



**NAGC BOARD OF DIRECTORS
BI-ANNUAL MEETING
Thursday, November 9, 2005
8:00 am – 5:30 pm
Mezzanine Ballroom
Seelbach Hilton Hotel
Louisville, KY**

MINUTES

I. CALL TO ORDER

Chair VanTassel-Baska called the meeting called to order at 8:00 a.m. with introductions, acknowledgements and a welcome to new members. VanTassel-Baska asks members to brainstorm during the lunch hour on how NAGC can further help hurricane victims in addition the book drive at convention.

Present: Joyce VanTassel-Baska, Del Siegle, Rick Olenchak, Tracy Cross, Ann Robinson, Jeanne Purcell, Rena Subotnik, Carolyn Callahan, Arlene DeVries, Frederick Ladts, Bonnie Cramond, Felicia Dixon, Marcia Gentry, Thomas Hébert, Mary Landrum, Robert Seney, Diana Reeves, Laurence Coleman, Patricia Hollingsworth, Sylvia Rimm, Virginia Burney, Chris Nobbe, Cindy Sheets, Sandra Kaplan, Donna Ford, Michael Thompson, Karen Rogers, and Jann Leppien.

Governance Task Force: Carol Tomlinson, Sidney Moon

Staff for entire meeting: Nancy Green, Karol Scher

Staff present for Strategic Plan discussion: Jane Clarenbach, Robin Schader, Becky Eckert, Brent Mundt

Staff present for finance discussion: Andy Bassett

II. APPROVAL OF MINUTES/AGENDA

Purcell proceeded to request the approval of the March 2005 Executive Committee minutes and ask for comments. Callahan asked that we be more specific on noting corrections to NAGC minutes and official documents, using the example of including the previous language, lining it out, then writing in the new language. She also made two comments about the minutes: (1) for the student awards, they stated “calendar year” timeframe – should be January of the year of the award, not just January 2004; and (2) under the Election Committee section, we are reviewing “nominations” not “ballots”.

Motion: That the Board of Directors’ meeting minutes of March 2005 be approved with the changes.

M – Coleman

S – Seney

Motion unanimously approved.

Approval of Agenda

VanTassel-Baska called for approval of the updated Board meeting agenda distributed immediately prior to the start of the meeting.

Motion: That the revised agenda be approved for the Board meeting.

M – Seney

S – Purcell

Motion unanimously approved.

III. STRATEGIC PLAN CRITICAL ISSUES DISCUSSION

VanTassel-Baska provided instructions on the SWOT (Strengths, Weaknesses, Opportunities, and Threats) analysis to be used for annual updating of the Strategic Plan. Groups then discussed the plan goals of advocacy, leadership development, public awareness, and enhanced competency for 30 minutes, followed by 5-minute presentations from each group. The results of these presentations are included as Attachment A to these minutes.

VanTassel-Baska also asked the groups to consider the following questions:

- Disenfranchised groups – what are we doing to reach them and how seriously are we taking our mission to help them?
- How can we learn from ourselves and use our expertise?
- Passion exists within NAGC and within ourselves: how do we mobilize this passion through the strategic plan?
- Networks – how can we better develop and use them to move our goals forward?
- How can we create messages that are in coherent frameworks to reflect the goals of the strategic plan?

Green added that we should consider tapping the power of our state affiliates as we work together to achieve the same public awareness goals. Olenchak expressed concern that we continue to be diffused – we should present a more homogenous message outside NAGC. Diversity is healthy, but our message should be unified.

IV. GOVERNANCE TASK FORCE

VanTassel-Baska introduced the report submitted by the Governance Task Force after a year of work with consultant Sandy Hughes. She noted the significance of the report in moving NAGC ahead—from an operational board to a policy board, from a focus on process to a focus on strategic discussion, from board control to decentralized control that includes other important volunteer bodies. She clarified that the proposal would not affect present and newly elected board members, or current and newly elected officers – but what is at stake is the future governance of the organization.

Carol Tomlinson thanked Olenchak for the opportunity to work with the Governance Task Force (GTF), echoed VanTassel-Baska's comments, and gave a history of how the GTF was conceived and appointed. She also described the GTF's relevance to the Strategic Plan through Goal 5, Leadership Development, and Goal 7, Organizational Effectiveness. Tomlinson introduced the other GTF committee members (Sidney Moon, Barbara Clark, Joyce VanTassel-Baska, Jonathan

Plucker, Ginny Burney, Jeanne Purcell, and Rick Olenchak) and gave the history of their work together. Tomlinson noted the key principles that guided the work of the GTF:

- That the new governance plan support the concept of a unified NAGC.
- That the new governance plan provide more opportunities than are currently available for those with an interest in the field of gifted education and the work of NAGC to become involved with that work.
- That the NAGC Board of Directors be a governing board rather than an operational one.
- That the NAGC Board of Directors be smaller in size—in the interest of creating a more visionary, engaged and accountable board.
- That the new governance plan provide more opportunities for meaningful leadership development, active participation, and leadership in NAGC than are currently available.
- That the plan clarify roles and responsibilities of all facets of the organization and for those who fill its key roles.
- That the process begin from a zero-based approach to policies and procedures to reflect a “new” future-focused organization.
- That the governance changes occur during a defined transition period so that current leaders have the opportunity to fulfill their leadership commitments.

Tomlinson went on to present the individual GTF recommendations. Leppien wondered if the suggested total of 15 board members was inclusive of officers – the answer was yes. VanTassel-Baska thanked Tomlinson for her report and commented on the difficulty of this subject, including the implications. She then discussed the Executive Committee’s friendly amendments, which came as a result of diverse perspectives and healthy discussion. VanTassel-Baska stressed that what the Board has in front of them is the original GTF report, with the Executive Committee’s suggested changes noted separately.

Motion: To accept the Governance Task Force Report

M – Seney

S – Purcell

Motion unanimously approved.

Discussion followed. Green noted that the Duality of Interest Policy in the Appendix is a sample. The Duality of Interest Policy specific to NAGC will be brought to the Board in March. Gentry was concerned about available time on the agenda for discussion on such an important item. VanTassel-Baska acknowledged Gentry’s concern, and explained that the report from the Governance Task Force reflects extensive deliberations, which the Executive Committee then further considered. Therefore, the proposal presented to the Board was not an attempt to start at ground zero, but rather from a higher point in the process after considerable time, outside input, and effort. Nobbe agreed with VanTassel-Baska that the Board was not charged with working through this from scratch, but to react to the best thinking of others.

As a point of order, VanTassel-Baska asked the Board to first consider the Executive Committee’s amendments to the document, and then review the document as a whole.

Motion: Amend the **Board of Directors – Composition, Terms, and Tenure Recommendations A.** as follows: Omit “a maximum of” from “Reduce the size of the Board of Directors to a maximum of 15 members” and add “inclusive of officers.”

