



**Board of Directors Meeting
University of Pittsburgh, Pittsburgh, PA
May 3-4, 2013
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 (May 3 only)

Association Manager..... Sarah Cohn

Members:

Kate Haley Goldman
Cheryl Kessler
Karen Knutson
Randi Korn
Laura Huerta Migus
Saul Rockman
Jessica Sickler
Mira Zirgani (May 3 and May 4 through 11 a.m.)

Present via teleconference:

Marcie Benne
Rick Bonney (May 3 and May 4 through noon)

Absent:

Kirsten Ellenbogen (Past President)
Troy Livingston
Kathleen Tinworth

Guests:

Janet Rice Elman, Executive Director, Association of Children’s Museums
May 3, 11:30 a.m. – 1:30 p.m.

Kevin Crowley, Director, UPCLOSE; PI on BISE grant; co-PI on CAISE
May 3, 2:30 p.m. – 3:00 p.m.

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 9:26 a.m. Eastern.

D. McCreedy welcomed everyone and thanked them for coming to the meeting.

E. Israel conducted a roll call 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	None
Sarah Cohn	BISE Project Director for VSA
Kate Haley Goldman	None
Kirsten Ellenbogen	Absent
Joe Heimlich	None
Elisa Israel	None
Cheryl Kessler	None
Karen Knutson	Co-PI on BISE
Randi Korn	None
Troy Livingston	Absent
Jessica Luke	Working with Janet Rice Elman on a grant-based project
Laura Huerta Migus	On staff at ASTC, which administratively houses CAISE
Saul Rockman	None
Jessica Sickler	None
Matt Sikora	None
Kathleen Tinworth	Absent
Dave Ucko	None
Mira Zirgani	Trustee on a foundation that gives a grant to VSA

Approval of Submitted Reports

The following items were submitted in advance of the meeting:

President Report (D. McCreedy)
President Elect Report (J. Heimlich)
Secretary Report (E. Israel)
VP for Organizational Development Report (D. Ucko)
VP for Outreach Development Report (M. Sikora)
Association Manager Report (S. Cohn)
Board Development Committee Report (L. Huerta Migus)
Communications Committee Report (R. Bonney)
Conference Planning Committee Report (J. Sickler)
Development Committee Report (R. Korn)
Membership Committee Report (M. Benne)
Professional Development Committee Report (C. Kessler)
Engaging External Expertise Task Force Report (K. Knutson)
Financial Task Force Report (J. Luke)
Governance Task Force Report (J. Heimlich)
IT Infrastructure Task Force Report (B. Shea)

Motion: J. Heimlich moved *“That the all task force and committee reports submitted to the Board prior to the meeting be accepted.”* D. Ucko seconded. The motion was accepted.

Deliberative agenda

1. Approval of the Minutes of the Board Meeting of January 24, 2013

E. Israel asked if there were any corrections for the minutes of the January 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 – Looking back and forward

D. McCreedy reviewed the previous year, including feedback received from Board members through the recent interviews with Research for Action. She thanked the Noyce Foundation for the grant that supported the work and acknowledged D. Ucko’s role in making the connection to the Noyce Foundation.

Review of past work:

- Work with La Piana, including Board interviews
- Review of past impacts and organizational structure
- Brainstorming strategies and sources of potential revenue.
- Established revenue task forces
- Task force reports at 2012 conference
- Preliminary recommendations from La Piana
- Feedback from VSA members
- Special board meeting in November to finalized La Piana’s recommendations:
 - Clarify the current mission and retain current vision

- Focus on expanding VSA's membership
- Revisit VSA's case for relevance
- Build advisory councils of leaders who share VSA's mission and vision
- Expand strategic partnerships
- Transition to a smaller board and governance structure
- Charges to committees
- Budget development and approval
- Work related to recommendations

D. McCreedy reviewed the goal of the work: "VSA will further increase its capacity as a dynamic, responsive, and sustainable member-oriented association so that it will be able to better serve both its members and the field as the "go to" organization devoted to evidence about informal learning."

D. McCreedy summarized that the goal for this meeting is for Board members to leave with more clarity about their roles and the direction the association is heading.

