

**Board of Directors Meeting  
The Pfister Hotel, Milwaukee, WI  
July 16, 2013  
8:39 a.m. – 4:11 p.m. Central  
MINUTES**

**Present**

President and Chair..... Dale McCreedy  
President Elect..... Joe Heimlich  
Treasurer..... Jessica Luke  
Secretary..... Elisa Israel  
Vice-President, Organizational Development..... Dave Ucko  
Vice-President, Outreach Development..... Matt Sikora  
  
Association Manager..... Sarah Cohn

Members:

Marcie Benne  
Kate Haley Goldman  
Cheryl Kessler  
Randi Korn  
Troy Livingston  
Laura Huerta Migus  
Saul Rockman  
Kathleen Tinworth  
Jessica Sickler

Absent:

Rick Bonney  
Kirsten Ellenbogen, Past President  
Karen Knutson  
Mira Zirgani

Guests:

Eli Bossin (Candidate for Association Manager)  
Bob Breck (Incoming Vice-President, Outreach Development) – via teleconference  
Robert Jakubowski (Incoming Board Member) – via teleconference  
Kim Kiehl (Incoming President-Elect) – via teleconference  
Randy Roberts (Incoming Secretary)  
Gina Svarovsky (Incoming Board Member)

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## 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 8:39 a.m. Central.

D. McCreedy welcomed everyone and thanked them for coming to the meeting. She welcomed incoming Board members.

E. Israel conducted a roll call to ascertain if any of the Members had a conflict of interest with any items on the agenda. She distributed VSA's Conflict of Interest Policy and Annual Statement of Disclosure form to all continuing and incoming Board Members. She asked them to complete the Disclosure form and turn it in to R. Roberts, the incoming Secretary, by the end of the meeting.

<b>Name</b>	<b>Conflict</b>
Dale McCreedy	None
Marcie Benne	None
Rick Bonney	Absent
Sarah Cohn	None
Kate Haley Goldman	None
Kirsten Ellenbogen	Absent
Joe Heimlich	None
Elisa Israel	None
Cheryl Kessler	None
Karen Knutson	Absent
Randi Korn	None
Troy Livingston	None
Jessica Luke	None
Laura Huerta Migus	None
Saul Rockman	None
Jessica Sickler	None
Matt Sikora	None
Kathleen Tinworth	None
Dave Ucko	None
Mira Zirgani	Absent

## Approval of Submitted Reports

E. Israel reviewed that the following reports were submitted for the consent agenda:

President Report (D. McCreedy)  
Secretary Report (E. Israel)  
VP for Organizational Development Report (D. Ucko)  
VP for Outreach Development Report (M. Sikora)  
Association Manager Report (S. Cohn)

E. Israel asked if anything needed to be moved from the consent agenda to the deliberative agenda. No requests were made.

Motion: E. Israel moved *“That the consent agenda be accepted.”* C. Kessler seconded. The motion was accepted.

## Deliberative agenda

### 1. Approval of the Minutes of the Board Meeting of May 3-4, 2013

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

M. Sikora raised a point that although there is a reference in the May minutes that refers to the Board survey and indicates that “close to 90% of Board members understood that the new role of the Board is governance,” he noted that that is aspirational and while the Board is moving in that direction, it is not necessarily in a completely governance role at this time.

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

### 2. Overview of Day, Role of New Board Members

D. McCreedy reviewed the agenda for the meeting. She described that part of the transition is for everyone on the Board to have specific roles and responsibilities. She reviewed that incoming Board members would not be voting during this meeting.

### 3. Introductions

D. McCreedy introduced E. Bossin as an applicant for the Association Manager position and noted that, pending a signed contract, he will assume those duties. L. Huerta Migus facilitated an introductory activity. L. Huerta Migus thanked everyone for their participation and noted that knowing each other and staying connected is important.

### 4. Financial Quarterly Report

D. McCreedy thanked J. Luke for her time and work as Treasurer. J. Luke reported on:

#### 1) Review of the 2013 Budget

J. Luke reviewed that the 2013 budget that the Board approved in January has revenue of \$245,621.04, with the largest portions coming from conference (\$95,930) and grants (\$65,750). She reviewed that the 2013 budget has reserves built into it (\$31,615).

J. Luke reviewed that the budget is zero-based and that the expenses match the revenue. She reminded the Board that the general operating expenses are offset by grant indirects and that VSA’s indirect rate is 15% on federal grants.

J. Luke reviewed that VSA's income is mostly from conference, grants, and memberships and that expenses are generally from conference, grants, and general operating. J. Sickler clarified that there are many elements built into the conference revenue that come from activities beyond registration, such as sponsorship.