M – Olenchak

S – Burney

APPROVED LANGUAGE: A. “Reduce the size of the Board of Directors to 15 members inclusive of officers.”

Discussion followed. VanTassel-Baska said “maximum” was used to be consistent. Callahan wondered if it was a full 15 members at all times or was it for another group to decide on the amount of members. Siegle clarified that it would suggest a direction for the nominating group, but using the fixed amount of members. Robinson discussed the difference between elected and appointed positions on the proposed new board. Moon provided a different view, explaining that Consultant Sandy Hughes’ size recommendation was 8-12 members, that 15 was the high end. Moon favors the flexibility of being able to add members as needed, which makes the case for the phrase “a maximum of.” Leppien suggested that this objective could be achieved through a special committee as defined in the document.

Purcell thanked Tomlinson for her work and mentioned that the GTF had another layer of complexity in their task – they examined several governance models and what boards currently do. She said that as the GTF tackled the concept of downsizing the board, they also considered a structure that would create additional leadership opportunities. Green discussed the collected research on other association boards, which typically operate with 12-15 members. She said the nature of boards has changed with Sarbanes-Oxley, and the accountability climate is much different now than 10 years ago. Thompson expressed concern that the smaller the group the greater risk of uniformity of view. Landrum agreed, stressing a larger number can offer more diversity for a board.

Siegle called for the question and a vote was taken.

3 abstentions: Callahan, Gentry, and Landrum

Motion approved.

Discussion followed for B. – holding at least three face-to-face meetings per year. VanTassel-Baska discussed alternative methods of communication, including conference calls and emails. Gentry brought up the option of video conferencing. Green addressed the added budget implications, which are fairly even, comparing a cost of \$500/each for 15 Board members three times per year compared to current full board of 28 with \$500/each twice per year, plus additional Executive Committee expenses.

Friendly Amendment: Take out the sentence, “One of the meetings being an Annual Retreat.” (Burney)

Friendly Amendment: Hyphenate face-to-face. (Gentry)

APPROVED LANGUAGE: B. “Hold at least three face-to-face board meetings a year.”

Motion: Amend the **Board of Directors – Composition, Terms, and Tenure Recommendations C.** regarding length of term to read as follows: “Implement Board terms of three years with a maximum of two terms.”

M – Cross

S – Olenchak

Discussion followed. Thompson wanted clarification that once one served two terms, Board service has ended. VanTassel-Baska confirmed that this was the recommendation. Tomlinson said there was no transition plan in place, but the intent was that no one would be harmed by transitioning to a new board structure. She said the NAGC Bylaws committee would operationalize the recommendations by developing appropriate bylaws and policies. Tomlinson further clarified that a 2-year term provides greater opportunity to rotate in new members, and that in the other scenario of 3-year terms, a Board member could potentially serve two, 3-year terms in addition to being an officer—a much longer tenure. Subotnik said it would be helpful to specify consecutive terms or not. Gentry was concerned about the small pool of volunteers, and wondered if the eligibility requirements for the entire board would be changed. Callahan commented that the committees and task forces currently are disjointed from the board, but if they were more involved and we’re pulling new board members from this pool, then the time to get up-to-speed would be shortened.

Callahan called for the question and a vote was taken.

Yes – 12

No – 13

Amendment failed.

APPROVED LANGUAGE: C. “Implement board terms of two years with a maximum of two terms.”

The Board transitioned to a working lunch break. Upon return to discussion, the Board agreed as a body to limit the rest of the discussion to one hour and carry the rest of the incomplete items over until March.

Motion: Amend the **Board of Directors – Composition, Terms, and Tenure Recommendations E.** by adding the title “Past President” to the list of officers.

M – Robinson

S – Hollingsworth

Discussion followed.

Friendly Amendment: Add the Past President as ex-officio (Nobbe)
(To preserve memory of the work of the board.)

Siegle said NAGC could potentially have an entirely new board every 2 years. VanTassel-Baska said that the intent of GTF was that the VP would not necessarily move into the office of president. She clarified that this ex-officio would be a 16th person, but a non-voting member. Coleman expressed concern that conceivably someone could be president having never served on the BOD. Green and VanTassel-Baska said the next stage of bylaws development would be to determine the qualifications for office. Moon reminded that the GTF intended the board to select officers, so they would be qualified. If they run for office, then qualifications should be listed.

Siegle called for the question and a vote was taken.
Motion unanimously approved.

APPROVED LANGUAGE: E. “Officers should be: President, Past President (Ex Officio), Vice President, Treasurer, and Governance Secretary. Eliminate the Finance Secretary, Parliamentary Secretary, President-Elect, and Divisions Secretary.”

Discussion continued through G. of first section. Ladt was uncomfortable with eliminating some of the current representative seats on the board, e.g. parent, teacher. Reeves brought up the fact that there should be a state affiliate representative on the Board.

Motion: Amend the **Operational Guidelines: Governance Effectiveness H.** as follows:
Change the phrase to “NAGC Officers will be elected by the membership.”

M – Siegle

S – Nobbe

Discussion followed. Siegle strongly expressed the importance of NAGC membership involvement in the election of officers. Green said that in the scenario recommended by the GTF, the Board would task a nominating committee to bring diverse candidates to the table. Hébert asked if the nominating committee is a recruiting committee – Green said, yes. Many on the Board wondered who this committee would be. Tomlinson said this appointed board committee would draw nominees from a pool of people, who put their names in as interested for possible election. She said this committee would continually recruit for NAGC leadership, not just for elections. Ford asked for clarification regarding the diversity of members. VanTassel-Baska clarified that it is not only race, but gender, geography, ethnicity, etc., as well as role and constituency base.

Hollingworth called for the question and a vote was taken.
Motion unanimously approved.

APPROVED LANGUAGE: H. “NAGC Officers will be elected by the membership.”

Friendly Amendment: Ensure that there is a process that the Board can use to include diverse stakeholders, such as parents, state affiliates, economically and culturally diverse individuals, and new leaders. (Callahan)

Discussion. Moon favored a combination of open elections and some appointed positions to accomplish strategic goals. Ladt suggested that the president be able to appoint a set number of positions. Siegle also expressed favor for a combination of open elections and appointed positions.

Friendly Amendment: A portion of the board would be elected by the membership and a portion would be appointed to ensure representation. (Siegle) (Now I. under Board of Directors section.)

VanTassel-Baska called for a vote on the two friendly amendments.
4 board members opposed.
Amendments approved.

APPROVED LANGUAGE: G. “Ensure that there is a nominations process that the Board can use to include diverse stake holders, such as parents, state affiliates, economically and culturally diverse individuals, and new leaders.” (This language replaces G. on page 9 of the report.)

Board then agreed that the remainder of areas to be discussed will carry over until March, with permission granted to staff and GTF to discuss new models with divisions and affiliates and get their input. VanTassel-Baska suggested making a motion that would allow the Bylaws Committee to begin work crafting new bylaws on the section of the document now approved.

