

BOARD OF DIRECTORS MEETING

Friday, November 18, 2011

ASCD Headquarters

Alexandria, Virginia

Attending

Paul Healey, President (PA); Sara Magaña Shubel, Immediate Past President (MI); Debra Hill, President-Elect (IL); Harriett Arnold (CA); Colin Cameron (OR); Kathy Clayton (WA); Jane Cobia (AL); Marc Cohen (MD); Nancy Gibson (IL); Judith Golden (CT); Joseph Goodnack (PA); Mary Kay Kirkland (UT); Deana Lopez (TX); Laurie McCullough (VA); Gabriel Rshaid (Argentina); Pasi Sahlberg (Finland); Jeff Stephens (UT); and Donald Viegut (WI).

Absent

Larry Cartner (NC) and Sandra Clifton (CA).

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; Judy Seltz, Deputy Executive Director, Constituent Services; and Becky DeRigge, Governance Director, Constituent Services.

Absent

Judy Zimny, Chief Program Development Officer, Program Development.

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

1. Receive President's welcoming remarks.
Healey thanked ASCD staff for keeping Board members informed about the status of their planned fall trip to Thailand and Vietnam and for the flexibility in rearranging the meeting location (this trip was postponed to January 2012 because of severe flooding in Bangkok). He also thanked Board members for their understanding and for keeping up-to-date between Board meetings by reading material posted on BoardEffect and participating in a recent webinar.
2. President appoints a process observer.
Healey appointed Don Viegut as the process observer for the meeting.

3. Establish the agenda.
Healey called for any additional agenda items; there were none. He recommended that agenda Items 4 (Adopt the July 18, 2011, Board of Directors meeting minutes) and 8 (Announce appointment of the Board nominations committee) be placed on the Consent Agenda. Jane Cobia moved, and Nancy Gibson seconded, to place Items 4 and 8 on the Consent Agenda; the motion carried. Healey then requested an amendment to the motion by removing Item 8 from the Consent Agenda; Gibson and Cobia agreed to that amendment.
4. Adopt the July 18, 2011, Board of Directors meeting minutes.
This item was placed on the Consent Agenda; the motion carried.
5. Review summaries of assessment of the Board's July 18, 2011, meeting.
Healey referenced the summaries of assessments included in the background material, and Board members provided feedback on the summaries and on the three-meeting comparison of assessment ratings.

Judith Golden moved, and Colin Cameron seconded, to move into Executive Session; the motion carried. Item 6 (Receive report on personnel and legal matters as needed) was discussed in Executive Session.

Gibson moved, and Harriett Arnold seconded, to return to Open Session. The motion carried.

7. Financial reports
Executive Director Gene Carter referenced several factors affecting the current economic climate, including the stock market's reaction to investors' concerns about Europe's financial stability and the price of oil, which in turn affect ASCD's financial portfolio.

7.A Receive Investment Portfolio Performance Report.

Chief Financial Officer Eric Bellamy noted that the volatility in the investment markets had continued into the new fiscal year. Overall, ASCD investments had a decent year. Actual return exceeded budget for the year by \$0.5 million. The portfolio took a hit in the fourth quarter; the Reserve Fund was down \$1.6 million. The Fund is targeted to be 40 percent of our gross annual income; we are at 52 percent currently. We have not made any dollar contributions to the Reserve Fund since August 2008, however, the fund has grown by \$4 million over this period of economic down-turn. Bellamy noted that ASCD has been disciplined in managing its investments. We have followed the strategy and targets developed by the Board of Directors eight years ago, we have added pieces on gradually, and, most importantly, we haven't panicked, resulting in our portfolios being in pretty good shape overall. The accumulation we have attained in the Reserve Fund should provide the resources required to drive the revolution.

7.B Review FY11 unaudited Financial Report.

Bellamy said that a draft audit report for FY11 had been received; the report will first go to the Audit Committee for detailed review. The Audit Committee will report out at the Board's March 2012 meeting. At the end of the third quarter, Bellamy thought we would hit budget for the year; however, our revenue did not grow in the fourth quarter at the rate experienced in the third quarter. With revenue off a bit, the Reserve Fund down for the quarter by \$1.6 million, and some unexpected expenditures, we ended up with a bottom line of \$4.1 million. When you benchmark that against similar organizations, we are doing quite well—not too many of our sister organizations finished the year in the black. The October revenue numbers look pretty good, although we are seeing a little drop-off on onsite professional development, believed to be the result of the end of some stimulus money.