J. Luke reviewed that the financial report details all the lines of the chart of accounts. She noted that the full budget is available on Basecamp in the Budget and Finance section.

## 2) 2013 finances through May

- Posted income of \$111,020.54, with the largest portions coming from conference and reserves.
- Posted expenses of \$49,285.76 with the expenses coming from grants, general operating, and conference.
- Most of the conference expenses are incurred in June, July, and August.

J. Luke reviewed that, overall, VSA is in good shape. She noted that she reviewed the actuals compared to the budget and noted that the different lines of the budget are on track.

J. Luke invited questions.

### Questions and discussion:

J. Sickler noted that budget does not show a YTD budget column to compare against the YTD actuals. J. Luke noted that many budget estimates are qualified and that for many committees it has been difficult to make accurate estimates on a monthly basis. D. Ucko suggested making comparisons against the YTD figures from the previous year. J. Luke noted that at this time last year there were challenges occurring with QuickBooks. D. McCreedy suggested looking at the percentage of the budget spent at the midpoint in year. J. Luke suggested that there may be additional reports that could come from QuickBooks in the future.

L. Huerta Migus inquired as to the status of conference registrations and sponsorships. R. Korn reported that sponsorships, donations, and ads have approximately \$24,000 in pledges, \$19,000 of which has been received. J. Sickler reported that registrations are behind compared to budget, particularly with non-member registrations. She noted that the Conference Planning Committee needs to debrief about the process that led to the projections. M. Benne noted that the decrease affects membership. R. Korn noted that the decrease also affects sponsorships. S. Cohn reported that additional registrations have come in onsite. She noted that some expenses associated with evening events and coffee breaks will be reduced due to lower attendance numbers.

J. Luke reviewed the balance sheet through May, showing total assets of \$158,012.54. She reviewed that the indirects from CAISE account for \$52,060.66, which is unbudgeted in the 2013 fiscal year. J. Luke proposed that prior to adjournment of the meeting, a decision is made about what to do with those funds.

D. Ucko inquired where the reserve beyond CAISE funds is shown. J. Luke clarified that the reserve beyond the CAISE funds is divided between the contingency account (\$7,814.66) and the checking account. J. Luke noted that 2012 ended with funds in

reserve. She reported that she and S. Cohn will document the surplus funds and put it in one place.

K. Haley Goldman inquired if a decision has been made about how much should be in reserves. J. Luke indicated that no decision has been made, but that one is needed. J. Heimlich suggested that the Finance Committee should put forward a recommendation and rationale for that.

3) Treasurer transition

J. Luke noted that the Treasurer transition will take a couple months. She reported that there will be a bookkeeper, which will move VSA into a different financial model.

**5. Conference Highlights, Board Expectations, Last Minute Needs**

J. Sickler reviewed that Board members should serve as an ambassador for VSA, including finding and welcoming first time attendees. She encouraged attending the Membership Committee's Meet VSA Happy Hour as well as the April Award Celebration. She also called attention to the committee meetings and the annual business meeting.

J. Sickler noted that planning for the 2014 conference started yesterday and encouraged participation and involvement in the planning process, particularly in the next 3-4 months. S. Cohn noted that 80% of the conference is set by December.

R. Korn encouraged Board members to thank sponsors for their support.

D. Ucko suggested extending the invitation of participation to the general membership. S. Rockman inquired if there is a suggestion desk available at the conference. J. Sickler commented that VSA's struggle is in implementing suggestions, not in collecting them.

R. Roberts inquired as to how first time attendees and Board members will be identified. S. Cohn noted that there will be stickers for that purpose. R. Korn indicated that the Development Committee will put ribbons for sponsors in their budget for next year. J. Heimlich requested that four Board members sign up to welcome people at each plenary session.

J. Sickler also noted the coffee talk with the current and incoming Presidents, prior to the plenary session on Wednesday.

L. Huerta Migus offered to collect names of people who would be good for committee work and she will follow-up with appropriate chairs. S. Cohn suggested reminding attendees about committee meetings and encouraging attendance.

L. Huerta Migus encouraged Board members to attend the Wednesday plenary session, which will be preceded by recognition of incoming and outgoing Board members.

**6. Proposed Management Structure for Grant Oversight**

D. McCreedy reviewed that at the May meeting, discussion about grant management addressed the need for a PI for BISE, the history of PIs for CAISE, and the potential need for PIs for future grants. She noted a need for leadership of VSA to be at the table for grant discussions, that VSA leadership could not take money for that role, and a need to have a sustainable strategy for managing leadership on grants.