D. McCreedy reported that she will upload to Basecamp a two-page summary from Research for Action based on their interviews with the VSA Board members. She reviewed that the goals of the interviews were to understand perceptions of the strategic planning process, reflections on the recommendations, and the role of the Board moving forward. She reported that key findings included:

- La Piana process was positive; some desire for more.
- Involvement for non EC members felt low and some feel lack of ownership.
- Concerns around resistance and ability of Board to change.
- Expanding membership was rated as most important; clarifying mission was rated as least important.
- Close to 90% of Board members understood that the new role of the Board is governance.
- About 60% of Board members felt that hiring staff is necessary to move forward.
- About 40% of Board member expressed concerned that there was not a comprehensive plan for moving the work forward.

D. McCreedy reviewed progress that has occurred in the last three months:

- Began to more clearly articulate our value
- Working more collaboratively – e.g. quarterly meetings of committee chairs
- Getting better at defining responsibilities and needs – e.g. auction moving forward to become standing work of Development Committee; working with consultants; grant oversight committee has articulated challenges and benefits of pursuing grants
- Have placed members more centrally and know more about them – e.g. membership report, for which D. McCreedy thanked to J. Heimlich and COSI; listening to members; leveraging connections with other organizations for webinars

D. McCreedy noted that there is more work ahead and acknowledged that some charges may not meet their timelines. She also noted a need to think about details related to strategic partnerships.

D. McCreedy reviewed several attributes VSA has to help keep the association moving forward:

- money
- the start of great ideas and collaborations
- a shared commitment to VSA moving forward

She expressed that it is essential to build on positive momentum.

D. McCreedy showed a video that was prepared to promote the conference. J. Sickler reported that Renae Youngs from the Membership Committee led the work with the support of Conference Planning Committee to collect interviews and that a volunteer video editor, Jeff Beaumont of Mountain Studios, was recruited to do the post production work.

3. Financial Quarterly Report

J. Luke reviewed 2012 taxes, 2012 year end finances, the 2013 budget, the 2013 first quarter financials, and total assets as of the end of March.

1) Tax Update

J. Luke reported that the 990 form will be posted on Basecamp next week for Board review. J. Luke will offer two conference call times for discussions. She reported that the 990 will be filed electronically by May 15. J. Luke invited questions. None were raised.

J. Luke reported that she is working on determining whether VSA need to file state taxes. She indicated that it is probably not required because VSA no longer has a physical office, but that it is still being investigated.

Questions and Discussion: C. Kessler inquired if VSA has filed state taxes in the past. J. Luke reported that VSA filed state taxes in Maryland in 2011 because the Executive Director's office was there. She indicated that now that VSA does not have a physical office, it is less clear. K. Haley Goldman inquired if state taxes would be based on which states VSA does work in and whether it might be affected by the location of the conference. J. Luke suggested that may be something to investigate, but noted that the current investigation is looking at the states where VSA has more of a continuous presence, such as Minnesota because the VSA post office box is there, Washington because the Treasurer claims home insurance for the VSA computer, and Alabama because VSA is incorporated there. D. Ucko suggested that it may not be relevant because its relates to unrelated business income tax. L. Huerta Migus noted that other associations only have to pay sales tax in the states where their conference are held and that in most states an association can apply for a sales tax waiver.

2) 2012 year end finances

J. Luke reported the following for VSA's year end finances:

Revenue: \$367,264.03, with the largest portion coming from grants (\$215,881.93).

Expenses: \$310,600.67, with the largest portion coming from grants (\$213,382.08).

Surplus: \$56,663.36

Questions and Discussion:

J. Luke noted that the largest margin is from the conference. She also reviewed that VSA has 15% indirect rate on grants that is used to offset general operating costs.

K. Haley Goldman inquired as to how 2012 compares to other years. J. Luke noted that in 2011 there was a surplus of approximately \$6,700 and that in 2010 there was a planned deficit of approximately \$19,000.

J. Luke invited other questions. None were raised.

3) 2013 budget

J. Luke reported VSA's approved 2013 budget:

Revenue: \$245,621.04

Expenses: \$245,621.04

J. Luke noted that the grants portion of the budget is much lower than in 2012 because CAISE has ended. D. Ucko inquired where sponsorships are shown. J. Luke noted that sponsorships are associated with the conference because they still sit in the lines associated with conference in the chart of accounts. She acknowledged that that may need to change in the future and that investigating that is part of work of Financial Task Force.

