



**Board of Directors Meeting via Conference Call
November 19, 2012, 1:42 p.m. – 5:38 p.m. Eastern**

MINUTES

Present

President and Chair.....Dale McCreedy
 Past President.....Kirsten Ellenbogen
 (joined at 2:13 p.m.)
 President Elect.....Joe Heimlich
 (left meeting 2:00–2:49 p.m.)
 Treasurer.....Jessica Luke
 Secretary.....Elisa Israel
 Vice-President, Organizational Development.....Dave Ucko
 Vice-President, Outreach Development.....Matt Sikora
 Vice-President, Professional Development.....Kris Morrissey
 Association Manager.....Sarah Cohn

Members:

Marcie Benne, Rick Bonney (left meeting at 5:00 p.m.), Kate Haley Goldman, Cheryl Kessler, Karen Knutson, Randi Korn (left meeting 2:28-3:57 p.m.), Troy Livingston, Laura Huerta Migus, Saul Rockman, Jessica Sickler, Kathleen Tinworth

Absent: Mira Zergani

Guest:

Senior Manager, La Piana Consulting.....Vance Yoshida
(2:00 – 4:00 p.m., only)

Call to Order

The regular meeting of the Board of the Visitor Studies Association, the President being in the Chair and the Secretary being present, was called to order at 1:42 p.m. Eastern.

D. McCreedy welcomed everyone. She and S. Cohn reviewed the logistics and procedures for the virtual meeting format.

“Clock Practice” to confirm if Members could hear through their respective phone lines and roll call for Conflict of Interest Disclosure

E. Israel conducted a roll call to confirm Member’s ability to hear the meeting and to ascertain if any of the Members had a conflict of interest with any items on the agenda.

Name	Conflict
Dale McCreedy	None
Marcie Benne	None
Rick Bonney	Under contract by VSA for work on CAISE products
Sarah Cohn	None
Kirsten Ellenbogen	None
Kate Haley Goldman	None
Joe Heimlich	None
Elisa Israel	None
Cheryl Kessler	None
Karen Knutson	Co-PI on BISE
Randi Korn	None
Troy Livingston	None
Jessica Luke	None
Laura Huerta Migus	On staff at ASTC (relevant for any CAISE discussions)
Kris Morrissey	None
Saul Rockman	None
Jessica Sickler	None
Matt Sikora	None
Kathleen Tinworth	None
Dave Ucko	None
Mira Zirgani	Absent

Approval of Consent Agenda

E. Israel confirmed that the following items were part of the consent agenda.

Association Manager Report (S. Cohn)
President Report (D. McCreedy)
Secretary Report (E. Israel)
VP for Organizational Development Report (D. Ucko)
VP for Professional Development Report (K. Morrissey)
Grants and Contracts Task Force Report (S. Cohn)
Membership Task Force Report (J. Heimlich)

E. Israel asked if anyone wanted to move any items from the consent agenda to the deliberative agenda for any reason. No changes were identified.

Motion: E. Israel moved *“That the Consent Agenda be accepted.”* J. Heimlich seconded. The consent agenda was approved.

Deliberative agenda

1. Approval of the Minutes of the Board Meeting of July 25, 2012

E. Israel asked if there were any corrections for the minutes of the July Board meeting, which had been posted on Basecamp prior to the meeting. No changes were offered.

Motion: E. Israel moved *“That the minutes of the last meeting be accepted.”* L. Huerta Migus seconded. The motion carried.

2. Overview and Goals of the Meeting

D. McCreedy welcomed everyone. She reviewed the events that led up to the Association’s work with La Piana. She reviewed the successes, challenges, and ideas that were discussed at the Spring Board meeting. She noted that the current structure prevents VSA from being dynamic, that funding is not structured in a way that creates sustainability, and that VSA needs better articulate its niche.

D. McCreedy reviewed that three task forces were established, headed by J. Heimlich, S. Cohn, and K. Haley Goldman, which focused on revenue and support of ongoing committee work. She noted that two reports were shared for the Consent agenda and that the Conference task force report is available in the Deliberative section for today’s reports of the Basecamp.

D. McCreedy thanked J. Heimlich and D. Ucko for their work on the steering committee. D. McCreedy thanked the Board for their work and support. She noted that the discussion for the meeting should focus on the strategic questions, rather than the technical details.

D. McCreedy noted that the Treasurer Report shows a surplus in the 2012 budget and that there will be an opportunity at the end of the meeting to consider how to use those funds.