D. McCreedy reported that she J. Heimlich, and K. Kiehl developed a proposal that, for an interim period, the President Elect and Past President would serve as a collaborative team as co-PIs on grants. She noted that this proposal would be immediately applied to the BISE grant. She reviewed the rationale and other specifics for the recommendation:

- The President Elect and the Past President have more time than the President.
- Working as a collaborative team gives shared responsibility, more clearly indicates that the partnership is with VSA, not an individual, and provides for transition and continuity.
- Neither Co-PI will be paid.
- Work on projects, such as BISE, would fall to Association Manager.

J. Heimlich noted that this proposal is designed to address current needs, not long-term possibilities. He noted that as the Association Manager role grows, becomes a staffed position, and ultimately leads to additional staff and an Executive Director position, oversight on grants will need to be revisited.

D. McCreedy invited discussion.

Discussion:

R. Korn commented that K. Ellenbogen, as a PI on CAISE, facilitated a recent two-day CAISE convening. She inquired as to who would take on that role for a similar grant. J. Heimlich clarified that a similar role could be taken on by one of the co-PIs, the Association Manger, or a VSA member under a contract to do that work. D. McCreedy clarified that VSA is no longer involved with CAISE, so that while K. Ellenbogen is a PI on CAISE, she is not representing VSA. She also noted that with BISE, there was a request for someone with a long history of working with NSF to be at the table for discussions.

J. Luke commented on a need to have someone who can play the larger role of PI and represent VSA's interest. She noted that if it is not a paid role, there will be a need to determine how to limit someone's time on the project. J. Heimlich commented that it is important for the contracts to be with the association, not with individuals. He noted a need to have someone who can speak for the organization and is authorized to do so. S. Cohn suggested that the PI would need to be able advocate on behalf of what VSA can do, not what an individual can do.

D. Ucko raised an issue related to continuity and indicated that the proposal would only be good for two years. He suggested that the co-PI combination be either the President and Past President or the President and President Elect, to keep the transition smoother. J. Luke expressed concern about the time commitment. J. Heimlich noted this proposal is not intended for the long term and will need to be revisited when VSA has staff.

R. Korn commented that it would be important to articulate why VSA wants to do this. She inquired if VSA is strong enough to do it or if the association doing too many things at once. She noted a need, from the work with La Piana, to increase membership and conference attendance and inquired if focusing on grant efforts will take VSA off track. J. Luke noted that VSA has a need to address the existing BISE grant. D. McCreedy suggested that the proposed approach could be applied specifically for BISE and revisited if a new grant opportunity arises. J. Heimlich noted that a major difference between an Association Manger position and an Executive Director position is that an Executive Director would be

expected to represent VSA in matters such as grants. E. Israel noted that there is currently no timeline for transitioning to an Executive Director.

M. Sikora requested an update on discussions with IMLS. D. McCreedy reviewed that VSA was approached by Carlos Manjarrez about working together to provide resources similar to resources VSA developed for CAISE. D. McCreedy noted the importance of getting funding that is not specifically tied to science. She noted that C. Manjarrez had voiced concern about VSA's capacity and suggested a smaller scale approach, for which he was waiting on information about funding. D. McCreedy has contacted him to follow-up and has not heard anything new. L. Huerta Migus noted that IMLS finished reviews of the national leadership grants in June and suggested following up with him at the end of July or early August because he may have a better sense of funding availability. D. Ucko noted that IMLS would need to execute a contract by end of September.

M. Sikora commented that both BISE and CAISE evolved into longer and more involved commitments than they originally were and emphasized the need for VSA to have boundaries. L. Huerta Migus commented that empowering VSA's senior leadership with the oversight role is good and can help ensure that VSA's role in a project is consistent with VSA's mission.

J. Heimlich noted that VSA needs a policy statement on grant functions. He also noted that policies should be reviewed on an ongoing basis. C. Kessler noted that VSA has a grants policy, but it does not address the issue of leadership on grants. J. Luke noted that the Financial Task Force recommended an overhaul of the grants policy because it also lacks an acknowledgement of the financial infrastructure that is required to support grants.

D. McCreedy reviewed that:

- For BISE, a combination of the Past President, President, and President Elect will take on the leadership of that grant for its final year;
- Any new proposals will be reviewed for alignment with VSA's mission;
- The Finance Committee and Governance Task Force will work together to update the grants policy.

J. Luke inquired as to who is taking of M. Sikora's role on the Oversight Committee. D. McCreedy indicated that that is not known yet and that J. Heimlich will make a request of a Board member.