Questions and Discussion:

M. Zirgani inquired as to how contributions broken out in 990. J. Luke indicated that she would need to look at form. D. Ucko inquired as to the amount of the general operating budget that is administrative support. S. Cohn noted that \$60,000 was included in the budget for contractors.

J. Luke encouraged Board members to download budget from Basecamp.

S. Cohn asked if the Membership expense category include the cost of the Journal. J. Luke noted that with the changes that emerged as a result of the work with La Piana, some costs are associated in different places; she noted that the location of some aspects of the budget may change as the chart of accounts is reviewed. J. Luke reported that the Membership category does not include Journal.

S. Rockman noted that revenues from Membership are higher compared to 2012 and inquired as to the rationale for the increase. M. Benne reported that the Membership Committee is optimistic about making changes in the membership structure that will lead to a new campaign to increase membership. She noted that they are also working on networking activities, targeted ambassador programs, and improved retention. She further noted that any dues changes would affect the 2014 budget.

4) 2013 Q1 finances

J. Luke reviewed the first quarter budget actuals:

Revenue: \$58,625, including \$31,614 from carried over from the reserves

Expenses: \$32,856

J. Luke invited questions. J. Luke noted that there was an outstanding conference expense, of approximately \$5,000, from 2012 that just got posted against the budget. J. Luke noted a need to have better financial expertise to address issues like this. S. Cohn noted that the conference is also shifting in its processes. J. Sickler noted that the larger surplus from the 2012 conference was partially because one of the conference event bills did not come in. J. Luke noted that the issue is how the data is coded get entered into Quickbooks. L. Huerta Migus noted that membership income is at about half of where it was at this time last year and inquired as to why. S. Cohn noted that the conference registration was pushed back this year and that many renewals come in with that.

5) Total assets as of March 31, 2013

J. Luke reviewed the balance sheet, which at the end of March shows \$123,620.49. She noted that the restricted CAISE account line had \$52,060.66 after it closed. She explained that the CAISE budget line oscillates to pay consultants and that it takes time for VSA to be reimbursed for those costs. She also explained that the funds in this account represent all of the indirects from CAISE over the life of the grant and that having funds in this line provided a buffer to make payments to consultants prior to being reimbursed by ASTC.

Questions and Discussion:

L. Huerta Migus reviewed that CAISE is funded by NSF, that ASTC houses CAISE, and that VSA was a subcontract.

M. Zirgani asked for clarification on the financials for CAISE. J. Luke asked everyone to review the CAISE tab in the financial report. She reported that the expenses tracked in t in QuickBooks from June 1, 2009, to the close of grant in February 2013, is \$356,934.94. She noted that the first two years of grant were not tracked in QuickBooks. J. Luke reported that following consultation with the previous Treasurer and VSA's accountant, she can confirm that VSA did not spend the CAISE indirects.

M. Zirgani asked for clarification of the issue. J. Luke commented that the process represents a system failure because she, as the Treasurer, was unaware of how it was set up. J. Luke clarified that VSA completed all of its work associated with CAISE and the indirects represent the 15% VSA charges on the work it did for the grant.

S. Rockman asked for clarification as to why the funds are considered restricted. J. Luke explained that it is an internal label to indicate the money in that line is designated for a specific use.

M. Zirgani clarified that the \$52,000 can now be moved to unrestricted. J. Luke confirmed this.

J. Luke reviewed that considering the amount in the checking account and the amount in the contingency account, there is approximately \$20-25,000 available in reserves in addition to the \$52,000 from the CAISE line.

J. Sickler noted that indirects from grants have been monitored in overall budget every year.

D. Ucko suggested that in the future indirect funds could be moved from restricted to unrestricted at the end of each year of a grant. J. Luke noted that the current funds will need to move to the checking account. J. Luke also noted that avoiding this in the future relates to changing the systems for grants administration.

K. Knutson inquired as to the total amount of extra money. J. Luke noted that she still needs to look at the early paper records for CAISE before she can provide a final number. L. Huerta Migus suggested that the ASTC grants accountant might be able to assist. J. Luke reported that she will share the final number with Board when it is ready.

