

## BOARD OF DIRECTORS MEETING

ASCD Headquarters  
Alexandria, Virginia  
July 17–18, 2012

### MINUTES

#### Attending

Debra Hill, President (IL); Paul Healey, Immediate Past President (PA); Becky Berg, President-Elect (WA); Marie Adair (NJ); Harriett Arnold (CA); Susie Carr (OH); Larry Cartner (NC); Kathy Clayton (WA); Sandra Clifton (CA); Marc Cohen (MD); Judith Golden (CT); Joseph Goodnack (PA); Mary Kay Kirkland (UT); David Mathis (SC); Laurie McCullough (VA); Gabriel Rshaid (Argentina); Pasi Sahlberg (Finland); and Jeff Stephens (UT).

#### ASCD Staff

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

#### Tuesday, July 17, 2012

President Hill opened the meeting at 9:05 a.m.

#### 1. Receive President's welcoming remarks.

President Hill welcomed Board members and staff to the meeting. She presented several graphs showing how the Board might move forward and three goals for the Board: (1) remember and act on the pillars of the revolution; (2) engage in clear and transparent two-way communication; and (3) remember that "change is good." Hill then shared a video clip titled "Change Is Good; You Go First" and distributed copies of the video.

#### 2. President appoints process observer.

President Hill appointed Larry Cartner to serve as process observer. She said that Pasi Sahlberg would serve as process observer at the Board's October 2012 meeting and Judy Golden would serve as process observer for the Board's March 2013 meeting.

#### 3. Establish the agenda.

No additional agenda items were proposed. Jeff Stephens moved, and Harriett Arnold seconded, to approve the meeting agenda; the motion carried. Hill proposed that agenda item 4 (Adopt the March 22, 2012, Board of Directors meeting minutes) be placed on the Consent Agenda. Golden moved, and Sandra Clifton seconded, to adopt the Consent Agenda; the motion carried.

#### 4. Adopt March 22, 2012, Board of Directors meeting minutes.

This item was placed on the Consent Agenda; the motion carried.

5. Analyze and discuss summary of assessments of the Board of Directors March 22, 2012, meeting.

Board members discussed their responses to the assessment instruments and the four-meeting comparison of responses. Golden suggested adding examples of specific situations described in response to the open-ended questions.

6. Adopt Executive Director's Goal 4, 2012-13.

Marie Adair moved, and May Kay Kirkland seconded, to adopt the Executive Director's Goal 4 for 2012-13, which reads, "Identify and commence pursuit of a new, significant, and sustainable revenue stream for the organization through development, acquisition, partnership(s), or some combination thereof." The motion carried.

7. Review third quarter FY12 financial report.

Eric Bellamy reviewed several factors that contributed to the current core revenue and investment figures, including a lack of federal stimulus funds, the greater-than-expected level of drop-off in sales in the third quarter, and the looming possibility of sequestration.

8. Approve the proposed FY13 budget.

Budget Committee liaison Kirkland summarized information that staff had shared with the Budget Committee in a recent conference call, including identification of school district priorities and lots of competition. She said there was a focus on brand awareness, partnerships, promotions, and working with distributors. Information was also provided on ongoing staff initiatives, ASCD's mission-driven work, new products (some of which were created with ASCD's own content), technology development, and technology trends.

Budget Committee liaison Marc Cohen said he was impressed with the level of reflection and efficacy by staff's review of their budgets. He mentioned several challenges in the rise in the number of electronic products, including the large amount of freeware available, the need to customize member interaction, and the fact that districts are scaling back.

Budget Committee liaison Laurie McCullough noted that current revenue from membership is still the same proportion as it was in 2007 but now we are offering different membership options to help keep revenue strong. McCullough said that revenue from Annual Conference in Philadelphia was not as strong as we had hoped, but the 2013 Annual Conference in Chicago might be a bigger draw. She said that throughout the spring the proposed budget was changing and staff was responding; staff was balancing the need for generating revenue with a determination to stick with revolutionary thinking. McCullough moved to approve the proposed FY13 budget (the motion came out of committee; no second required); the motion carried.

9. Review Investment Portfolio Performance Report.

Investment Committee member Harriett Arnold reviewed the status of ASCD's Reserve Fund and current benchmarks. Investment Committee member Adair moved to adopt the following motion:

- The Finance Committee recommends that a change be made in the Reserve Fund Investment Guidelines to allow for no more than 5 percent of the Reserve Fund to be invested in High Yield Instruments. To allow for the addition of this new asset class, the limit of 40 percent investment in Investment Grade Fixed Income Instruments will be reduced to a limit of 35 percent of the Reserve Fund.
- The Finance Committee recommends that Marco Investment Management be retained as investment manager for the Reserve Fund for fiscal year 2013.