J. Luke acknowledged and thanked M. Sikora for leading the Oversight Committee.

M. Benne advocated for VSA participating in grants and encouraged addressing the issues at hand so that VSA can be a better partner on grants. D. McCreedy noted a need for structured, thoughtful consideration of VSA's commitment to grants. D. McCreedy reviewed that VSA's current grants policy requires 6 months advance notice on grant participation and that that is not consistent with how requests actually come in. She noted that the issue is on a list for the Governance Task Force to address. S. Cohn suggested a need for the policy to differentiate between requests that come from Board members, general members, and non-members. M. Sikora commented that the grants policy needs to be adapted to better address the timeframe issue. D. Ucko suggested building into the grants enough funding to hire additional staff or pay for contractors, so that VSA is not relying on volunteers to do the work of the grant. J. Sickler suggested having a filter to ensure that grants fit VSA's mission and that VSA's funding and resource needs are met.

## 7. Task Force, Grant, and Committee Updates

D. McCreedy reviewed the recommendations and charges that came out of the Board's past work with La Piana Consulting. She reviewed that the work was funded by the Noyce Foundation and that the goals of the work were both strategic and operational. The recommendations were:

- Clarify VSA's mission. D. McCreedy noted that this has been done.
- Focus on expanding VSA's membership.
- Create an IT Task Force to develop a technology plan.
- Hold quarterly Committee Chair Meetings, led by the President-Elect; J. Heimlich held one of these meetings and D. McCreedy will put it on K. Kiehl's and the Association Manager's to-do list.
- Revisit VSA's case for relevance. D. McCreedy noted that this is about why VSA matters. She noted that it has not happened yet and will fall to the Communications Committee. D. McCreedy also noted that it is different than existing Case for Support.
- Build advisory councils of leaders that share VSA's missions and vision. D. McCreedy noted that S. Rockman will spearhead this work.
- Expand strategic partnerships, e.g. working with ASTC on webinars.
- Transition to a smaller board and governance structure that will allow the board to spend more time on governance. D. McCreedy reviewed that the bylaws allow for a Board of 16-24 members and that bylaw changes that are in development for next year, would allow for a smaller board of 9-13.
- Each Board member will lead a key strategic area for VSA.

### Governance Task Force

J. Heimlich reviewed that the Task Force's charge was to review the bylaws relevant to board structure and to bring other governance documents in line and make sure that they are current. J. Heimlich reported that there are no new updates since May. He reported that L. Huerta Migus' subcommittee has thoroughly reviewed the bylaws, identified the components that need to be altered, and begun working on language. He reported that his subcommittee has been reviewing governance documents including documents from prior to 2008, the minutes from 2008 to present, and existing policy documents. He reported that they are reviewing these documents to identify all policy-related decisions and compiling them into policy statements.

### Professional Development Committee

C. Kessler reviewed that the PDC was charged with thinking more broadly about the types of professional development being offered, including webinars. She reported that during the quarterly chair meeting, L. Huerta Migus suggested partnering with ASTC to use their platform for webinars. She reported that Jennifer Borland, vice chair of the PDC, worked with Amy Grack Nelson and L. Huerta Migus to initiate those discussions, however there has been no new activity since May. She noted that several questions have arisen related to this potential partnership including what type of agreement and language is needed between ASTC and VSA in order to move forward. C. Kessler also reported that the change in the April Award, overseen by K. Tinworth, from a luncheon event to a happy hour event opens it up to more people. She also reported that the happy hour event has essentially broken even with a small amount of excess funds. K. Tinworth noted that the reservations are higher for the happy hour than they have been for past luncheons.

J. Sickler inquired as to the goal for the change in the April Award event. K. Tinworth reviewed that the goal in the transition was to break even with the hope that it will generate income for the award in the future. J. Heimlich suggested doing a soft ask at the event. R. Korn suggested that donors can use the donation forms provided with registration materials to earmark contributions to go specifically to the April Award. J. Sickler recommended turning the event back into revenue generation for the April Award. R. Korn suggested that sponsoring students would also be a development opportunity.

D. Ucko inquired about the audience and content for webinars. C. Kessler reported that the committee has been discussing this. She suggested that one possible audience may be libraries. She also noted that the webinars could serve the purpose of reaching audiences that do not typically come to the conference. L. Huerta Migus noted that some of the pre-conference workshops could be replicated online.

D. McCreedy clarified that the PDC had two levels of charges, one was to develop strategies to reach more naïve audiences and the other was to develop resources and support structures for the expertise in the field. C. Kessler noted that the activities to date addressed the former more so than the latter.