3. Treasurer Report

J. Luke reported on two items:

1) Review of finances through end of October

J. Luke noted that there is income of \$343,112.19 through October. She noted that this includes \$5,000 from the William King Foundation, in the unrestricted gifts line. She also noted that there is an amount of \$2,597 in restricted gifts, which includes \$1,447 from the silent auction and \$1,150 in donations towards the Founders Fund. She noted that these funds will stay in the restricted gifts line until it is determined how the funds will be spent. She also noted that the conference generated approximately \$20,000 more revenue than projected.

In expenses, J. Luke noted that total expenses through October are \$283,817.02. She noted that expenses are under spent in the line for VSA personnel contracts, largely due to the fact that VSA has not hired an Executive Director. She noted that the Grants Offset line is less than projected and reminded the Board that this line represents the indirects from the CAISE and BISE grants, which are applied to VSA's general operating costs.

J. Luke reported that the overall net income shows a surplus of \$59,295.17 through October. She noted that it is difficult to accurately predict year end projections because many costs are variable. She reported that, making conservative estimates, she projects a surplus of \$35,000 – 45,000. She provided three explanations for this estimate:

- 1) VSA did not spend budgeted money on the Executive Director position,
- 2) Conference revenue exceeded projection, and
- 3) VSA received \$5,000 from William King Foundation.

Questions and Discussion:

R. Korn inquired whether conference revenue includes sponsorships and donations to the conference. J. Luke explained that her calculations did not include conference sponsorships. R. Korn asked for clarification on whether or not sponsorships pay for the conference. J. Luke noted that the conference paid for itself and made a profit. S. Cohn noted that historically, sponsorships have covered parts of the conference costs, but that in 2012 attendance exceeded projections. S. Cohn reported that one of the Raleigh institutions did not charge for an evening event and J. Sickler reported that some hotel expenses were lower than anticipated. L. Huerta Migus noted that the margin of profit for the 2012 conference is high for conferences in general and noted that conference registration was nearly 100% over projections. K. Morrissey noted that the Conference Committee did a good job of highlighting VSA's anniversary, which drew attendance from those who don't typically attend.

J. Luke invited Board members to send her additional questions offline.

2) Discussion points about 2013 budget development timeline and process

J. Luke reminded the Board that the budget development process starts with the committees building budgets for their work based on their projected incomes and expenses and operational priorities. She reviewed that the committee budgets are joined with the general operating budget to create an organization-wide budget, which is reviewed by the EC. Comments are shared with the committees and adjustments are made. The final draft is presented to the full Board for approval.

J. Luke reviewed that the EC decided to delay the budget development process so the operational recommendations from La Piana could be incorporated into the budget.

J. Luke reviewed the budget preparation timeline:

Nov. 25 – Budget packets sent to Committees

Dec. 21 – Draft Committee budgets to Treasurer

Jan. 4 – Draft of full budget sent to EC and Committee Chairs

Jan. 10 – Conference Call with EC and Committee Chairs to review draft of full budget and identify adjustments

Jan. 17 – Final full budget sent to Board for review

Jan. 24 – Presentation of full budget at Board Meeting

J. Luke noted that VSA will begin 2013 without an approved budget, but also noted that the bylaws do not require having an approved budget on Jan 1.

J. Heimlich left the meeting temporarily at 2:00 p.m.

Questions and Discussion:

L. Huerta Migus inquired whether conversations about budget issues that go beyond committee functions will happen with the full Board. J. Luke confirmed this and also welcomed other suggestions.

J. Luke invited additional questions and comments offline.

M. Benne thanked J. Luke for her efforts. D. McCreedy also noted that this is a large amount of work and thanked everyone for their time.

4. La Piana Presentation and Recommendations – Part I

D. McCreedy explained that she and V. Yoshida will review the recommendations and charges to committees in three pieces, with V. Yoshida providing recommendations, rationale, and examples and D. McCreedy presenting charges to the committee based on the recommendations. She noted that examples are provided to help understand the recommendations, but not to specifically dictate committee's actions.

D. McCreedy welcomed V. Yoshida and thanked him for his work with the Steering Committee and Executive Committee.

V. Yoshida went through a PowerPoint presentation, which was visible to the Board during the meeting, and made available to the Board for download through Basecamp after the meeting.