Motion: That the Bylaws Committee begin to develop revisions to the current bylaws to reflect the recommendations of the Governance Task Force in **Bylaws A.** that have been approved by the Board of Directors.

M – Seney

S—Sheets

Motion unanimously approved.

Motion: To accept November Board book item 5.21 Whistleblower Policy (with editing changes).

M – Ladit

S – Purcell

Motion unanimously approved.

Motion: To accept November Board book item 5.22 Document Destruction.

M – Robinson

S – Siegle

Motion unanimously approved.

Motion: To approve the recommendations in Section 1, as amended and discussed (A., B., D., E., F., G., H., and I.), in the Governance Task Force report.

M – Thompson

S – Olenchak

5 opposed

Motion approved.

V. APPROVAL OF CONSENT AGENDA

Motion: To approve the consent agenda.

M – Purcell

S – Robinson

Motion unanimously approved.

VI. PRESIDENT’S REPORT

VanTassel-Baska discussed the State Policy initiative and how it brings together key input on advocacy (state affiliates) and policy (state directors). She mentioned some of the highlights of the new *State of the States* report distributed to the Board. Areas of growth to acknowledge:

Pennsylvania with two full time people and expanded dollars for gifted education; Massachusetts Leadership Summit; Wisconsin to replicate the Massachusetts superintendents' meeting model; and finally, NAGC's Superintendent Forum in Louisville.

VanTassel-Baska also discussed the NCATE initiatives and the new CD-ROM, which contains the standards and the research support document. VanTassel-Baska expressed appreciation to Siegle, who burned the CDs and donated them to the University Network. Callahan suggested getting involved with TEAC in addition to NCATE. VanTassel-Baska said that key members of the NAGC Board are now trained as NCATE examiners, but that approval for NCATE-revised standards may be moved from 2006 to 2008, best case possibly 2007. She discussed the grant NAGC received from the Jack Kent Cooke Foundation, which will fund an invitational conference in Spring 2006, to include a follow-up report on low income minority students.

Committees and Task Forces

VanTassel-Baska discussed her appointments for new leadership, and recommended the following:

1. Diversity Council – Move to a permanent group structure. Comprised of other committees and task forces that have completed their work but should have a new focus.
2. Rename the Finance Committee to the “Finance & Audit Committee” to keep NAGC in compliance with Sarbanes-Oxley.
3. Make the Hollingworth Committee a sub-group under the Awards Committee.
4. Create an Administrator's Task Force – tap into district level decision making and outreach to decision makers we have not reached in the past.
5. Create a Math/Science Task Force.

Motion: To approve the creation of the Diversity Council, the newly renamed Finance & Audit Committee, the status change of the Hollingworth Committee, and the creation of both the Administrator's Task Force and the Math/Science Task Force.

M – Leppien

S – Olenchak

Motion unanimously approved.

Finally, VanTassel-Baska shared her choices for the President's Award (Mihalyi Csikszentmihalyi) and the Ann Isaacs Founders Award (Jim Gallagher).

Position Papers

VanTassel-Baska reported that the Executive Committee discussed position papers at their meeting the day before. She then passed out a status report of position paper decisions from that meeting. (Refer to Attachment B of these minutes.) VanTassel-Baska extended an invitation to Karen Rogers to update the Ability Grouping paper. She then discussed the new 4-step process for papers, the list of key topics for new papers, and thoughts behind the choices.

Friendly Amendment: Position Papers will be reviewed by Publications Committee before presenting to full board. (Gentry)

Ford raised the point that some subjects become more or less important depending on audience. VanTassel-Baska said that a full literature review would be done for each topic. Early Childhood

position paper status was discussed and Laura Beltchenko recognized for her efforts thus far with the paper.

VII. NATIONAL OFFICE REPORT

Green updated the Board on convention statistics for Louisville.

- As a result of board approval, NAGC has received 1,069 new members through conference registration.
- 100 Superintendents, mainly from Kentucky, will be coming to the half-day Forum sponsored by the College Board.
- Convention preliminary program mailed to members two months earlier than previous years. (2,585 full registrants as of 11/9/05.)
- Only 60 people signed up for parent day, while 872 registered for Board institutes—lower than last year. A total of 408 registered for division institutes.
- *State of the States* 2004-2005 report completed in time for conference; separate Executive Summary promotional brochure developed.

Burney commented positively on the Web access to convention content. Purcell commended Green and staff on a job well done. Green went on to detail further staff accomplishments:

- New Web site completed with separate parent and teacher area.
- Gifted Resource Specialist has been positive for the national office.
- Outsourced IT, proposal management process, and registration this year.
- Branding effort successful with new logo – good feedback.

Green expressed the need to diversify revenue in light of stepped up marketing and content with no real attendee growth at conference. She also discussed the trial parent subscription model for PHP in Indiana and Colorado, as well as a Mensa joint offer of a \$16.99/year parent membership.

Proposed Central Office Membership Model

VanTassel-Baska directed the Board to the proposed central office membership model in their Board books.

Motion: To accept the proposed central office membership model.

M – Robinson

S – Seney

Discussion followed. Green explained the proposed central office membership model. Callahan suggested offering a new publication every year with renewal to make rejoining attractive. Reeves suggested one member should be a decision maker, such as an administrator. Gentry suggested looking into the pricing structure. Leppien said that parents are more locally bound than national, so they may favor their state or local group versus our national organization.

Olenchak called for the question and a vote was taken.

Motion unanimously approved.

VIII. FINANCIAL REPORT

Finance Secretary Ann Robinson reported on the newly constituted Finance and Audit Committee and reviewed its charge. As part of her report, she also provided highlights of the Sarbanes-Oxley Act and Financial Responsibilities of Nonprofit Boards, both included as handouts in the board materials. She went on to point out that most experts agree that one year's operating expenses are an appropriate level of reserves for most nonprofit organizations.

Finance Secretary Robinson also shared background regarding the change in the audit firm. (Item 9.2) The new firm, Gelman, Rosenberg & Freedman, will provide audit and tax services for the fiscal year ending August 31, 2005, and for the two years thereafter. An update on current NAGC Investments was also provided. Reserves current stand at \$3 million or 1.5 times the annual operating budget.

The report ended with a board discussion regarding financial philosophy. As Robinson reviewed the FY06-07 budget cycle and planning timeline, she requested guidance from the Board on its comfort level with various budgeting scenarios, including presenting a balanced or "break-even" budget versus the concept of "investment" budgeting, which involves using reserves to invest in longer-term infrastructure or specific projects. The Board agreed that more time is needed to review this issue, particularly in the context of actual program choices, which is how the budget discussion will be approached in March.

IX. PROFESSIONAL DEVELOPMENT PLAN

Education Commission Chair Jeanne Purcell reviewed the highlights of the Education Commission Professional Development Plan, and how it was developed. Specific action items as outlined in the report include:

Professional Achievement Certificate (PAC) Program

ACTION: Need for evaluation of the benefits and effectiveness of this program in its current state.

