organizational drivers.
Executive Director Gene Carter recounted the process employed in the development of the new Strategic Plan and supporting key organizational drivers:

Strategic Plan: ASCD is a membership organization that develops programs, products, and services essential to the way educators learn, teach, and lead.

Key Organizational Drivers

- Advance ASCD's Whole Child Initiative by integrating the tenets of The Learning Compact into our programs, products, services, and activities.
- Expand ASCD's financial capacity to achieve organizational goals.
- Grow and engage ASCD's diverse community by leveraging existing professional developments and content expertise with the power of technology, value networks, and partnerships.

Board members discussed linkages between the internal alignment guide and the employee performance management system, and between the external alignment guide and affiliate groups. Judy Seltz added that the next steps would be to look holistically at the Plan to ensure that the strategies were the best strategies for each driver and that they

addressed all the essential elements of the drivers. She emphasized that the Plan was a living document, subject to modification and adjustment when necessary. Yolanda Rey moved, and Denise Hernandez seconded, to approve the action plan for the organizational key drivers. The motion carried.

14. Receive update on the Whole Child Initiative.

Judy Seltz provided an update on ASCD's whole child initiatives and activities and referenced the written report provided to the Board as background information. She noted that discussions were underway with *Education Week* regarding a special report that would support the Whole Child Initiative; progress has also been made in a number of state-level initiatives; and a whole child manager recently started at ASCD. She also reported that a whole child action tool and online survey were planned for release this fall. There was discussion regarding data included in the written whole child report that was provided as background information to the Board of Directors and the implications of the data. Board members suggested that adding additional affiliate activities and initiatives to the report would be useful and asked whether it was possible to share some of the data and information contained in the written report externally. Seltz noted the report is business confidential, however, she suggested that Board members check with ASCD staff to determine if certain data and information would be appropriate for sharing with external audiences.

15. Receive update on recommendations from the Worldwide Influence Study Group.

Board members reviewed the staff response to recommendations from the Worldwide Influence Study Group, which had been presented to the Board in March 2008. Board members discussed how best to disseminate learnings within as well as outside the United States. Staff will prepare a new report and plan that provides a more comprehensive picture of worldwide activities for presentation to the Board at its March 13, 2009 meeting.

16. Receive report and approve recommendations from the Board of Directors Subcommittee on Leadership, Access, and Development.

In March 2008, then President Nancy DeFord appointed Paul Healey, Linda Mariotti, Denise Hernandez, Yolanda Rey, and Wayne Sweeney to a subcommittee on leadership, access, and development. Subcommittee Chair Paul Healey reviewed the subcommittee's charge, which was to examine three issues:

- The report from the Leadership Council Study Group (LCSG) that was presented to the Board of Directors at its March 2008 meeting;
- Qualifications for service on the Nominations Committee, along with the related issues of participation and diversity; and
- Qualifications for Board-elected members of the Board of Directors (for diversity purposes).

Healey then provided an overview of the subcommittee's recommendations, which read as follows:

1. LCSG Report
 - A. The Leadership Council be divided into work groups of six to eight persons.
 - B. The current Leadership Council Management Team (LC-elected Board of Directors members) be discontinued, and a Management Team be established, consisting of the ASCD President and 6-8 work group leaders (which would include some carry-over members and who would rotate annually through the work groups).
 - C. The Leadership Council meet once a year (a full day at Annual Conference) to address the Leadership Council's Constitutional charge and to summarize or build on the work of the small work groups during the year.
2. Qualification for service on the Nominations Committee and related issues of participation and diversity.
 - A. Policy be clarified to clearly state that past service on the Nominations Committee does not preclude future application or nomination to this committee. The pool of eligible members be expanded to include affiliate executive directors, graduates of the Emerging Leaders program, network facilitators, and connected communities presidents.
 - B. Proposed new protocol: Information on nominees to the Nominations Committee includes name, ethnicity, gender, location, and position. Committee members may serve more than one term on the Nominations Committee.
 - C. Proposed new policy: 212.4.2.2 (Working Groups and Committees) Qualifications for the Nominations Committee include membership in ASCD, a minimum of three years of service in a leadership role (past membership on the ASCD Board of Directors, current or past membership on the Leadership Council, affiliate executive director, graduate of the Emerging Leaders program, network facilitator, president of connected communities, etc.), commitment to attend committee meetings before and during Annual Conference, and interest in selecting a highly qualified slate of members for office.
 - D. Proposed new policy: 306.3 (ASCD Nominations Committee) Qualifications for the Nominations Committee include membership in ASCD, a minimum of three years of service in a leadership role (past membership on the ASCD Board of Directors, current or past membership on the Leadership Council, affiliate executive director, graduate of the Emerging Leaders program, network facilitator, president of connected