Recommendation 1 – Clarify current mission and retain current vision

V. Yoshida explained that the current mission talks about VSA being a network of professionals, but he noted that VSA is more than that. Suggested next steps are to have the Communications review the current mission and make a recommendation to the Board if they determined any changes are needed.

Questions and Discussion:

R. Bonney inquired as to the origin of the example mission shown in the PowerPoint. V. Yoshida noted that it is just an example. D. McCreedy noted that it was informed by previous work of the Communications Committee.

Recommendation 2 – Focus on expanding VSA's membership

V. Yoshida reviewed two goals: 1) implementing recommendations from the three task forces (membership, contracts, and conference) for expanding membership, and 2) building a more robust IT platform to bring programs and services to VSA members, such as online courses, blogs, conferences online, webinars, and research.

V. Yoshida reviewed how expanding membership is beneficial to VSA. Key points included:

- Get more professionals and more organizations involved would produce a greater impact around VSA's mission.
- Enhance VSA's competitive advantage.
- Build and advance the field of informal learning.
- More resources from dues would create the ability to hire staff and independent contractors to manage programs and operations.
- More resources to provide a wider range of programs and services.
- Attract and develop the next generation of leaders to advance VSA.
- Attract more potential funders and sponsors.

R. Korn left the meeting temporarily at 2:28 p.m.

Recommendations for next steps included:

- Create a task force to develop a technology plan.
- Recruit members with IT experience.
- Find potential funders and other pro bono resources for building the infrastructure.
- Association Manager should manage the implementation of the plan.
- Committee Chairs should meet quarterly with the Membership Committee to review strategies for increasing membership.

Questions and Discussion:

M. Sikora asked for a recommendation of key first steps to implement goals for increasing membership. V. Yoshida identified two key areas: 1) technology, which he noted will be a key to bringing services to members, and 2) bringing in more organizational members, because they could help provide more resources, more contacts, and could benefit from VSA's work. M. Sikora asked for clarification about the types of organizations. V. Yoshida suggested museums and related professional service organizations interested in informal learning.

Recommendation 3 – Revisit VSA's case for relevance

V. Yoshida reviewed that this will be useful for recruiting new members, approaching funders, and increasing community support. V. Yoshida noted a need to have one key document that works for multiple audiences.

V. Yoshida suggested revising the existing case for support, testing it with current and potential funders, sponsors, and other key stakeholders, getting Board approval for it, and distributing it to members and to volunteers seeking funding for VSA and recruiting new

members for VSA.

Questions and Discussion:

K. Haley Goldman inquired as to what the current case statement lacks. V. Yoshida noted that the case statement did not go deep enough in making a case for VSA's relevance, but that other VSA documents had statements about the relevance and importance of VSA. He suggested pooling all the pieces from the different documents to make a single, stronger case for relevance.

D. McCreedy noted that there is a difference between a Case for Support and Case for Relevance. V. Yoshida noted that a Case for Relevance would explain why VSA exists as an organization. V. Yoshida offered to share examples of case statements around relevance.

5. Charges Related to the First Set of Recommendations

D. McCreedy reported that the EC spent time determining how to act on the recommendations. She explained the purpose of the charges: 1) articulate the priorities that are in the best interest of VSA, and 2) to acknowledge that the committees have the authority and expertise to determine how best to move forward. She reported that she will issue charges to various committees so that we can begin to move forward or have committees decide how and if they can move forward on them. She noted that many charges represent work committees are already doing.

D. McCreedy issued the following charges:

Communications Committee: Review the current Mission with the intent to clarify it – this may be work of the Strategic Communications Subcommittee. Upon review, they are charged with submitting recommendations regarding changes to the EC by January 7, 2013, in preparation for the Winter 2013 Board meeting.

Membership Committee: Develop and recommend changes in dues and membership structure, which should be shared with the Board at the Winter 2013 Board meeting, if at all possible, but no later than the Spring 2013 Board meeting. This work should build on the recommendations and data from the task force and might also draw on the pool of resources to be approved today by the Board.

Professional Development Committee:

1) Examine and recommend professional development strategies of greatest value to members, building on recommendations and data from the membership and conference surveys, and sharing a timeline for implementation with the Board at the Winter 2013 meeting.

2) Examine and recommend professional development strategies of greatest value beyond the current membership as revenue generators, building on recommendations and data from the Grants and Contracts Task Force. A timeline for examining and making these recommendations should be presented to the Board at the Winter 2013 meeting, along with identification of necessary resources.