Topic Packs

ACTION: Need to evaluate, refine, and expand the current selection to better educate key audiences about how to implement the NAGC standards and better meet our members' needs.

Regional Institute Model

ACTION: Re-examine and retool the regional seminar model.

Comprehensive Affiliate Support

ACTION: NAGC explore the writing and publication of this resource (as a handbook, CD-Rom, or Internet resource).

Chapter Chats

ACTION: Investigate the possibility of hosting online chats driven by selected readings from NAGC service publications, and "webinars" to meet the specific needs of our members.

Motion: To approve the initiatives suggested by the Education Committee without committing additional funds during this budget year.

M – Dixon

S – Siegle

Discussion followed. Olenchak offered a location free of charge to NAGC to conduct a regional seminar. Siegle suggested that Board members use the advocacy toolkit when they make a presentation as part of the Board speakers program. Siegle also encouraged an open call for presenters for the programs. Cramond suggested a regional workshop in an area that was destroyed by the hurricane. Callahan suggested working with the California Association for the Gifted to co-publish their already created document – a revision of the advocacy guidebook possible. Reeves mentioned piggy backing on state conferences – a built-in audience.

Siegle called for question and a vote was taken.

Purcell abstained.

Motion approved.

Motion to adjourn: VanTassel-Baska

S – Purcell

Motion unanimously approved.

Chairman VanTassel-Baska adjourned the meeting at 5:30 p.m.

IV. GOVERNANCE TASK FORCE

VanTassel-Baska introduced the report submitted by the Governance Task Force, after a year of work with consultant Sandy Hughes. She noted the significance of the report in moving NAGC ahead—from an operational board to a policy board, from a focus on process to a focus on strategic discussion, from board control to decentralized control that includes other important volunteer boadies. She clarified that the proposal would not affect present and newly elected board members, nor current and newly elected officers – but what is at state is the future governance of the organization.

Carol Tomlinson thanked Olenchak for the opportunity to work with the Governance Task Force (GTF), echoed VanTassel-Baska’s comments, and gave a history of how the GTF was conceived and appointed. She also described the GTF’s relevance to strategic plan: Goal 5, Leadership Development, and Goal 7 Organizational Effectiveness. Tomlinson introduced GTF committee members and gave the history of their work together. She notes the key principles which guided the work of the GTF. (Karol, please add these)

Tomlinson went on to present the individual GTF recommendations. Leppien wondered if the 15 suggested total of board members is inclusive of officers – the answer was yes. VanTassel-Baska thanked Tomlinson for her report and commented on the difficulty of this subject, including the implications. She then discussed the Executive Committee’s friendly amendments, which came as a result of diverse perspectives and healthy discussion. VanTassel-Baska stressed that what the Board has in front of them is the original GTF report, with the Executive Committee’s suggested changes noted separately.

Motion: To accept the Governance Task Force Report

M – Seney

S – Purcell

Motion passed.

Discussion followed. Green noted that the Duality of Interest appendix is a sample. The Duality of Interest Policy specific to NAGC will be brought to the Board in March. Gentry was concerned about available time on the agenda for discussion on such an important item. VanTassel-Baska acknowledged Gentry’s concern, and explained that the report from the Governance Task Force reflects extensive deliberations, which the Executive Committee then further considered. Therefore, the proposal presented to the Board was not an attempt to start at ground zero, but rather from a higher point in the process after considerable time, outside input and effort. Nobbe agreed with VanTassel-Baska that they’re not here to work though this from scratch but to react to the best thinking of others.

As a point of order, VanTassel-Baska asked the Board to first consider the Executive Committee's amendments to the document, and then go back to review the document as a whole.

Motion: That in **Board of Directors – Composition, Terms, and Tenure Recommendations** the phrase “a maximum of” be omitted from “Reduce the size of the Board of Directors to a maximum of 15 members” and that the phrase “inclusive of officers,” be added.

M – Olenchak

S – Burney

APPROVED LANGUAGE: A. Reduce the size of the Board of Directors to 15 members inclusive of officers.

Discussion followed. VanTassel-Baska said “maximum” was used to be consistent. Callahan wondered if it was a full 15 members at all times or was it for another group to decide on the amount of members. Siegle clarified that it would suggest a direction for the nominating group, but using the fixed amount of members. Robinson discussed the difference between elected and appointed positions on the proposed new board. Moon provided a different view, explaining that Consultant Sandy Hughes' size recommendation was 8-12 members, that 15 was the high end. Moon favors the flexibility of being able to add members as needed, which makes the case for the phrase “a maximum of.” Leppien wondered if that objective could be achieved through a special committee as defined in the document.

Purcell thanked Tomlinson for her work and mentioned that the GTF had another layer of complexity in their task –they examined several governance models and what boards currently do. She said that as the GTF tackled the concept of downsizing the board, they also considered a structure that would create additional leadership opportunities. Green discussed the collected research on other association boards, which typically operate with 12-15 members. She said the nature of boards has changed with Sarbanes-Oxley, and the accountability climate is much different now than 10 years ago. Thompson expressed concern that the smaller the group the greater risk of uniformity of view. Landrum agreed, stressing a larger number can offer more diversity for a board.

Siegle called for the question and a vote was taken.

3 abstain: Callahan, Gentry, Landrum

Motion passes.

Discuss “B” – holding at least three face-to-face meetings per year. Joyce discussed alternative methods of communication, including conference calls and emails. Gentry brought up the option of video conferencing. Green addressed the added budget implications – she said it was an even tradeoff, a cost of \$500/each for 15 Board members three times per year compared to current full board of 28 with \$500/each twice per year, plus additional Executive Committee expenses..

Friendly Amendment: Burney suggested taking out the sentence, “One of the meetings being an Annual Retreat.”

FA: Hyphenate face-to-face. (Gentry?)

APPROVED LANGUAGE: Hold at least three face-to-face board meetings a year.

Motion: That in **Board of Directors – Composition, Terms, and Tenure Recommendations** “C” that the phrase be changed to “Implement Board terms of three years with a maximum of two terms.”

M – Cross

S – Olenchak

Discussion followed.

Thompson wanted clarification that once one served two terms, Board service has ended. Yes, VanTassel-Baska confirmed that this was the recommendation. Tomlinson said there was no transition plan in place, but the intent was no one would be harmed by transitioning to a new board structure. She said the NAGC Bylaws committee would start from scratch with new bylaws. Tomlinson further clarified that a 2-year term provided greater opportunity to rotate in new members, and that in the other scenario of 3-year terms, a Board member could potentially serve two, 3-yr terms in addition to being an officer—a much longer tenure. Subotnik said it would be helpful to specify consecutive terms or not. Gentry was concerned about the small pool of volunteers, and wondered if the eligibility requirements for entire board would be changed. Cramond agreed with Gentry, and doesn’t want to exclude the wisdom of the members who have served for many years. Callahan commented that the committees and task forces currently are disjointed from the board, but if they were more involved and we’re pulling new board members from this pool, then the time to get up to speed would be shortened.