D. McCreedy acknowledged the amount of work J. Luke has done. J. Luke noted that this situation represents an opportunity to identify and repair system failures. J. Luke invited

additional feedback and questions via email.

Motion: J. Luke moved “*That the Treasurer report be accepted.*” M. Zirgani seconded. The motion passed.

4. **Task Force Updates, Part 1**

Financial Task Force - J. Luke, K. Haley Goldman, J. Sickler

J. Luke reviewed the Task Force’s charge: “To revise the current financial infrastructure within VSA, proposing processes and functions that will allow the organization to accomplish its full range of financial responsibilities.”

J. Luke reviewed the process the Task Force went through:

- Articulated all relevant financial function.
- Mapped current roles and responsibilities.
- Identified problem spaces and gaps.
- Strategized solutions for a more robust and sustainable infrastructure that addressed problem spaces and gaps.

J. Sickler reviewed the problem spaces and gaps:

- Treasurer responsibilities are too wide-ranging
- Lack of specialized skill or attention on day to day accounting by the volunteer Treasurer
- Need for more ownership of financial responsibilities at all levels of VSA and processes to support this
- Too frequent reporting on finances (monthly)
- Grants management and administration is a huge problem – reliance on the Treasurer to do grants management in addition to other duties
 - S. Cohn inquired as to what goes into grants administration that is different than other grant work. J. Sickler noted that there are specialized skills related to the finances of managing grants. J. Luke noted that some of the issues may be project-specific and that there are questions about who should be responsible for coordination and aligning responsibility and authority for project work.
 - R. Korn raised the question of how VSA benefits from grants and noted that they seem like a pass-through without financial benefit. J. Luke suggested that indirect funds should support the administrative needs to do the work of the grant, not to provide financial benefit to VSA.

J. Luke reviewed the Task Force’s proposed solutions for infrastructure:

- Revise and realign responsibilities and roles across VSA – proposed as a draft
- Invest in additional specialized support for financial duties – the current systems require bookkeeping expertise
- Reduce financial reporting to quarterly
- Review and overhaul grants and contracts policies and procedures

J. Luke and K. Haley Goldman reviewed specific recommendations from the Task Force:

- Hire a bookkeeper. Proposed options include:
 - Client-based relationship – with an estimated cost of \$500-700 per month; but would not include grant management expertise
 - Role bookkeeping into Association Management position

- Contract as part of a bundled services agreement

Questions: K. Knutson inquired if there is an in-between option, such as paying a member to do the work. J. Luke commented that VSA needs a professional bookkeeper. M. Zirgani inquired if there has been any consideration to house VSA at a university, in which the university is paid to do the bookkeeping. K. Haley Goldman noted that that consideration would be beyond the purview of the Financial Task Force, and that the existing issue has to be addressed soon.

- Clarify financial roles and responsibilities, including:
 - the interface between Association Manager, bookkeeper, Treasurer
 - financial reporting expectations
 - grants administration
 - revisions to board member job descriptions, orientation, and training
- Change financial reporting to Board, EC, and Committees from monthly to quarterly
- Review and overhaul grants and contracts policy to further clarify roles and responsibilities, to ensure that VSA has the necessary financial infrastructure and support for human resources necessary to accomplish grant work.

J. Luke reviewed suggested next steps:

- Develop an RFP for bookkeeper services and have a contract in place by July 2013.
- Accept the revised responsibilities matrix, proposed by the Task Force, in principle by September 30, 2013.
- Appoint a Grants & Contracts Task Force to overhaul the policies, procedures, roles, and responsibilities with special attention to the financial and human resources needed to manage and administer general grant monies.

Questions and Discussion:

D. Ucko noted a need to plan for checks and balances that will protect VSA's assets. R. Korn suggested separating grants and contracts. L. Huerta Migus commented that issues around responsibilities and policies will also be part of work of Governance Task Force. D. Ucko inquired if the Task Force had recommendations for deciding among the proposed options for the bookkeeper role. K. Haley Goldman commented that it may depend on how the discussion about how the Association Manager position evolves. She noted that the focus was on an action-oriented timeline. L. Huerta Migus inquired if there was any reason not to move forward on developing an RFP to contract for bookkeeping services. K. Haley Goldman responded that there was not. R. Korn suggested that there is a need to hire someone separate from the Association Manager. S. Cohn suggested that adding those responsibilities to the Association Manager would make that position full time.

