Board of Directors Meeting  
ASCD Headquarters  
Alexandria, VA  
October 3-5  
Minutes

Attending  
Matt McClure, President (AR); Ronal Butler, Vice President (VA); Nancy Gibson, Immediate Past President (IL); Jon Chapman (DC); Joshua Garcia (WA); Leslie Grant (VA); William Potts-Datema (GA); Lorraine Ringrose (British Columbia, Canada); Benjamin Shuldiner (NY); Pam Vogel (CT)

ASCD Staff  
Deb Delisle, Executive Director and CEO; Deborah Hall, Chief Operations Officer; Theresa Lewallen, Chief Constituent Services Officer; Noah Raskin, Managing Director, Financial Services; Robb Clouse, Managing Director, Digital Content & Publications; Jim Hemgen, Managing Director, Professional Learning Services; Karen Somerville, Managing Director, Membership; Alisa Simmons, Governance Manager

Board members participated in a development session on Saturday, October 3. On Sunday, October 4, Board members participated in a financial training session presented by staff from CliftonLarsonAllen, ASCD’s auditing firm.

Sunday, October 4, 2015
President Matt McClure opened the meeting at 11:00 a.m.

1. Receive the President’s welcoming remarks.
   McClure welcomed Board members and thanked staff for taking time to attend the Board business meeting on a Sunday. He stated that progress was made during the Board development session held the prior day, but there was much more work ahead.

2. Establish the agenda.
   2.A Approve additional agenda items.
       McClure called for any additional agenda items; none were proposed.

   2.B Approve meeting agenda.
       Ronal Butler moved, and William Potts-Datema seconded, to approve the meeting agenda; the motion carried.

   2.C Adopt consent agenda.
       Agenda items 3, 13, and 14 were listed on the consent agenda. Lorraine Ringrose moved, and Nancy Gibson seconded, to approve the consent agenda. The motion carried.

3. Adopt the July 2015 Board of Directors meeting minutes.
   This item was listed on the consent agenda. The motion carried.

   Gibson moved, and Benjamin Shuldiner seconded, to move to Executive Session. The motion carried. McClure asked Deb Delisle, Executive Director and CEO, and Noah Raskin,
Managing Director, Financial Services, to attend the session. Ringrose moved, and Butler seconded, to return to Open Session. The motion carried.

4. **Financial reports.**
   Raskin distributed the unaudited statement of activities for the period ending August 31, 2015, and stated that ASCD’s auditors were in the beginning stages of the audit process and the final report is anticipated to be completed in late November.

   Raskin reviewed the ASCD Reserve Portfolio for FY11–FY15 and noted a decline in FY15 that occurred in August due to fluctuations in the market.

5. **Receive formal review of amended FY16 budget.**
   Raskin briefed the Board on the Budget Committee meeting held in late September with McClure, Budget Committee liaisons Joshua Garcia and Ringrose, Delisle, Theresa Lewallen, Chief Constituent Services Officer, and Deborah Hall, Chief Operations Officer. Raskin distributed a handout of the amended FY16 budget and reviewed the process for developing the amended budget. There was conversation focusing on the following: the budget deficit, the establishment of a pool of funds for new growth opportunities, and strategies to reduce the deficit by possibly utilizing a line of credit secured by short- or long-term reserves. It was emphasized that total transparency would be critical if a line of credit were pursued, and reports generated for the Board would clearly state the uses for the line so that the Board could track how the money is spent strategically.

   Garcia noted that, moving forward, any strategies to reduce the deficit should be grounded in the premise that core expenses would not remain the status quo, and reductions to core expenses were reflected in the amended FY16 budget. He stated that the pool of funds would be a reinvestment in the organization for new opportunities.

6. **Adopt amended FY16 budget.**
   McClure reminded the Board that they approved the FY16 budget at the July 2015 meeting with the requirement that the budget and amendments receive a formal review at the October 2015 meeting. He offered kudos to Raskin and his team for their work on the amended budget but noted they still have a lot of work to do.

   Pam Vogel moved, and Shuldiner seconded, to approve the amended budget. The motion carried unanimously.