Callahan called for question and a vote was taken.

Yes – 12

No – 13

Amendment fails.

APPROVED LANGUAGE: C. Implement board terms of two years with a maximum of two terms.

The Board transitioned to a working lunch break. Upon return to discussion, the Board agreed as a body to limit the rest of the discussion to one hour and carry the rest of the incomplete items over until March.

Motion: That in **Board of Directors – Composition, Terms, and Tenure Recommendations** “E” the title “Past President” be added to the list of officers.

M – Robinson

S – Hollingsworth

Discussion followed.

FA: Add the Past President as ex-officio (Nobbe)
(To preserve memory of the work of the board.)

Siegle said NAGC could potentially have an entirely new board every 2 years. VanTassel-Baska said that the intent of GTF was that the VP would not move into Pres role – it is not present pres-elect position. She clarified that this ex-officio would be a 16th person, but a non-voting member. Coleman concerned that conceivably someone could be president having never served on the BOD. Green and VanTassel-Baska said the next stage is bylaws development would be to determine the qualifications for office. Moon reminded that the GTF intended the board to select officers, so they would be qualified. If they run for office, then qualifications should be listed.

Siegle called for question and a vote was taken.
Motion passed unanimously.

APPROVED LANGUAGE: E. Officers should be: President, Past President (Ex Officio), Vice President, Treasurer, and Governance Secretary. Eliminate the Finance Secretary, Parliamentary Secretary, President Elect and Divisions Secretary.

Discussion continued through G of first section. Ladt was uncomfortable with eliminating some of the current representative seats on the board. E.g. parent, teacher. Reeves brought up the fact that we should have a state affiliate representative.

Motion: That in Operational Guidelines: Governance Effectiveness “H” the phrase be changed to “NAGC Officers will be elected by the membership.”
M – Siegle
S – Nobbe

Discussion. Siegle strongly expressed the importance of NAGC membership involvement in the election of officers. Green said that in the scenario recommended by the GTF, the Board would task a nominating committee to bring diverse candidates to the table. Hébert asked if the nominating committee is a recruiting committee – Green said, yes. Many in Board wondered who this committee would be. Tomlinson said this appointed board committee would draw nominees from a pool of people, who put their names in as interested for possible election. She said this committee would continually recruit for NAGC leadership, not just for elections. Ford asked for clarification regarding the diversity of members. VanTassel-Baska clarified that it is not only race, but gender, geography, ethnicity, etc. depending on area, such as constituency.

Hollingworth called for the question and a vote was taken.
Passed unanimously.

APPROVED LANGUAGE: H. NAGC Officers will be elected by the membership.

FA: Ensure that there is a process that the Board can use to include diverse stakeholders, such as parents, state affiliates, economically and culturally diverse individuals, and new leaders. (Callahan)

Discussion. Moon favored a combination of open elections and some appointed positions to accomplish strategic goals. Ladt thought that the president should be able to appoint a set number of positions. Cross wondered if voting on BOD would take away flexibility of board. Siegle favored a combination of open elections and appointed positions.

FA: A portion of the board would be elected by the membership and a portion would be appointed. (Siegle) (now “I” under Board of Directors section)

Voting

4 opposed.

Amendments carried.

APPROVED LANGUAGE: G. Ensure that there is a nominations process that the Board can use to include diverse stake holders, such as parents, state affiliates, economically and culturally diverse individuals and new leaders. (replace G. on page 9 of the report)

Board then agreed that the remainder of areas to be discussed will carry over until March, with permission granted to staff and GTF to discuss new models with divisions, affiliates, etc. and get their input. VanTassel-Baska suggested making a motion that would allow the Bylaws Committee to begin work crafting new bylaws on the section of the document now approved.

Motion: From Bylaws section “A”: Propose revision of the bylaws to reflect the Governance Task Force recommendations that have been approved by the Board of Directors.

M – Seney

S—Sheets

Passed unanimously.

Motion: To accept 5.21 Whistleblower Policy (with editing changes).

M – Ladt

S – Purcell

Unanimously carries.

Motion: To accept 5.22 Document Destruction.

M – Robinson

S – Siegle

Unanimously carried.

Motion: To accept section 1, A-I in the Governance Task Force report as discussed and amended.

M – Callahan

S – Del

5 opposed

Motion passed.

Motion: To approve the recommendations within the report as amended and discussed, section 1, A through I in Governance Task Force report.

M – Thompson

S – Olenchak

5 opposed

Motion carried.



**NAGC BOARD OF DIRECTORS
BI-ANNUAL MEETING
Saturday, March 25, 2006
8:00 am – 5:30 pm
Old Georgetown Room
Bethesda Hyatt Hotel
Bethesda, MD**

MINUTES

I. CALL TO ORDER

Chair VanTassel-Baska called the meeting called to order at 8:02 a.m. with introductions and acknowledgements.

Present: Joyce VanTassel-Baska, Del Siegle, Rick Olenchak, Tracy Cross, Ann Robinson, Jeanne Purcell, Rena Subotnik, Carolyn Callahan, Arlene DeVries, Frederick Ladt, Bonnie Cramond, Felicia Dixon, Thomas Hébert, Robert Seney, Diana Reeves, Laurence Coleman, Patricia Hollingsworth, Sylvia Rimm, Virginia Burney, Christine Nobbe, Cindy Sheets, Sandra Kaplan, Donna Ford, Michael Thompson, and Jann Leppien.

Absent: Marcia Gentry, Karen Rogers, and Mary Landrum

Bylaws Committee: Sidney Moon

Staff: Nancy Green, Karol Scher, Andy Bassett, Jane Clarenbach

Guest for Audit Report: Terri Marrs McNight of Gelman, Rosenberg & Freedman

II. APPROVAL OF MINUTES

Purcell requested the approval of the November 2005 Board minutes. There were no corrections or additions requested.

Motion: That the Board of Directors' meeting minutes of November 2005 be approved.

M – Purcell

S – Robinson

Motion unanimously approved.

III. APPROVAL OF AGENDA

VanTassel-Baska called for approval of the updated Board meeting agenda distributed immediately prior to the start of the meeting.

Motion: That the revised agenda be approved for the Board meeting.

M – Siegle

S – Thompson

Motion unanimously approved.

IV. CONSENT AGENDA

Motion: That the consent agenda be approved for the Board meeting.

M – Thompson

S – Dixon

Motion unanimously approved.

As part of the consent agenda, Callahan distributed the report from the Publications Subcommittee responsible for analyzing future publications topics. Report was accepted.

V. STRATEGIC PLAN ACTIVITY

VanTassel-Baska provided an explanation of the strategic plan handout for this exercise (see attachment A) and broke the Board into seven groups. Each group debated two questions in the context of a particular strategic plan goal, and the results of this brainstorming are attached to these minutes as attachment B.