Conference Committee: Work with the Membership and Communications Committees to target new groups, review and identify low hanging fruit that might further support their work, and work the Professional Development Committee and the Treasurer to align efforts and budget lines what will enhance our understanding of who does what.

Committee Chairs: Participate in quarterly meetings, via conference call or web-based conversation. These meetings are to be organized by the President Elect, with support from the Association Manager, as a strategy for insuring cross communication and support among VSA efforts to address our priorities, with a particular focus on supporting, nurturing, and growing membership through cultivation of new members and the development of resources to support them.

Communications and Development Committees: The Strategic Communications Subcommittee should work with the Development Committee to develop a case for relevance that considers the questions raised by the work of La Piana.

New IT Task Force: The President will establish, before year-end, a task force charged with developing a plan for building a robust IT platform to serve internal and external needs of the Association. The task force will address La Piana's list of recommendations for IT infrastructure, which may include a request for resources that would draw on the pool of resources to be approved by the Board. Their charge will likely include identifying the needs, ideals, and financial considerations for both the short-term and long-term success of an IT platform.

J. Heimlich rejoined the meeting at 2:49 p.m.

Questions and Discussion:

L. Huerta Migus requested clarification as to the charge to the Membership Committee and if the report from Membership Task Force is an action to the Membership Committee. D. McCreedy confirmed that the recommendations of all the task forces are part of the charge to the Membership Committee.

D. McCreedy noted the need for an additional charge: S. Cohn and D. McCreedy work to streamline access to relevant documents on Basecamp.

J. Sickler commented that she appreciates the specific charges to committees and inquired whether having the quarterly meeting implies having more concrete timelines for how the work gets done and by whom. D. McCreedy noted that part of the goal is having committee chairs participate in the January EC meeting and part is having the Board approve some of the 2012 surplus towards supporting the work that will need to be done. D. McCreedy noted that a strength of this process is the development of a new culture of work that is less siloed.

K. Morrissey commented that with regard to the amount of work, the goal of the work is not clear. She asked for clarification as to the end goal and how the committees will know when they have reached it. She commented that it feels like it is just a charge to work harder and work faster. D. McCreedy noted that determining the goals is the job of the operational planning process and that the EC is not trying to micromanage the work of the committees. She noted a need to have objectives for measuring, but also noted that the committees are more expert and can set up the measures so the goal is for the committees to come to the

table with their targets and processes. J. Heimlich stated that the committees need to come to the Board with what they can do and in what timeline. D. McCreedy noted that committees need to consider their 2013 activities in light of the recommendations, and will need to decide and communicate:

- what they can do to support the recommendations,
- what they can only do to support the recommendations with additional resources (i.e. labor or funds), and
- what else will it take for committees to do their part in order to fulfill the objectives.

M. Sikora inquired if there places where external consultants would be helpful. V. Yoshida suggested that one such area could be the IT piece if VSA is not able to get volunteers from member organizations. He suggested that an external consultant could help VSA think through what a robust IT platform would look like and what it would take to implement.

K. Haley Goldman inquired if the first priority of the IT piece is about expanding membership and supporting professional development efforts and the second priority is about streamlining the internal infrastructure. V. Yoshida noted that there will be a need to have the infrastructure in place to move forward many of the activities that will bring services to members, such as online access to conference sessions.

6. La Piana Presentation and Recommendations – Part II

Recommendation 4 – Build advisory (support) councils of leaders that share VSA’s mission and vision

V. Yoshida described that advisory councils are a way to bring in key leaders to support VSA in a variety of ways. He suggested starting with two to three councils, each with five to eight members. He suggested that ultimately the Membership Committee could serve as a link between VSA and the councils. He described examples such as:

- CEO’s of informal learning institutions
- Leaders of associations of institutions impacted by informal learning
- Leaders in the field
- Practitioners who are experts in the field
- Major funders in the field

Questions and Discussion:

R. Bonney asked for clarification about what is meant by advisory councils and what members of the councils would do. V. Yoshida explained that members of councils are people who do not have time to serve on the Board, but could help promote VSA and encourage new memberships.

M. Benne noted that the Membership Committee has considered an idea of communicating with current members who teach evaluation at universities and discuss with them how they talk to their students about VSA and what they would need to do that better. She noted that a next group they have identified are professors who are not associated with VSA, but who are involved with relevant programs.