#### Development Committee

R. Korn thanked the committee members: Rita Deedrick (Vice Chair), Connie Graft, Mac West, Lynn Courtney, Zdanna Tranby, and M. Zirgani. She reported that she is looking for a new Vice Chair. She noted that although M. Zirgani is going off the Board, she has agreed to continue helping the committee. R. Korn reviewed that the committee's charge is to raise money. She thanked Board members for their support in pursuing development efforts. She reported that the committee is trying new initiatives to change perceptions of VSA, such as including a form in the conference program to encourage support. She also reported that Kris Morrissey and Nick Visscher organized this year's silent auction.

D. McCreedy thanked R. Korn for her efforts. She recognized the Board's commitment to the work of the organization and encouraged Board members to support VSA financially. She noted that in 2012 there was 100% Board giving. She noted that the expectation is \$300 in annual support from each Board member. She noted that it is important for Board to show this kind of support to VSA and distributed a form for Board members to indicate their commitment for 2013. S. Cohn will collect the forms.

R. Korn reported that VSA will receive another \$5,000 gift from the William King Foundation that will go towards operations costs. R. Korn also reported that she will work with M. Zirgani to make an ask of the Lilly Foundation for the 2015 conference, which will be in Indianapolis, where Lilly is based.

D. Ucko suggested that it would be helpful to have committee members who have professional expertise that is directly relevant to the work of the committee, in the way M. Zirgani has been helpful for Development. J. Heimlich noted that only VSA members can serve on committees and if someone is not a VSA member, they would need to be an advisor to the committee, not a committee member. S. Cohn reported that no committee currently has members that are not VSA members.

#### Conference Planning Committee

J. Sickler reported that there is a detailed tasked list in the conference planning manual that outlines the activities of the CPC, the annual conference team, and the Association

Manager. She noted that there are number of activities that will occur in August, including a debrief of the 2013 conference and advance planning for how responsibilities should shift with a full time Association Manager.

J. Sickler reviewed that the primary charge related to the CPC involved working with the Membership and Communications Committees in recruiting new audiences to the conference. She reported that there has not been much activity since May. She noted that there were attempts to work with the Communications Committee on a marketing plan, but there was not much movement on that work. She commented on the importance of having comprehensive a marketing plan for the conference as well as an overarching marketing plan for the organization that is not reactive to a moment in time, but is an ongoing dialogue with the membership about the conference. She noted that there were not adequate volunteers to get message out regularly.

R. Korn inquired as to who tweets for VSA. J. Sickler indicated that Sara Kennedy has been leading efforts on social media planning and that she has been tweeting periodically for VSA, but not very often. R. Korn suggested that multiple messages should go out daily. J. Sickler reported that she is sharing documentation with her successor. R. Korn suggested that VSA needs a communication calendar.

With regard to budget issues, J. Sickler noted the need for timely updates on how well or poorly registration is going relative to budget. She also noted a need to revisit the payment structure for compensation of workshop leaders before the call for workshop proposals goes out.

J. Sickler reported that she has shared files with R. Jakubowski, the incoming CPC chair, and will be at the CPC meeting held during the conference and will be available beyond that for questions.

M. Sikora commented that when VSA previously moved to an Executive Director model, the Publications Committee became the Communications Committee and the intent was for marketing efforts to be done by the Executive Director. He noted that the Strategic Communications subcommittee of the Communications Committee was intended to support that role. He commented that B. Breck, the incoming Vice President for Outreach has expertise in membership and marketing and may be a resource for that. He also noted that the Social Media/Interactive Media is another subgroup of communications and that the incoming Communications Chair, G. Svarovsky, will need to tap into other resources among the VSA membership to move that forward.

R. Korn inquired when there would be an opportunity to review the calendar, noting that some people do their budgets in the spring or early fall and there could be need to get promotional material about the conference out sooner. C. Kessler suggested that this work would be tied to the Case for Relevance. J. Sickler noted that the ideal timeline of the milestones for the conference may need to be moved back. She commented that the role of the conference program chairs with a full time Association Manager will be a big question for the CPC and the office to address. She also noted that the timing is tied to volunteers' availability. D. McCreedy commented that the regional workshops have similar challenges with potential attendees needing information sooner so that they can budget to attend.

S. Cohn suggested using examples of past years' sessions to help promote upcoming conferences. She also noted that the costs, dates, and location for the 2014 conference,

and the location of the 2015 conference are known and can be promoted. C. Kessler noted that the call for proposals for the Association of Children's Museums' next conference was included in the current year's conference program and suggested VSA could do something similar. J. Sickler noted that VSA has often had save the date information, but that we would need to have the program chairs in place 3 months prior in order to have the theme in place so a call for proposals could be ready for distribution at the conference. R. Korn inquired as to how much the theme determines what session topics are submitted. J. Sickler suggested that the theme provides organizing efforts and guidelines for keynote speakers. D. McCreedy suggested that the Committee Chair call would be a place to further this discussion.