Each group reported out on their ratings. VanTassel-Baska reminded Board members that annually they have the responsibility for monitoring the implementation of the strategic plan. This exercise constitutes one process to accomplish that end. She also noted that the Board will be on call via email to prioritize among the major elements of the strategic plan in order to provide guidance to the ____ office.

VI. FINANCIAL REPORT

Robinson introduced new NAGC auditor Terri Marrs McNight of Gelman, Rosenberg & Freedman, and welcomed NAGC Finance Director Andy Bassett. Robinson recognized Bassett and the Finance & Audit Committee for their hard work on the 2006-2007 budget.

NAGC 2005 Audit Review

McNight reviewed and discussed the 2005 audit, which was completed in December. The Board addressed each item in the management letter as well as the 2005 Financial Statements. McNight walked the Board through report and focused on various items of interest. She said that considering reserves, NAGC is in a healthy financial position at this time, although she recommended that continued losses be monitored closely.

Designated and Restricted Funds

The Board reviewed the status of both designated and restricted funds. VanTassel-Baska expressed concern regarding The Harry Passow Teacher scholarship, and suggested that the award be reduced from \$500 to \$250 to allow it to continue. Green stated that the decision needs to be made this year whether to continue several awards that are in funding jeopardy.

Seney complimented the budget/audit presentation and expressed appreciation for the national office staff and the Finance Committee's hard work. Green addressed items raised in the audit report/management letter and detailed the course corrections already made. Bassett reported that

\$30,000 remains in uncollected conference fees, but that the office is making calls to recover these funds. Ladt inquired about NAGC's bad debt – Bassett said we typically have very little – less than \$1,000 per year.

Motion: To accept the Audit Report as submitted.

M – Ladt

S – Robinson

Motion unanimously approved.

2005/2006 Profit/Loss Statement

Robinson reviewed the profit and loss statement, which reflects a \$250,000 shortfall. She added that the national office staff has already implemented cost cutting measures to compensate. Concerns about overly optimistic revenue expectations have been addressed in the FY06/07 proposed budget. For example, the revenue projections for the Charlotte convention are lower than what was projected for Kentucky this year.

Burney suggested that states with travel restrictions, regardless of area, may have had an impact on last year's revenue shortfall, and may also be a consideration for Charlotte. Ladt pointed out the importance of diversifying NAGC's revenue streams.

2006/2007 Proposed Budget

Robinson began by sharing that the Finance & Audit Committee requested a target deficit of no more than \$150,000, recognizing that NAGC is still investing heavily in infrastructure and new programs as directed by the strategic plan. Further, she pointed out that this budget proposes both lower revenue and expenses than the current 2005/2006 version, reflecting the Finance & Audit committee's more conservative approach. VanTassel-Baska also mentioned the active role of the Executive Committee in carefully reviewing and refining the draft version presented today. Robinson walked the Board through the budget highlights, including some of the implications of the Gifted National Network (Central Office membership model approved by the Board last November) and the Mary Frasier teacher scholarship program. Cramond proposed holding a board meeting in the future in conjunction with a regional seminar to cut costs. Siegle pointed out that the proposed budget still keeps NAGC within the optimum 18 months of reserve funds.

Motion: To accept the 2006/2007 Proposed Budget.

M – Robinson

S – Reeves

Motion unanimously approved.

Database Resource Proposal

Robinson introduced the proposal and Green explained the need for a new Association Management System (AMS) and its long-term benefits for NAGC. Purcell asked how many more infrastructure pieces NAGC will need to invest in before the organization is current. Green stated that, barring any significant changes to the strategic plan, this AMS system is the last piece of infrastructure needed to bring NAGC into alignment with current practice.

Motion: To accept the Resource Proposal for the Association Management System.
M – Robinson
S – Siegle
Motion unanimously approved.

VI. BYLAWS AND POLICIES

Bylaws Committee Recommendations

VanTassel-Baska outlined the Bylaws review process and introduced Sidney Moon, Bylaws Committee Chair, to lead the discussion. Moon recognized members of the Bylaws Committee, and reviewed the recommendations made by the committee in its March 3, 2006 memo to the Board. She further outlined areas of the Bylaws that will need to reflect Ohio law and NAGC's Articles of Incorporation, and suggested that the Board bypass these until legal counsel has reviewed them for compliance. For example, Ohio law mandates a description of membership categories (Article IV), which is omitted in the current version. These areas will be reviewed before the next Board review. Other membership types—parent associate, affiliate, division—were also mentioned. Callahan questioned item 10.4 in the proposed Elections section that in case of a tie in the original vote for officers, legal counsel indicated that a tie-breaker vote by the association membership must be held. The BOD can not make the decision as currently proposed. Moon acknowledged this and restated that the Bylaws Committee will make the changes recommended by NAGC's legal counsel as the next step.

Moon asked the board to review the bylaws document article by article.

Article V: Officers

Moon reminded the Board that job descriptions will be developed for each officer title, and that the bylaws are intended to remain less specific in order to allow for flexibility.

5.7. A friendly amendment was suggested to update the committee name from Finance Committee to Finance & Audit Committee, to comply with Sarbanes-Oxley requirements.

5.4. There was discussion about whether the President should continue to have the responsibility to countersign contracts. The consensus of the group was that it might be wise to have the President counter-sign major contracts, with major being defined by a dollar amount or % of budget. This matter was referred to the Finance Committee for a recommendation.

5.9: Ethical Standards

Dixon asked about the origin of the code of conduct policy, which Moon replied is suggested by Sarbanes-Oxley requirements and our original consultant, Sandy Hughes' recommendation. The language in the bylaws needs to be changed to reflect the actual policies adopted by NAGC and legal requirements. Green will handle this as part of the general process of bringing the bylaws into conformity with legal statutes.

Article VI: Board of Directors

VanTassel-Baska reminded the Board of what was voted on last November. Moon reviewed the proposed changes in this section, particularly the language related to “appointed” versus “elected” members.

6.1: Board Composition

Further discussion ensued regarding the relative merits of different numbers of appointed Board members. The issue of identifying representative slots on the board was revisited as well. Hollingsworth spoke in favor of a smaller number of appointed members, keeping in mind the smaller size of the Board overall. Reeves expressed concern regarding the elective process recycling the same leaders over and over—pointing to the current slate as an example. Burney commented that parents, teachers and affiliates need representation, and in addition suggested that people who might have special expertise needed by the association at a particular time will never get to serve without special appointment. She continued that it was in this spirit that appointed members were recommended by the Governance Task Force. Cramond pointed out that the Board already voted not to have designated representatives, but instead to use the appointed positions to ensure adequate representation from diverse stakeholders; she recommended that the Board focus its discussion on the number of appointed members.