V. Yoshida suggested testing a couple of the ideas and see how they work. He emphasized that the advisory councils should be very specific in what they are to do. He noted that it is not about using their names, but engaging them to help do very specific activities for VSA.

R. Bonney commented that VSA could use that kind of advice, but expressed concern about adding advisory councils to committees and task forces and commented that it may be overly formalizing something. D. McCreedy noted that advisory councils make sense in concept, but may need to be explored further to determine what process and structure would work best.

M. Sikora noted that this is part of a larger issue about how to involve people in VSA who are not long term supporters that closely identify themselves with VSA. He noted that first time conference attendees noted finding the conference useful and enjoyable, but were not likely to return because they don't identify that closely with VSA. He posed the question of what are the opportunities to engage people who aren't ready, willing, or able to make that next step. He noted that this may be a way of getting people involved that is less of a commitment than serving on the Board or standing committees.

Recommendation 5 – Expand strategic partnerships

V. Yoshida explained that this would be a way to increase membership, member services, and mission attainment. Examples included working with other institutions and associations to jointly offer programs or provide access to resources.

K. Haley Goldman shared a related web link:

<http://online.wsj.com/article/SB10001424127887324556304578119424035533226.html>

7. Charges Related to the Second Set of Recommendations

D. McCreedy issued the following charges:

Committee Chairs: All committee shall explicitly include strategic thinking about partnerships in planning their work for 2013. This will be addressed as an agenda item at least times per year in the quarterly cross-committee calls.

New Task Force: The President will appoint a task force to develop mechanisms, such as advisory councils, that would be used to solicit input from leaders of related and affiliated groups and interests. The task force will include representation from the Membership and Board Development Committees and will recommend a structure by the Spring 2013 Board meeting.

Questions and Discussion:

None raised.

8. La Piana Presentation and Recommendations – Part III

Recommendation 6 – Transition to a smaller board and governance structure

V. Yoshida suggested that the Board should spend more time on governance issues and strategic directions rather than on operations. He described that the initial recommendation is to move to a Board of 9 to 13 members by 2015. He also recommended a change in the roles of Board members where each member leads a key strategic area for VSA, which may be more than one committee. He described that Board members should not be responsible for chairing committees, but responsible for coordinating the work of the committees.

K. Ellenbogen asked for clarification as to why it is good to not have committee chairs as

Board members. V. Yoshida explained that the goal is to move more operational decision-making to the committees with less of that work coming up to the Board. He clarified that the rationale is to group more committees together so that they can work more closely with each other rather than having committees reporting to the Board and having the Board deal with committee issues.

V. Yoshida reviewed the current Board structure, which has twenty board members. He reviewed two proposed structures, presented in the PowerPoint slides:

- The first called for 13 positions, based on key areas for VSA, with nine of the positions comprising the Executive Committee.
- The second called for 9 positions, without a distinction between the Board and the Executive Committee.

D. McCreedy commented that the goal is about trying to align efforts to address the different areas of focus for the organization. She noted that the Board will not be asked to vote on the specific structure today and that the BDC will be working on the specifics. She emphasized that the detail presented in PowerPoint slides is just an example. She reviewed that the questions before the Board now would be 1) Support for moving towards a smaller Board; 2) What a smaller Board would look like in the short-term; 3) Give the Board Development Committee a clear mandate on the size of the Board starting Summer 2013.

V. Yoshida noted that if the Board agrees to move in this direction, the 2013-15 Board would be transitional in size. He explained that a first step is to make sure each Board member has a specific role moving forward.

V. Yoshida reviewed a possible Board structure for the interim period of 2013-15 that would be have 17 positions, with 8 EC members. D. McCreedy noted that it includes three new committees that are currently proposed to be task forces. She also noted that titles are not finalized and that it will be up to BDC to define those roles.

V. Yoshida recommended voting on the new Board structure and transition plan, developing job descriptions for each Board position, making any needed changes to bylaws, and beginning to reconfigure the current Board to its desired size by July 2013.

Questions and Discussion:

L. Huerta Migus noted that with every Board member having a specific role, there will no longer be any at-large members. J. Heimlich noted a need to decide if people are elected into specific positions or if people are elected at-large and then assigned to positions.

J. Luke inquired as to the implications of new Board structure for the VSA contract position and if VSA will stay with current Association Manager structure. D. McCreedy explained that VSA is not in a situation to hire an Executive Director. She noted a need to determine what kinds of work VSA needs to pay for through contractors and to determine the best use of available funds. She noted that the current Association Manager position may need to grow, but that needs to be determined. V. Yoshida noted that VSA can be very specific about what an Association Manager or other contractors do, while an Executive Director would likely spend large amounts of time overseeing the work of volunteers.