The motion came out of committee; no second required. The motion carried.

Executive Director Gene Carter spoke about risk management and posed three questions related to the Board's responsibilities:

- What are the most significant risks facing our organization and what is management doing to mitigate them?
- How does management know it has identified the significant risks?
- Where does Board authority reside and how are Board members apprised of the key risks and management's efforts to mitigate them?

Carter said more information would be provided at the Board's October 2012 meeting. McCullough moved, and David Mathis seconded, to move into Executive Session; the motion carried. Agenda item 10 (Receive report on personnel and legal matters as needed) was discussed in Executive Session.

Adair moved, and Arnold seconded, to return to Open Session; the motion carried.

11. Review and approve recommendations for disaffiliation.  
Clifton moved, and Mathis seconded, to disaffiliate the District of Columbia ASCD, North Dakota ASCD, and Wyoming ASCD. The motion carried.
12. President announces committee appointments.  
President Hill distributed copies of Board committee assignments for 2012–13, including Budget and Finance, Investment, Audit, Legislative, Board Nominations, Board Diversity, ASCD Forum, and Governance, and a list of proposed members of the Position Advisory Committee.
13. Determine next steps of “the revolution.”  
Ron Miletta shared highlights from his report on membership redesign. Board members worked in small groups that focused on the Nominations/Diversity Committee, the ASCD Forum, and the election of future officers. They then reported out.

President Hill ended the meeting at 4:00 p.m.

Wednesday, July 18, 2012

President Hill reconvened the meeting at 9:05 a.m. Board members returned to small groups to review their previous day's work and to develop timelines and next steps.

14. Board updates on 1,000-day work and 15. Explore ideas to further grow the Board. Judy Seltz shared information on plans for the new Position Advisory Committee and a new timeline for ASCD elections. Miletta said that the staff team will provide a report to the Executive Director next month on operations improvements related to membership redesign and what the changes might look like, and then the operational plans will be developed. Any changes would start in fiscal year 2014.

- Subcommittee on Leadership Principles: Subcommittee member Golden distributed copies of a document on Board Leadership Principles. This committee was charged with developing a set of criteria by which Board members would be chosen. Golden reviewed the indicators and the list of attributes on the handout. Immediate Past President Paul Healey reminded Board members that a part of the revolution had been identified with the three pillars but that, in light of the new economic environment, it would be nice to bring these back so that we could see which pieces “bubble up.”
- Subcommittee on Identifying Systems for the Revolution: Subcommittee member McCullough said that the committee honed in on how to revolutionize the way we learn and work; how do we work and learn as individuals and as a group so that we model the kind of thinking we want to see in the field? Subcommittee member Gabriel Rshaid led Board members in an activity in which they used several different software programs to facilitate group work. Rshaid said that committee members would reconvene and analyze responses to questions posed in the group activity to determine next steps. These tools may be used at the Board's October meeting. McCullough said that Board members could use this technology to answer questions related to their visit to Brussels and Berlin in October. The list of various links will be posted on BoardEffect.

Board members continued small-group work to develop timelines and action plans related to the Nominations Committee, the election of future presidents, and the ASCD Forum, and then they reported out. Board members submitted additional questions and comments to committee members. President Hill noted that the Subcommittee on Leadership Principles would fold into the small group working on the Nominations Committee and this subcommittee would no longer continue to operate. The Subcommittee on Identifying Systems for the Revolution will come back to the Board in October to make us more technologically agile as a Board.

16. Receive process observations and President's closing remarks. Cartner reviewed the eight questions posed in the process observer guidelines in the Board's notebook material. He said that yesterday's meeting was more of an exchange of information than generative or strategic discussion. President Hill reviewed the agenda items that framed our work over the two days based on previous comments. Carter's discussion of Goal 4 covered all three areas of Board duties (generative, strategic, and

fiduciary dialogue), but yesterday's discussions were largely about information sharing. Several Board members made suggestions or asked questions to move the Board forward. Cartner noted that, between November 2011 and March 2012, 14 of our 20 indicators decreased. Small-group work did lay the foundation for action plans, and action plans were implied with the new committee structures. The only conflict Cartner noted, which was not major, was around Board members' appointments to various committees. He reviewed examples of processes that encouraged full participation, including the technology activity. Board members did not talk over one another and listened carefully, and the exchange of information provided an opportunity for staff to speak.

17. Participate in orientation for fall trip.

Seltz provided information on the Board's fall trip to Brussels and Berlin; she distributed several documents to aid in planning for the trip; Adair also distributed copies of a travel article to Board members.

Adair moved, and Stephens seconded, to adjourn the meeting; the motion carried. President Hill declared the meeting adjourned at 3:10 p.m.