Assistant Executive Director for Marketing and Member Services Ron Miletta shared additional information on the softness of the market for professional development and some strategies that ASCD is implementing to offset it. Bellamy said that the bottom line for September reflects an improvement over the prior year for the same period, although we took another hit on investments. He noted that he is not overly concerned, as ASCD is not employing these funds for operations, and the current cash position is more than sufficient to meet its current obligations and short-term strategies.

8. Announce appointment of Board nominations committee members.

Healey appointed Laurie McCullough, Joe Goodnack, and Marc Cohen to serve on the 2012 Board nominations committee.

9. Adopt the 2013 Annual Conference theme.

President-Elect Debra Hill distributed copies of her report on the September 8–9, 2011, meeting of the Annual Conference Planning Committee and shared additional highlights from her experience on the committee. Arnold moved, and Jeff Stephens seconded, to adopt the 2013 Annual Conference theme, —Learning: Our Story. Our Time. Our Future.‡ The motion carried.

10. Review plans for the February 2012 Board of Directors retreat.

Carter noted that the February 19–20, 2012, retreat in Palm Springs, California, would coincide with the new Board member orientation session. He reviewed the dates and the schedule of activities, including continued work with The Next Institute staff and designated time for Board discussion. Carter then reviewed the plans for the orientation session for newly elected Board members, which is scheduled for February 18.

11. Receive oral report from ASCD Study Group trip to New Delhi, India.

Immediate Past President Sara Shubel briefed Board members on her participation in a September 2011 study group trip to Delhi, India, which was designed to explore potential

business opportunities for ASCD in India. She shared highlights, challenges, and recommendations for going forward. Carter noted several strategies that ASCD is pursuing in this initiative and said that he would report to the Board on a planned follow-up visit to India in February.

12. Receive update on ASCD's 1,000-day plan: The 2nd 100 days.

Carter referenced the background material, which highlighted recent staff work related to advocacy, partnerships, the Whole Child Initiative, and ASCD's core values. He also reviewed several recent unique activities designed to engage staff, including a series of posters that would highlight those staff persons who especially embodied one of the core values and a day-long staff retreat with The Next Institute staff.

Miletta shared information from a report on ASCD's competitive position in the education market, including data on the relative size of the professional development market, the market share of the key professional development providers, the strength of the ASCD brand, and data related to a recent membership retention study. Carter noted ongoing staff work in two other areas—the whole professional development piece and a model for membership—and he said that he hopes to bring the results of this work to the Board to determine organizational policy implications.

13. Discuss and act on update on the work of the Board Subcommittee on Governance.

Board members reviewed and discussed proposed changes developed by the Board Subcommittee on Governance. Board members reached consensus on three main areas of focus and related changes. Laurie McCullough moved, and Jane Cobia seconded, to convene a Constitutional Review Committee. The motion carried.

14. Receive process observations and President's closing remarks.

Don Viegut reviewed the various agenda items covered during the day and the Board's response. He noted that the beginning introductions were heartfelt. He said that the Consent Agenda process was smooth; and referenced the positive comments shared on the summaries of assessments of the July 2011 meeting. Viegut said that Hill led an informative discussion on the process used to develop the 2013 Annual Conference. The theme sounds and feels like ASCD to him, and her passion is contagious.

Viegut commented on Carter's report on recent activities with staff, including breathing new life into ASCD's core values, and he said that the values books are a great way to keep these values living. The report on the 1,000-day plan provides evidence of strong staff leadership at the top and discipline throughout the organization. The Board's dialogue on the work of the Board Subcommittee on Governance was a great process that engaged the group. Healey then thanked Viegut for his report.

Seltz distributed books to Board members that the Policy unit uses during trips to Capitol Hill to keep notes. She referenced a White House project called We the People that allows anyone to petition the Obama administration to consider a particular issue. In January ASCD plans to submit a petition

to create a children's cabinet, the function of which would be to create greater collaboration among the various service organizations. ASCD will then need to collect 25,000 signatures. When you receive a message about this effort, please add your name and encourage others to add their signatures as well.

Healey reminded Board members to complete the November meeting assessments and thanked everyone for their participation.

Cobia moved, and Gibson seconded, to adjourn the meeting; the motion carried, and the meeting was adjourned at 3:55 p.m.