7. **Participate in discussion on multiyear strategic financial plan.**
   Delisle and Raskin reviewed the organizational assessment performed over the past 60 days and outlined the robust set of actions to occur in the next 180 days. They highlighted that the internal organizational assessment, conducted by staff, revealed that the Association
   - Failed to execute on new product development opportunities;
   - Was unable to forecast and respond to business opportunities and changing market trends;
   - Has had an inconsistent focus on membership and stakeholders;
   - Witnessed significant senior staff turnover;
- Does not have a partnership strategy; and
- Takes comfort in the status quo.

Additionally, it was noted that there has been a great increase in competition in the market.

Raskin reviewed the actions taken over the past 60 days in response to the organizational assessment.

Delisle reported that the next 180 days would focus on nurturing relationships with stakeholders, forming partnerships, increasing the product development pipeline, and developing a roadmap for FY17–FY19.

Raskin and Delisle noted that there would be an updated report on strategy to discuss at the February 2016 retreat.

8. **Discuss and adopt organizational goals.**
   Vogel moved, and Ringrose seconded, to table the adoption of organizational goals until the February 2016 Board retreat. The motion carried.

   Potts-Datema moved, and Shuldiner seconded, to adjourn for the day. The motion carried. The meeting ended at 4:40 p.m.

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**Monday, October 5, 2015**

McClure opened the meeting at 8:55 a.m. and thanked everyone for the rich discussion and their work the previous day.

Ringrose requested that the February Board retreat be held in a location other than ASCD headquarters, preferably in Canada, if it could be close to budget neutral. McClure suggested that if the Board was going to take a trip, it should include school visits or pursue business development opportunities. McClure asked Potts-Datema and Ringrose to work with ASCD staff to research locations and make a recommendation to the Board.

9. **Discuss and adopt KPIs for ASCD’s organizational goals.**
   Potts-Datema moved, and Grant seconded, to table adopting KPI’s for ASCD’s organizational goals until after the February retreat; the motion carried.

10. **Discuss Board calendar and upcoming committee meetings.**
    McClure requested that staff work with Board subcommittee members to determine a standing meeting time for all Board subcommittees at least three weeks prior to Board meetings. The Board reviewed their calendar and reached consensus on the July 2016 meeting dates.

11. **Receive Board committee reports.**
    11.A **Product Development Committee.**
    Jim Hemgen, Managing Director, Professional Learning Services, reported on Hub and Spoke, regionally located professional development events, and Principal Leadership, a one-year blended learning program aligned to ASCD’s Principal Leadership Development Framework, both launching in FY16. Robb Clouse, Managing Director, Digital Content &
Publications, reported on ASCD myTeachSource, a digital platform with curated content for teachers, scheduled to launch at the Conference on Educational Leadership in October 2015.

11.B Information Technology Committee.
Committee member Potts-Datema reported on ASCD’s technology progress and the updated timeline for the new website launch. He noted recent technology contracts and discussed opportunities to leverage these contracts to enter larger markets.

Committee member Grant reviewed the Q4 engagement results and the staff-developed action plans to increase engagement for each quarter of FY16. Grant noted that the organization is still in transition.

12. Discuss ASCD governance and make-up of Board.
Board Competencies Committee member Shuldiner reviewed results of a survey administered to Board members to rate their competencies in order to make recommendations to the ASCD Nominations Committee.

McClure reviewed the current composition of the Board and ASCD’s constitutional changes, adopted in 2012, and the rationale behind each change.

12.C Discuss direction for the ASCD Nominations Committee.
Ringrose, Board liaison to the ASCD Nominations Committee, reviewed the agenda for the committee training, scheduled for October 8–9, and asked for input from Board members on the priorities for recruitment. The Board participated in a discussion on the Board competencies and direction for the Nominations Committee.