M. Sikora noted that one challenge is a concern that VSA has reached a maximum level of

support from volunteers, both in terms of the number of volunteers and the amount of work they can do. He asked for clarification about how the new Board structure would affect that issue. V. Yoshida explained that the new structure will help VSA thinking differently about its priorities, its resources, and how to leverage them. As an example, V. Yoshida noted that advisory councils might provide access to other volunteers with other expertise. V. Yoshida noted that one of VSA's challenges is being able to get to the point of having enough ongoing funding to cover the costs of paid staff, especially an Executive Director. He noted that in order to achieve that, VSA will need to grow revenue through more membership and through programs and services offered to members.

D. McCreedy inquired as to what strategies could make the proposed work go more smoothly. V. Yoshida suggested looking at prioritizing the different things VSA wants to do as well as other current activities and identify what things will return the greatest value, what things should be addressed in the short term, and what should be delayed. He emphasized not trying to take on everything at once. He suggested identifying the top 3 to 5 priorities to focus on over the next couple years.

D. Ucko inquired about how improving volunteer recruitment relates to restructuring the Board. V. Yoshida noted a need to expand the membership in order to tap into staff, such as those with expertise in IT, HR, grant writing, and fund development, at organizational members. He explained that VSA needs more expertise than what the current members have and that there is a need to find different ways to engage more people in VSA who could be resources in the form of funds, expertise, or connections.

L. Huerta Migus noted that the two proposed smaller structures both have the ultimate impact of having the VSA Board be more of a governing board than a working board. She noted that in the past, the positioning of the Board has always been that the Board has been both. She further noted that the operational and working piece is still a leadership opportunity within the committees, but is not part of Board. V. Yoshida confirmed this. He noted that the Board will still need to have oversight of the operations, but that the Board will have more time to focus on governance issues, direction, and strategy to keep the organization moving to the next level.

R. Korn rejoined the meeting at 3:57 p.m.

V. Yoshida asked D. McCreedy to collect any additional questions that could be sent to him.

D. McCreedy thanked V. Yoshida for his time and effort.

V. Yoshida left the meeting at 4:00 p.m.

At 4:00 p.m., the Board recessed for 15 minutes. D. McCreedy reconvened the meeting at 4:22 p.m.

D. McCreedy invited other questions or issues for discussion before moving on. None were raised.

9. Motions and Charges Related to the Third Set of Recommendations

Motion: D. Ucko moved *“that VSA transition, in principle, to a smaller board, with specifics to follow considerations by the BDC and EC.”* J. Heimlich seconded.

Discussion:

D. Ucko noted that V. Yoshida made a case for the value of going to a smaller board and that many non-profits are moving towards smaller boards.

D. McCreedy noted that the actual size of the Board would not be voted on today, but would wait for input from the BDC and EC.

M. Benne inquired as to the reason for voting on ‘moving in principle’. D. McCreedy clarified that there is a need to determine if people are supportive of moving to a smaller board. M. Benne noted that her interest in a smaller board is dependent on how the operations are handled and the combination of paid and unpaid staff. K. Ellenbogen noted that she is comfortable with voting on the principle of a moving to a smaller board. J. Heimlich noted that there is a timeline and urgency for moving on this so that the detailed work can begin by a smaller group and be brought back to the full Board for a final decision.

L. Huerta Migus noted that the BDC will begin the nominations and elections process in earnest and noted that implications of this and the next motion will guide the framework of how the slate for 2013-15 is developed. She noted that if approved, this would be an indicator to stick to the lower end of the minimum size allowed by the current bylaws. She reminded the Board that there are 14 named positions and that the bylaws require a minimum of 16 positions. She noted that previously, nominating committees worked toward the maximum board size of 24.

R. Bonney commented that he agrees on the need to move to the smaller board generally, but also noted that he supports the need to move more towards a governing board, with greater dependence on paid staff or consultants to do more of the work.