communities, etc.), commitment to attend committee meetings before and during Annual Conference, and interest in selecting a highly qualified slate of members for office.

- E. ASCD create a listserv of former Board of Directors and Leadership Council members.
- F. Nominations Committee members play an enhanced role in recruiting candidates for office.

3. Qualifications for Board-elected members of the Board of Directors.

Note: The following recommendations relate to the Board's diversity positions referenced in ASCD's Constitution, Article V, Section 1: "The Board of Directors shall be composed of the President, President-Elect, and Immediate Past President; six members (elected at large by the general membership), who shall each serve a term of three years; nine members (elected by and from the Leadership Council), who shall each serve a term of three years; and up to three members (elected by the Board of Directors), who shall each serve a term of three years to ensure diversity." The Board of Directors assesses its diversity each year against the diversity plan definition and other appropriate factors. If the Board determines that additional diversity is desirable, and one or more of the three positions is available, the president appoints a Board nominations committee.

- A. The requirement for ASCD membership be three years.
- B. The Board nominations committee be authorized to waive the three-year requirement.
- C. Proposed new policy: 302.8.1.2 (Board-elected members of the Board of Directors):
Membership in ASCD for at least three years prior to nomination.
However, the Board nominations committee may choose to waive the ASCD membership requirement. A nonASCD member elected to the Board of Directors by the Board would be expected to join ASCD and maintain membership throughout the Board term.
- D. Diversity is understood to include "unique expertise."

Healey discussed the rationale for each of the recommendations. Board members raised several questions, including "How will meaningful work for the groups be created and when would implementation of the recommendations begin?" Yolanda Rey answered that the small groups would have the flexibility to identify their areas and topics of focus, and Healey noted that implementation would begin in March 2009. Roland Kay asked if the suggested recommendations were just tinkering with the current structure and whether we needed to do something significantly different. Linda Mariotti responded that the

subcommittee was asked by the Board to address the current structure and attempt to improve that existing structure, rather than to develop an entirely new structure.

Jaime Castellano moved, and Tyrone Harris seconded, to approve recommendation 1. The motion carried.

Healey reviewed recommendation 2 and the rationale for the recommendation. Cooke suggested that the recommendation “Nominations Committee members play an enhanced role in recruiting candidates for office” be modified to address the concern that recruiting candidates might be perceived as a conflict of interest. Katherine Howard moved, and Realista Rodriguez seconded, to approve recommendation 2 with the following amendment “Nominations Committee members play an enhanced role in *encouraging* candidates *to run* for office.” The motion carried.

Healey reviewed recommendation 3. Donald Kachur moved, and Rodriguez seconded, to approve recommendation 3. The motion carried.

17. Receive process observations and President’s closing remarks.

Mary Ravita noted that the Board of Directors had good discussions on equity and access throughout the meeting, the atmosphere was positive, and engagement was consistently strong throughout the day. She said that the Board of Directors was appreciative of President Truesdale’s proactive response to the Board evaluations of its previous meeting.

President Truesdale declared the meeting adjourned at 4:25 p.m.

GRC/bdr