J. Luke thanked everyone for the discussion.

S. Cohn asked how a contract with an association management company would work. K. Haley Goldman noted that there would likely be a single point person at the company to coordinate services for the association.

5. Discussion with Janet Rice Elman, Executive Director, Association of Children's Museums (ACM)

J. Rice Elman joined the meeting at 11:30 a.m. and D. McCreedy introduced her. D. McCreedy noted that J. Rice Elman started at ACM when it was at a similar point to where

VSA is now. She noted that ACM is an organization of institutions, not individuals, which now has over 300 institutional members. D. McCreedy noted that J. Rice Elman could be a good resource for VSA.

The Board introduced themselves to J. Rice Elman.

J. Rice Elman reviewed ACM's history:

- ACM was founded in 1963 by directors of children's museums.
- Culture grew into one of sharing and collegiality and moved to being an organization of directors into an organization of institutions.
- Began annual conferences in 1987.
- In the 1990s, the field was growing rapidly and ACM's volunteer Board of Directors felt the need to provide documentation and data on the field, so went through a strategic planning process.
- In the 1990s, ACM had an operating budget of \$230,000, where the income was largely from dues and conference registration fees and the expenses were primarily for the annual conference.
- ACM received a \$75,000 grant over 3 years to open an office, which the Board decided to put in Washington, DC. A search committee conducted phone interviews and then in-person interviews.
- The first office space was a sublease in DC. J. Rice Elman hired one, full-time, entry-level support employee for administration functions.
- Conferences went well during J. Rice Elman's first three years, which allowed ACM to hire a third person.
- Membership revenue is a challenge because there is a limited number of children's museums. ACM has 95% market penetration and 51% of the members have annual operating budgets of under \$1 million.

J. Rice Elman provided an overview of ACM's structure:

- Core operating side:
 - Member services and reciprocal program
 - Interactivity Conference
 - Website
 - Other professional development, such as conference calls and webinars
 - Core budget is just under \$1 million annually
 - Some grants come in under member services.
- Special initiatives side: three initiatives
 - 1) Good to Grow – fighting childhood obesity
 - 2) Playing for Keeps – early childhood education and play
 - 3) Diversity in Action – diversity of institution staff and boards, and cultural competency for children

ACM raises funds to run these initiatives and wants to re-grant funds to the field on a competitive basis. The special initiatives are staffed on a contractor basis. The funding from the special initiatives covers about 10-15% of the core operating costs.

Questions and Discussion:

The Board posed questions to J. Rice Elman on a variety of topics:

- Transition process to a governing board: J. Rice Elman indicated that initially the Board was heavily involved, but was ready to move away from doing day-to-day

operations. She noted that ACM's culture is very transparent and that the Board is still actively involved through task forces and committees. She described that ACM has a current staff of 10 and that they use Basecamp to manage projects. She described that the standing committees of the Board are: Executive, Finance/Audit/Investment, Governance, and Nominating. She noted that other work is done by task forces that are not permanent. She described that the President of the Board, not the full Board, supervises the Executive Director. She suggested Board Source and Blue Avocado as sources of information about transitioning from a working board to a governing board with staff. She noted that the Board needs to be strategic and work on setting policy while the ED needs to be able to do the work.