#### Membership Committee

M. Benne reported that the Membership Committee is working on two strands of the strategic vision: bridging communities and building capacities. She reviewed the committee's activities in these areas.

##### Bridging communities activities:

- Connections Poster at coffees, happy hours, and poster session to encourage interaction between members
- Instruction sheet for how to tweet available at registration
- Recruiting ambassadors during the conference – looking for two who work with students. Will be providing training and orientation information, including a contact on the Membership Committee to support them. M. Benne reported that the committee has a list of VSA members who work with students and will start with that list as potential ambassadors. C. Kessler suggested talking to student scholarship winners to get contact information for their professors. M. Benne noted that the next step will be to reach out to people who are not connected to VSA and get them involved as ambassadors. D. Ucko suggested having a program to encourage members to attract new members.
- Thursday night happy hour. M. Benne thanked all the committees for providing representatives.
- Lisa Craig Brisson is working on a spreadsheet to track what information is being communicated to members and when, which can be shared with other committees and the office.

##### Building capacities activities:

- M. Benne reported that Maia Werner-Avidon is the new Vice Chair and will work on membership fees and structure.

M. Sikora reviewed the work of working group on looking at membership structure and fees. He reviewed that VSA's membership fees have been consistent for over ten years with only adjustments being made to upper level memberships. He reported that the working group collected information from approximately twenty other small organizations as well as feedback from institutions about their structures with regard to institutional members. He reported that they hired a consultant, Real Solutions, for \$2,000 to provide recommendations based on the information they gathered. He reported that there is no new activity from the consultants to share. He noted that VSA has not paid them yet and that VSA and Real Solutions have agreed that VSA can back out of agreement if the Real Solutions haven't provided recommendations. He reported that VSA may look to another consultant. M. Sikora noted that B.

Breck's experience and expertise may better able to move this work forward. C. Kessler asked if the agreement with Real Solutions is in writing. M. Sikora indicated that there is. He noted that their work is still in the research phase, not the phase in which they would be doing billable work. M. Sikora suggested that for ease of budgeting and office management, it would make sense to change the membership structure at the beginning of a calendar year. He also noted a need to communicate the pending changes to the membership in advance of changes. D. McCreedy thanked M. Sikora for his time in finding and working with the consultant.

- Pathways project: a joint effort between the Board Development and Membership Committees. M. Benne described that this work is looking at how people enter the visitor studies field. She and L. Huerta Migus reported that there will be two relevant sessions during conference, the first of which will give an overview of pathways into the field and examples of best practices. M. Benne shared visuals of connections between different aspects of the visitor studies field, which will be reviewed in the second session.

The Board recessed for lunch at Noon and reconvened at 1:10 p.m.

#### Board Development Committee

L. Huerta Migus reviewed that the Committee's charge was to work on reducing the size of the Board. She reported that they had successful slate development and elections process that was completed last week. She noted that the Board size will be at the minimum allowable size of 16. She noted that they operated under a compressed timeline and thanked M. Sikora and Anna Lindgren-Streicher, who served on the Nominations Task Force. She reported that there was an excellent response to the call for applications to Board and that they were able to slate everyone who applied.

L. Huerta Migus reported that moving forward, the BDC will be looking at how to support committees and the Board in critically thinking about the next steps in reducing the Board size. She reviewed slides on reflections of fulfilling roles of board members that the Board did at May meeting.

L. Huerta Migus reviewed the core areas of Board service, which will be a framework for engaging Board members, committee members, and other volunteers:

- Passing on the covenant and inspiring others to pursue Board service
- Supporting other volunteers to contribute to VSA successfully
- Planning for the arrival and departure of Board members
- Getting the work of VSA done, which includes a need to engage, support, and document conversations around committee charges and find a balance with the Association Manager
- Being ambassadors for VSA
- Getting help when we need it – working on the transition from being a working board to governance board
- Being accountable to our members and other stakeholders
- Making big decisions for the future: policy and bylaws work; identifying handoff between staff, committees, and senior leadership
- Legal and contractual compliance

- Handling our finances and forms with no waste: communications both internally and with members; moving towards governance board will require a greater need for improved communications

L. Huerta Migus noted that she will be following up with the committee chairs and VPs to discuss the best way for the BDC to engage committees in strategic thinking for the future. She also noted a need to identify potential gaps that may develop as things change to ensure the work is covered within VSA's infrastructure. She reported that there are funds set aside for professional development for the Board. She noted that the transition process will take a number of Board cycles. She commented that the BDC intends to be more active in supporting the Board, committees, and committee chairs in regular reflection processes.