VanTassel-Baska requested clarity regarding what the Board was looking to change (or not) from the previous vote in November. It was suggested that the Board should rescind the vote from November and rewrite Article VI.

Purcell calls the question.

Motion to call the question passes.

VanTassel-Baska then requested a motion and a vote.

Motion: Move to rescind the vote taken in November related to the designated and appointed slots.

M – Purcell

S – Rimm

Yes-7, No-17

Motion fails.

Lunch break.

Further comments about Article VI

Subotnik commented that Divisions want representation, but that this should be balanced with the percentage of division membership, currently only about 15% of the total membership. Ford suggested a need for a better mechanism for collecting diversity information in NAGC.

Article VIII: Committees

VanTassel-Baska distributed and reviewed the committee handout. (See attachment C) Moon reviewed the distinctions between Board and Organization committees. She mentioned that, according to governance best practice, Board committees should be defined in bylaws. Organization committees rise and fall with the programmatic needs of the organization and do not need to be defined in the Bylaws. The same is true for task forces.

Board discussion followed. Siegle expressed concern regarding the proposed Leadership Development Committee, both because of its influence on the Board as well as its potential to become a second Executive Committee. Moon explained that the Leadership Committee was intended to be comprised of volunteer leaders extremely active in NAGC, but not as decision makers in policy or gatekeepers to the BOD, like the current Executive Committee. It was suggested that this committee have fewer BOD representatives and more state affiliate and division representatives. No clear resolution was reached about the role and composition of the Leadership Development Committee.

Green raised Consultant Sandy Hughes' recommendation that Board members avoid serving on organization committees, with the rationale that this policy avoids conflict of interest, and that it also opens up committees to the broader leadership for increased involvement. Further suggestions for organization committees and task forces included: (a) clarifying the role of the President and the Executive Director in selecting Committee Chairs; (b) developing clear selection criteria for each leadership position; (c) appointing committee chairs rather than electing them; (d) encouraging self-nominations; and (e) ensuring that selection processes are transparent.

VanTassel-Baska and Moon agreed that the bylaws committee could continue its work with this guidance, and that more consideration by the Board is needed in specific areas in order for bylaws to be written. For example, guidance is needed on the revised governance structures for affiliates and divisions.

ACTION: Bylaws Committee will revise the articles discussed today and add a rationale to each area.

VanTassel-Baska acknowledged Moon and her wonderful job thus far with the new bylaws.

Affiliate Proposal

Green mentioned that more input from state affiliates will be needed in order to determine the best approach to a partnership structure. She said that she will meet with the affiliates this weekend while they're here to begin discussions, and that a new proposal will be developed for review by the Board in concert with the rest of the bylaws process.

Conflict of Interest Policy

Green reviewed the current version of this standard policy, as reviewed by the Executive Committee. She pointed out that the policy focuses on disclosure of roles related to participation in other organizations, but does not usually require board members to resign from these roles. VanTassel-Baska called for a vote.

Motion: To accept the Conflict of Interest Policy.

M – Seney

S – Subotnik

Motion unanimously approved.

Standards of Conduct Policy

Green briefly explained the origins of the standards of conduct policy, stating that its use in practice provides suggested guidelines for member conduct. She shared that it has been reviewed and approved by the Executive Committee, and that legal counsel has made recommendations on how it may be used. VanTassel-Baska called for a vote.

Motion: To approve the Standards of Conduct Policy.

M – Lappien

S – Siegle

Motion unanimously approved.

VIII. ACTION ITEMS

SENG/NAGC Pediatrician Outreach

Siegle described the origination of the proposal outlining an NAGC/SENG partnership to develop a brochure for distribution in pediatricians' offices. He said the brochure would have the NAGC logo and Web address, and give NAGC a good chance to increase parent membership and build awareness. VanTassel-Baska noted that this is a win-win situation, and offered congratulations to Siegle.

Motion: To approve the SENG/NAGC Pediatrician Outreach.

M – Nobbe

S – Seney

Motion unanimously approved.

Board Reimbursement

VanTassel-Baska discussed the Board reimbursement proposal and then opened the subject up for discussion. Seney asked if the Executive Committee recommended this action at this fiscally difficult time. VanTassel-Baska told him that the Executive Committee did not support it. Cramond suggested that NAGC be more upfront with Board members regarding responsibilities and costs involved, in advance of the elections process. Hébert noted that he had heard that there had been cuts in expenses for the weekend, and that he felt uncomfortable asking for more money with NAGC's current financial situation. Coleman stated that he felt it's a conflict of interest to ask for more money.

Motion: To postpone indefinitely the Board Reimbursement proposal.

M – Callahan

S – Seney

No – Rimm

Motion approved.

Siegle discussed fundraising for NAGC and the importance of the Board's participation, and passed out a donation form.

Break.

Jane Clarenbach joined the group and Seney presented a plaque from MAGC to NAGC for coordinating the gifted book collection after Hurricane Katrina. VanTassel-Baska acknowledged

Clarenbach's contribution to this effort. Clarenbach said the information is still on the NAGC Web site for anyone that is interested.

IV. PRESIDENT'S REPORT

Jack Kent Cooke Program

VanTassel-Baska discussed plans for the joint NAGC/William & Mary "National Leadership Conference on Low-Income Promising Scholars" and the subsequent monograph and national agenda that will come from it. She hopes to have a draft ready for the NAGC convention in November. Further, VanTassel-Baska will contribute her fees for the meeting to the NAGC president's stipend.

NCATE Standards

VanTassel-Baska stated that in June 2006 the NCATE standards will receive final CEC approval. From there, they will await final approval by NCATE as part of its national process. The NCATE work group will determine how best to handle the transition, in concert with NCATE staff. VanTassel-Baska also detailed the University network meeting that will be held the day before the Jack Kent Cooke conference in Washington, D.C., which will discuss the next steps in disseminating information about the NCATE standards.

Presidential Initiatives

VanTassel-Baska updated the Board on her major presidential projects, which include the State Policy Task Force, her Critical Issues book series, and her follow-up work on the NCATE Task Force and JKC monograph. She also shared a timeline of her day-by-day time commitment to the organization and the effort required to successfully complete her presidential roles and tasks. A significant share of the time over the past several months is spent fielding calls from national media and developing letters to the editor in response to uninformed media coverage.

X. NATIONAL OFFICE REPORT

Green reviewed her current priorities: creating networks and making connections; creating value for members; increasing professionalism across the organization; and recently, trying to diversify revenue. She detailed the Mary Frasier initiative for the Board, and thanked Ford, Hébert, and Cramond for their contributions to this initiative. Green also recognized the national office staff for their commitment during a significant workload challenge. Cramond pointed out that donations made to the Frasier project last year need to be added to the current list.