M. Sikora noted that going to smaller board creates many issues related to bylaws and inquired as to who would address those issues. He noted that not only minimum Board size would be an issue, but also how people are elected (i.e. as at-large members or into specific positions), and what happens when Board members leave if every member has a specific role. D. McCreedy explained that a governance task force would be created to work with the BDC to address those issues. J. Heimlich noted that following the most recent revision of the bylaws, several issues were left on the table, including board size and related issues. L. Huerta Migus commented that the bylaws implications are minimal, but there are internal policies that would need to be changed. She noted that the goal would be to resolve these issues by summer 2014 so that by the fall of 2014, everything is ready to proceed with nominating the 2015-17 Board. D. McCreedy noted that proposed changes would need to be completed by summer 2014 because bylaws changes need to be voted on by membership at the annual meeting.

M. Sikora inquired as to the next step in the process and the timing for having the details clarified. D. McCreedy noted a need for understanding the implications of the smaller board size for the next board slate in terms of numbers and roles.

L. Huerta Migus described that the first step is for the 2013-15 slate development proceed down a path similar to past years, with the major change being the target number of positions to be filled. She explained that this would give the 2013-15 Board and a task force the job of trying out the job descriptions and ways of reorganizing. She noted that the only roles that are set in the current bylaws are President, President Elect, Secretary, Treasurer, and a Board Development Committee. She noted that changes in all other positions would be policy changes. She further noted that changes to bylaws would need to come up for recommendation and review at Board meetings in 2013 and 2014, with final changes coming to a vote of the members in summer 2014.

J. Sickler noted that the proposal for the immediate term shows that there are specific jobs laid out, which will affect the work of the BDC and the Nominating Task Force. L. Huerta Migus noted that until the new committees are voted on by the Board, they do not exist for the Nominating Task Force.

J. Sickler inquired if the new organization chart will be presented at January meeting. D. McCreedy noted that the in January, new committees will just be starting as new task forces. D. McCreedy noted that new Board members may have responsibility for leading one of the task forces. L. Huerta Migus noted that the proposed structure is not necessarily what will be in place for 2013-15, but could be the structure for the 2015-17 slate.

M. Sikora inquired who would be the group to do the review work and what would be the timing of them presenting their recommendations for a vote. D. McCreedy noted that it could be led by the BDC Chair or President Elect.

K. Ellenbogen suggested amending the motion to include a timeline and inquired as to what timeframe would be appropriate. L. Huerta Migus noted that the BDC Chair does not need to lead the task force, just be involved. She suggested needing a resolution by the July 2014 Board meeting. She further noted that there would be a need a first draft for comment by the fall 2013 Board meeting and a final draft by winter 2013 Board meeting.

Motion to amend: K. Ellenbogen moved *“That a timeline be added to the motion.”* D. Ucko seconded. The motion carried.

Amended motion: K. Ellenbogen amended the motion on the floor to read, *“That VSA transition, in principle, to a smaller board with the task force working with the BDC to bring the fully researched options to the Board for the Winter 2013-2014 meeting with a final vote by Board in April 2014 and by the membership no later than the 2014 Annual Meeting.”* D. Ucko seconded.

J. Sickler asked for clarification on when the structure of the 2013-15 board structure will be shared. L. Huerta Migus noted that for the upcoming election cycle, the current job descriptions and policies are not likely to change significantly. She explained that the BDC and Nominations task force will work with the existing position descriptions, but that a separate strand of work will start with a plan of action for redefining the potential new structure that will be implemented for the 2015-17 slate.

R. Bonney left the meeting at 5:04 p.m.

D. McCreedy called the question. The motion, as amended, was adopted with one abstention.

Motion: L. Huerta Migus moved *“that the Board approve that the Board Development Committee and the Nominations Task Force develop a slate of no more than 18 Directors for the 2013-2015 cycle.”* D. Ucko seconded.

Questions and Discussion:

L. Huerta Migus noted that 16 is the minimum number of Directors allowed by the bylaws, but noted that she wants to provide some latitude to accommodate the work of impending task forces and committee charges. She also noted that given the current roster and including those rolling off, the Board is already at the minimum of 16. She explained that she would like to provide some flexibility, while still reducing the overall Board size.

M. Sikora asked how many Directors have left during the current cycle. L. Huerta Migus replied that four have left. M. Sikora inquired what would happen if the Board goes below 16. L. Huerta Migus explained that the BDC and President would work together to identify and appoint someone to fill a vacant slot for the remainder of the term.

D. McCreedy called the question. The motion on the floor was adopted with one abstention.

Motion: J. Heimlich moved *“that we give the Financial Task Force the authority to identify the processes for applying and distributing surplus funds by the January 2013 Board meeting.”* S. Rockman seconded

Questions and Discussion:

J. Heimlich noted that although the Board technically would not have to vote on a fiduciary issue, because it has budget implications, he noted that it would be good to have it on record.