D. Ucko asked for more details about the process of reflection. L. Huerta Migus indicated that one aspect would be determining how to do reflection better and more regularly in both committee and Board meetings on a smaller, but more regular, scale than has been attempted previously. R. Korn inquired as to what can committee chairs do within their own meetings to help with reflection. L. Huerta Migus noted that they will be focusing on volunteer motivation and management, which could be relevant for chairs. D. Ucko suggested setting up culture of self-evaluation. L. Huerta Migus commented that mechanisms for regular recognition are important and need to be built up. D. Ucko noted that the hard part is implementation and that there is a need for better systems for determining which ideas can be implemented immediately and which require more work or more resources. L. Huerta Migus indicated that, at their next meeting, the BDC will be taking a critical look at the Board's feedback from the May meeting.

J. Sickler inquired about the difficulty in reaching quorum for the recent election. L. Huerta Migus commented that it is not atypical for it to be difficult to get to quorum on the Board election, but that the compressed timeline this time made it tighter. She noted that the election procedures will be examined as part of the governance review.

L. Huerta Migus reported nearly 100% participation in the orientation sessions for new Board members. She reported that there will be two additional orientation sessions after the conference for incoming Board members.

D. McCreedy noted there has been pushback from some members on the idea of having a slate. She reported that she and L. Huerta Migus wrote a memo that addressed the question, noting that it is a best practice for organizations of VSA's size and a practical aspect of not having enough people to compete for open Board positions. J. Heimlich commented that organizations that have ballots for individual positions often have a minimum of three people running for each slot to avoid having one person being the "loser". L. Huerta Migus commented that in a small organization that may also be resistance to running against someone else. J. Heimlich noted that VSA's bylaws allow for competitive election or slate election.

D. McCreedy thanked L. Huerta Migus for her work.

#### Communications Committee

In the R. Bonney's absence, M. Sikora reported for the Communications Committee. He reported on upcoming transitions including a new committee chair, G. Svarovsky, and a new Vice President who will be working with that committee, B. Breck. He review the

committee charge about revisiting VSA's Case for Relevance. He reviewed that former Board member Emlyn Koster chaired a Task Force that developed VSA's Case for Support to assist with development efforts. He noted that language from the Case for Support has been used in the revised mission statement, fundraising documents, and the Noyce Foundation application. He commented that current need is to work on the VSA's Case for Relevance. He reported that the outgoing and incoming committee leadership has met to discuss the transition and that R. Bonney is willing to continue his support for the Strategic Communications Subcommittee. He reported that G. Svarovsky has ideas for moving the work forward.

D. McCreedy commented on the need to have consistent language. D. Ucko suggested updating the group that worked on the Case for Support to keep them informed about VSA and how their work has been used.

Action: G. Svarovsky needs to receive the list of participants who worked on the Case for Support Task Force. R. Korn will write a memo to update them on how the Case for Support has been used, that a Case for Relevance will be developed, and invite them to participate in that work.

M. Sikora noted that it is good to follow up and communicate back, but that there may be broader issues with the leadership on that work. S. Cohn noted that approximately half of the group that worked on the Case for Support are not currently VSA members. J. Sickler noted that K. Knutson's Task Force work noted the importance of giving feedback to advisors who provide input and support even if they are not members.

#### IT Infrastructure Task Force

S. Cohn reported that the Task Force:

- Developed a of list of current resources and assets the association uses
- Is identifying the needs for creating a more integrated structure.
- Wrote an RFP for web development, which was shared with the Board.

S. Cohn inquired if a motion is needed to authorize spending money unless it is already within the designated budget line for consultants. J. Luke recommended having a motion.

S. Cohn described that the RFP is to hire a consultant who can help identify the holes in what the association needs. She noted that the RFP does not include a budget, but that the Task Force expects the costs could be \$20,000 or less. D. Ucko suggested not doing a custom website.

L. Huerta Migus commented that \$20,000 should be sufficient to get a full contract to create and implement a website. She suggested that the contract should be no longer than the end of the 2014 fiscal year. D. Ucko inquired what costs would be covered by the contract. L. Huerta Migus commented that she would expect the contract to cover everything except the rental of server space. M. Sikora noted that this is a budget revision because it is over a 20% change in the budget. J. Luke noted the following issues: 1) Is the money available to do this in 2013 and where is the money located? 2) There is a need motion to approve spending the money because it is a greater than 20% change from the current budget.

J. Luke reviewed that line 6210 in the budget is where the funds for consultants are included. She reviewed that for 2013 that line had \$60,000, which was intended to cover the Association Manager contract for 12 months and \$24,000 that was allocated across three potential consultants for web services, membership, and conference management.