XI. OFFICER REPORTS

President-Elect Report

As this year's national convention program chair, Siegle reviewed the 2006 annual conference schedule and detailed proposed changes. He mentioned that the division leaders will be making final recommendations over the weekend, and that the program committee will meet on Monday, March 27 to schedule proposals. Cramond raised the issue of Board institute "crashers" and wondered if anything can be done to prevent it from happening. Siegle said the Charlotte LAC

will plan to have ticket-takers at the doors. Rimm suggested obtaining APA credit for sessions, which staff is working on. VanTassel-Baska acknowledged Siegle, Green, and the national office staff's hard work thus far on the annual convention.

Past President Report

Olenchak thanked the Elections Committee for their hard work and shared the slate of candidates for the 2006 Board of Directors election with the full Board.

Proposed slate of candidates:

Tom Hébert
Arlene DeVries
Felicia Dixon
Julia Roberts
Jonathan Plucker
Bill Keilty
Michael Matthews
Bob Seney
Bonnie Cramond
George Betts
Richard Cash
Mary Landrum
Diana Reeves
Razel Solow

VanTassel-Baska called for a vote on the 2006 slate of Board Candidates. Before the vote was taken, current members of the Board who are also on the slate recused themselves from the process and left the room.

Motion: To accept the 2006 election slate.

M – Olenchak

S – Siegle

Motion approved.

Siegle questioned whether the requirement of a photo should really be an eligibility factor. Olenchak agreed to explore this within the Elections Committee for next year.

Siegle reported to the Board that the voting process will be electronic this year, and will take place in mid-May. Green suggested a broad review of the eligibility requirements for Board service be considered, with an eye for recruiting candidates with more diverse experience and background than NAGC currently requires. Leppien commented that she didn't think the instructions were clear on the Web site about submitting letters of nomination. Staff agreed to follow up.

Secretary Report

Purcell gave the Board brief details about the Awards Committee and its recent activity. She also discussed the Education Commission status and mentioned the anticipated launch of new regional seminars in 2006-2007 as reflected in the budget. In addition, Purcell reported that the PAC program has one new mentor and one new mentee.

Division Secretary Report

Cross discussed his work with the Divisions thus far. He said many have chairs with no understanding of the history of their division, possibly from rapid turnover of officers. Cross acknowledged the divisions' commitment, and observed the potential for up and coming leadership talent among the group. Leppien suggested an hour meeting with divisions and Board during the next Board meeting.

ACTION: Green agreed to find the most recent Board liaison list for divisions and to work with Cross to update it.

XII. EXECUTIVE DIRECTOR REVIEW

The Board went into closed session to discuss the annual performance review of the Executive Director. When Green returned to the room, she received positive acknowledgement for her accomplishments over the past year.

Chairman VanTassel-Baska adjourned the meeting at 5:30 p.m.

VI. BYLAWS AND POLICIES

Bylaws Committee Recommendations

VanTassel-Baska outlined the process and introduced Sidney Moon, Bylaws Committee Chair, to lead the discussion. Moon recognized members of Bylaws Committee, and reviewed the recommendations made by the committee in its March 3, 2006 memo to the Board. She further outlined areas of the Bylaws that will need to reflect Ohio law and NAGC's Articles of Incorporation, and suggested that the Board bypass these until legal counsel has reviewed them for compliance. For example, Ohio law mandates a description of membership categories (Article IV), which is omitted in the current version. These areas will be reviewed before the next Board review. Other membership types—parent associate, affiliate, division—were also mentioned. Callahan raised the issue of 10.4 in the Elections section that in case of a tie in the original vote for officers legal counsel indicated that a tie-breaker vote by the association membership must be held. The BOD can not make the decision as currently proposed. Moon acknowledged this and restated that the Bylaws Committee will make the changes recommended by NAGC's legal counsel as the next step.

From there Moon asked the board to review the bylaws document article by article.

Article V—Officers

Moon reminded the Board that job descriptions will be developed for each officer title, and that the bylaws are intended to remain less specific in order to allow for flexibility.

5.7. A friendly amendment was suggested to 5.7, from Finance to Finance & Audit Committee.

5.4. There was discussion about whether the President should continue to have the responsibility to countersign contracts. The consensus of the group was the it might be wise to have the President counter-sign major contracts, with major being defined by a dollar amount or % of budget. This matter was referred to the Finance Committee for a recommendation.

5.9. Ethical Standards: Dixon asked about the origin of the code of conduct policy, which Moon replied is suggested by Sarbanes-Oxley requirements and our original consultant, Sandy Hughes' recommendation. The language in the bylaws needs to be changed to reflect the actual policies adopted by NAGC and legal requirements. Nancy Green will handle this as part of the general process of bringing the bylaws into conformity with legal statutes.

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VanTassel-Baska reminded the Board of what was voted on last November. Moon reviewed the proposed changes in this section, particularly the language related to appointed versus elected members.

6.1: Board Composition

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VanTassel-Baska requested clarity regarding what the Board was looking to change (or not) from the previous vote in November. It was suggested that the Board should rescind the vote from November and rewrite Article VI.

Purcell calls the question.

Motion to call the question passes.

VanTassel-Baska then requested a motion and a vote.

Motion: Move to rescind the vote taken in November related to the designated and appointed slots.

M-Purcell

S-Rimm

Y-7, N-17

Motion fails.

Lunch break.

Further comments about Article VI:

Subotnik commented that Divisions want representation, but that this should be balanced with the percentage of division membership --currently only about 15% of the total membership. Ford suggested a need for a better mechanism for collecting diversity information in NAGC.

Article VIII: Committees

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the organization and do not need to be defined in the Bylaws. The same is true for task forces.

Broad discussion followed. Siegle expressed concern regarding the proposed Leadership Development Committee—both because of its influence on the Board as well as its potential to become a second Executive Committee. Moon explained that the Leadership Committee was intended to be comprised of volunteer leaders extremely active in NAGC, but not as decision makers in policy or gatekeepers to the BOD, like the current Executive Committee. It was suggested that this committee have fewer BOD representatives and more Affiliate and Division representatives. No clear resolution was reached about the role and composition of the Leadership Development Committee.

Green raised Consultant Sandy Hughes' recommendation that Board members avoid serving on organization committees, with the rationale that this policy avoids conflict of interest, and that it also opens up committees to the broader leadership for increased involvement. Further suggestions for organization committees and task forces included: (a) clarifying the role of the President and the Association Director in selecting Committee Chairs; (b) developing clear selection criteria for each leadership position; (c) appointing committee chairs rather than electing them; (d) encouraging self—nominations; (e) creating an open bid system with Presidential selection in consultation with the Executive Director; and (f) ensuring that selection processes are transparent (e.g. through a web site).

VanTassel-Baska and Moon agreed that the bylaws committee could continue its work with this guidance, and that more consideration by the Board is needed in specific areas in order for bylaws to be written. For example, guidance is needed on the new structures for Affiliates and Divisions.

ACTION: Bylaws Committee will revise the articles discussed today and add a rationale to each area.

VanTassel-Baska acknowledged Moon and her wonderful job thus far with the new bylaws.