S. Cohn asked for clarification of the new Financial Task Force. D. McCreedy described that the Financial Task Force will be led by the Treasurer and will be a sub-group of the EC and members of the Board. She explained that the goal will be to think about the request for using the surplus funding in ways that meet the recommendations and move VSA forward.

S. Cohn inquired if committees would apply for additional funds. D. McCreedy explained that it would be imbedded in the existing budgeting process and that committees provide rationale and explanation for the proposed use of the surplus funds. She noted that the funds should be used as an investment for the future, not just a stop gap to fix a current issue. J. Heimlich suggested that there is a possibility that a committee may need a one-time source of funds for a task, but that it should be spent towards a longer-term investment in the organization.

S. Cohn asked if the Financial Task Force would be a third set of eyes on budget proposals in addition to EC and full Board. D. McCreedy noted that it is intended to be a strategy for working with committees. J. Heimlich clarified that this group would not make any decisions about the funding.

J. Luke noted that the timeline is unrealistic to fold into budget planning timeline. J. Heimlich

noted that the residual funds that can be separated out from the 2013 budget. He also noted that this taskforce will look at how much money is there and will determine the structure for how to use the surplus monies, which will become an add-on to the 2013 budget. S. Cohn asked how committees should plan their 2013 budget and possible use of residual funds. D. McCreedy commented that it is difficult to separate them. M. Sikora commented that committees may or may not be able to identify additional expenses by January and that those expenses may emerge through the work of the new task forces. S. Cohn noted that, during the year, the EC is the voting body to approve funds beyond the approved budget. C. Kessler asked for clarification about whether it is about distributing available funds throughout 2013 or incorporating them into the 2013 budget. J. Heimlich commented that that we do not yet know what the task forces and committee will need to carry out the charges, so we should not budget out everything that is available. He described a need have a process for how to spend the money when needs arise, so that it goes towards projects that address the charges set forth today.

Restated motion: J. Heimlich rescinded the previous motion and restated it to say that he moves *“that the Board give the Financial Task Force the authority to identify the processes for applying and distributing surplus funds by the January 2013 Board meeting to make progress toward the operational charges put forth here during the 2013 fiscal year.”*

K. Morrissey and K. Haley Goldman left the meeting at 5:30 p.m.

J. Luke indicated that the proposed timeline is too tight for her to chair the Financial Task Force, while also preparing a final budget for 2013. S. Cohn expressed concern about the timeline and work of the committees. J. Luke suggested that committees focus on what they know now and what they can achieve in 2013, that would allow for a 2013 budget to be approved in January, the time between the January and the Spring Board meetings could be used to identify the best uses of the surplus funds. C. Kessler expressed concern about how that timing would affect the work of the Conference Committee. J. Sickler noted that the Conference Committee will move forward. M. Sikora suggested that Board vote on how to allocate the available funds at the spring Board meeting. J. Heimlich indicated that there needs to be a process for submission and recommendation.

The motion died for lack of a second.

D. McCreedy issued the following charges:

Board Development Committee: In collaboration with the Executive Committee, the BDC is charged with exploring the steps and timing for moving the Board to smaller size in 2015.

New By-Laws Task Force: The President will appoint a task force to revise by-laws in 2013 in conjunction with the BDC’s exploration of structure.

D. McCreedy invited any questions or concerns about the charges. None were raised.

11. Scheduling of the January meeting of the Board

D. McCreedy announced that the next Board meeting will be January 24, 1:00 -5:00 p.m. Eastern.

12. Scheduling of Spring meeting of the Board

D. McCreedy reviewed that the Spring meeting will be conducted in person and suggested dates associated with either the ACM meeting in Pittsburgh (April 30 – May 2) or the AAM meeting in Baltimore (May 19-22). She asked for suggestions of other meetings that we might attach to and also asked that if anyone is able to host to send that info to E. Israel, who will compile a list.

D. McCreedy noted that K. Morrissey is stepping down and thanked her for her Board service.

D. McCreedy invited Board members to let her know if they are interested in serving on task forces.

D. Ucko moved *“That the Board Meeting be adjourned.”* S. Rockman seconded. The motion carried.

The meeting adjourned at 5:38 p.m. Eastern

Elisa Israel
Secretary
December 24, 2012