She noted that that things have changed and that the amount remaining on that line after the costs associated with the Association Manager position and the Bookkeeper that the Financial Task Force will be recommending will be \$18,250, assuming that no other consultants are hired. She noted that these funds could be used to engage in this work in 2013 with the available surplus funds available for the work in 2014. S. Cohn noted that the approved budget specifically identified a website consultant for funds on line 6210 and inquired if a motion was necessary. J. Luke suggested that in that situation, a motion may not be necessary. J. Luke suggested that if funds from the surplus will need to be earmarked for use in 2014 for this work, it should be documented. R. Korn suggested identifying companies to receive the RFP. K. Haley Goldman concurred. J. Heimlich reviewed that the Task Force would recommend the consultant to be hired and the President would sign the contract.

Decision: The Board supported the recommendation of the IT Task Force to allocate funds, not to exceed \$16,000, as budgeted in line 6210, towards the cost of website consulting services.

S. Cohn noted that the RFP is available on Basecamp and that she will follow up with individuals who can suggest entities to send the RFP to.

#### Financial Task Force

J. Luke reviewed that the Task Force's charge is to revise current financial infrastructure within VSA, proposing processes and functions that will allow the organization to accomplish its full range of financial responsibilities. She reviewed that the Task Force – J. Luke, J. Sickler, K. Haley Goldman, and S. Cohn - completed the following activities since May:

- Created and posted a detailed RFP for Bookkeeping services
- Received 6 applications, which did not meet the Task Force's expectations
- Sought recommendations from past, current, and incoming Board members
- Received 3 recommendations from C. Oberg, J. Johnson, and K. Haley Goldman
- Received proposals from all three recommended entities
- Reviewed proposals and are seeking additional information from them

J. Luke reported that the Task Force will meet Friday and reach a recommendation. She indicated that the goal is to have a bookkeeper on board by August 1 to facilitate the Treasurer transition. She invited input on the proposals. She reviewed that the costs from the proposals range from approximately \$600 to \$1,000 per month.

The Financial Task Force moved *“That the Board of Directors approve the costs of bookkeeping services for the 2013 fiscal year not to exceed \$5,000.”* L. Huerta Migus seconded.

Discussion: D. Ucko inquired if the checks and balances are in place to work with an outside bookkeeper. J. Luke indicated that the Task Force is hopeful that the contracted bookkeeper will be able to help with designing a new model to address that. J. Heimlich noted that designing a new financial model for VSA will be in the charge for the Finance Committee. M. Sikora inquired about the status of forming the new finance committee. J. Luke commented that the Task Force has not addressed that yet and that there is a need to draft a charge for the Finance Committee.

D. McCreedy called the question. The motion carried.

J. Luke commented that it is an exciting point for VSA and represents forward momentum and further professionalization for the organization.

#### **7. Facilitating the Board's Transition: Small Group Work**

D. McCreedy asked the Board to work in two sets of small groups to address tasks related to the upcoming transitions of roles and responsibilities. The goals were to develop a list of action steps for the rest of 2013 and to document decisions to help with the transition to the new Association Manager.

The Board broke into the following small groups for approximately 30 minutes for the first set of discussions. D. McCreedy identified the following groups and assigned the following current and incoming Board members to each group:

- 1) Organizational Development – D. Ucko, R. Korn, L. Huerta Migus, K. Haley Goldman, S. Rockman
- 2) Outreach Development: M. Sikora, M. Benne, G. Svarovsky, T. Livingston
- 3) Professional Development: J. Luke, C. Kessler, E. Israel, J. Sickler, K. Tinworth
- 4) Leadership: J. Heimlich, K. Kiehl, S. Cohn, E. Bossin, R. Roberts, D. McCreedy

For the second set of discussions, which lasted approximately 15 minutes, four topics were addressed. D. McCreedy identified Board members to lead each group. Other Board members were invited to choose the discussion(s) in which they wanted to participate:

- 1) IT Task Force RFP, led by S. Cohn
- 2) Advisory councils, led by S. Rockman
- 3) Governance and Grants, led by J. Heimlich and L. Huerta Migus
- 4) Finance Committee charge and next steps, led by K. Haley Goldman

The small groups did not report out to the full group.

#### **8. Wrap Up and Thank You**

D. McCreedy acknowledged and thanked each of the members of the 2011-2013 Board for all their hard work.

J. Sickler moved *"That the Board Meeting be adjourned."* C. Kessler seconded. The motion carried.

The meeting adjourned at 4:11 p.m. Central.

Elisa Israel  
Secretary  
July 27, 2013