Board members discussed the importance of having directors from various backgrounds and professions to ensure that the Board, as a group, has a wealth of experiences to inform its decisions. The Board recommended that the ASCD Nominations Committee consider the following when identifying nominees for the slate of candidates:

- Diversity, which the Board defines broadly to include race, ethnicity or nationality, gender, age, geographic location, and professional experiences or roles
- Members currently working in a school on a daily basis
- Financial management oversight and demonstrated experience applying financial and business acumen to accomplish the strategic priorities of an organization
- Leading and managing transformational change and using data and research to support strategic decision making
- Working knowledge of potential technology to support and enhance learning, teaching, and leading

13. Adopt proposed ASCD policy on elections.
This item was listed on the consent agenda. The motion carried.

**ASCD Election Policy 305.2**
305.2 To protect the integrity of elections and the privacy interests of the general membership in their voting decisions, the vote tally of the General Membership Election, including the number of votes each candidate receives as certified by the independent accounting firm and any individual member’s voting record, shall not be disclosed to any member or nominee, with the exception of the Executive Director and their appointed designee.

14. Receive and vote on the recommendation from the Position Advisory Committee.
The Position Advisory Committee recommended that an ASCD Forum be conducted on the topic titled “Learning for All = Teaching for All.” The ASCD Forum will help identify the challenges, benefits, and strategies of culturally responsive teaching and learning by soliciting the input of educators from around the globe.

This item was listed on the consent agenda. The motion carried.

15. Receive update on Legislative Committee.
David Griffith, Senior Director, Public Policy, joined the meeting and shared information on the Legislative Committee meeting held on Friday, October 2–3. The committee attended several briefings on Capitol Hill before they met at ASCD headquarters to discuss the direction for 2016 legislative priorities and how to position ASCD. Griffith noted that the policy recommendations would be federally relevant and would also apply to individual states. Griffith also noted that the legislative agenda is premised on the whole child approach to education, and the committee’s general interest is to be more specific in the next year and make more direct connections on the local, state, and federal levels. The Legislative Agenda will be released at the Leadership Institute for Legislative Advocacy (LILA) in January 2016.

Committee member Shuldiner thanked Griffith and the Policy team for their work over the years and specifically for the day on Capitol Hill. Shuldiner noted ASCD’s positive reputation on the Hill and that ASCD is respected on both sides of the aisle.

Delisle stated that ASCD is considering sending an invitation to the education advisors of the presidential candidates to have an open dialogue for ASCD leaders at Annual Conference.

Debbie Brown, Senior Director, Conferences, and Rob Webb, Director, Meetings & Travel Services, presented an update on the 71st Annual Conference, to be held April 2–4, 2016, in Atlanta, Ga. Brown reported that the number of general sessions was increased from three to five and the number of sessions was reduced from 350 to 250. She stated that conference sessions will be organized into distinct learning paths to assist participants in effectively planning their time. The learning paths are as follows:

- Instructional Strategies
- Assessment
- Teacher Leadership and Effectiveness
- Principal Leadership and Effectiveness
- Student Engagement
- Whole Child
- Data Management
- Special Populations
- Poverty and Equity
- Technology
- Math Strategies/Standards
- ELA Strategies/Standards
Brown stated there would be several new networking opportunities including “Meet, Greet and Off to Eat,” which will replace the traditional welcome reception. The event will take place on Friday, April 1, from 5:00–6:00 p.m., at the Georgia World Congress Center, and provide an opportunity for participants to gather into small groups and have dinner together at participating Atlanta restaurants, which will offer discounted prices to groups of five or more.

Webb reviewed the contract renegotiations for upcoming Annual Conference locations for 2019 and beyond. Webb reported that new conference locations include Washington, D.C., Chicago, and Denver and that significant savings are realized by having the Annual Conference move among three cities rather than random cities across the country.

Deborah Hall, Chief Operations Officer and Theresa Lewallen, Chief Constituent Services Officer, invited and encouraged Board members to serve as ambassadors at ASCD’s Annual Conference in Atlanta. This will allow the Board to champion ASCD’s mission and brand beyond its current base of members, customers, stakeholders, and partners by raising awareness of ASCD and its programs.

Shuldiner moved, and Ringrose seconded, to move to Executive Session. The motion carried. (Agenda item 17, “Receive Executive Director’s oral report on personnel and legal matters as needed,” was discussed in Executive Session). Ringrose moved, and Butler seconded, to return to Open Session. The motion carried.

17. **Receive President’s closing remarks.**
   McClure thanked Board members for their work.

Vogel moved, and Gibson seconded, to adjourn. The motion carried and the meeting was adjourned at 4:30 p.m.