- Grants and sponsorships: J. Rice Elman noted a need to careful to include people beyond Board Membership on grants. ACM's grants are very purposeful and directed to specific initiatives. J. Rice Elman noted that sponsorships are driven by the sponsor, so ACM is very purposeful with conference sponsorships. When a sponsor wants access to the field, it can be more controversial about where it comes from. She described that ACM has policies that define the kinds of sponsorship they will accept. She noted that the President needs to be the sounding board to help the ED get to a point of awareness of how to make decisions and what decisions need to be made by ED and what decisions need Board input. J. Rice Elman suggested that the interview process could include scenarios to determine under which ones the candidate would seek Board input. She noted that the President sets the tone that allows the ED to grow.
- Roles of members on committees in a staffed organization: J. Rice Elman explained that ACM still needs members on committees, but managing the committees gets easier because there is staff to manage logistics and facilitate the work of the committees. She noted that the work of staff is to engage members and grow and support committees.
- Identifying "strategic friends" beyond the children's museum field: J. Rice Elman described that ACM has a set of criteria for strategic allies and partners that were driven by staff and approved by the Board. She described that the goal of those allies and partners is to advance ACM's mission. J. Rice Elman offered to share ACM's criteria with VSA.
- Promising Practice Awards: J. Rice Elman explained that the award, which started in 1998, was from a proposal to MetLife, which grew out of a connection a Board member had. She noted that ACM has nurtured the relationship with MetLife by serving them well through their proposals, their reports, and taking care of them at the conference. She noted that since MetLife's funding goals are changing significantly, the award may end after next year. She described a need to highlight the success story and then figure out how to replace the money.
- Office location: J. Rice Elman commented that starting with a small staff can be isolating and that there is an advantage to being able to function within the larger museum and informal learning community, which is heavily located in Washington, DC.
- Programmatic issues: L. Huerta Migus noted that in her experience, being staffed provides the freedom to be flexible, responsive, and creative on a different timeline

than a working board can manage, without changing the larger strategic issues. She noted that those changes happen at the staff level, not board level. J. Rice Elman described that for the ACM conference, the board approves location, but the ACM staff and the host museum determine the conference theme.

- Roles of the board and the staff in thinking about the direction of the field: J. Rice Elman described that there are five strategic goals in ACM's strategic framework, one of which pertains to the organization and four of which are about the field. She noted that the tactics to achieve each goal are developed by the staff. She explained that the staff report to the Board twice a year and describe their work in terms of the tactics and goals to which it relates. J. Rice Elman also noted that she has her own body of work she produces, which includes writing half the grant proposals, the board agenda, the governance plan, and 20% of the report to board. She noted that she does a lot of the incubation and relationship development on projects and then passes them off to staff.
- ACM's Board structure and size: J. Rice Elman shared an overview of ACM's Board structure:
 - By laws allow for up to 17 Board Members; typically have 15 or 16.
 - Use a single slate ballot.
 - Executive Committee has seven positions: President, Immediate Past President, Secretary, Treasurer, and three Vice Presidents. The VP positions have been named in the past, but ACM is now moving away from that.
 - All board positions are two years. The EC turns over in even years with changeover happening at the conference. Board member terms are two years, with half of the positions expiring every year.
 - Board members may serve two terms before rotating off or being extended by election to the EC. If a board member is elected to the EC mid-way through a term, the vacant spot is filled with a one year term.
 - A person can serve for 2 terms in the same position on the EC and then either move off the board or to another EC position.
 - ACM is moving to having an unofficial President Elect and considering a one year term option for the Past President.

J. Rice Elman advised not viewing the President and Vice President slots as reward for hard work, but spots for the people who are the best for moving the association forward. She also noted that a recent change in ACM's by-laws allows that the Board can change the by-laws with a 45-day notice to the field, rather than requiring vote by membership. She also noted that the ACM ED tracks all the historical records of who has served in which roles on the board.

- Language in the by-laws that describes difference between governance and operating duties between board and staff: J. Rice Elman described that the Board is the governance and policy making and that the Board hires and fires the ED and that the ED supervises the staff. J. Rice Elman offered to send S. Cohn copy of ACM's by-laws. She noted that the by-laws are not specific, but that there are many policies that are specific and separate from the by-laws.
- Strategies for growth with limited number of potential members: J. Rice Elman described a need to be aware of for whom ACM is core. She described a focus on special initiatives, sponsorships, and other revenue generation at the conference (e.g. exhibit hall). She noted that VSA has members seeking business from other

members. She suggested considering if VSA has services it can offer to add value to consultant type members.

- Hiring an ED with or without additional staff: J. Rice Elman commented that whether or not an organization hires support staff along with an ED depends on who is hired as the ED. She suggested a need to hire someone willing to do work at multiple levels.
- Other examples of shared work: J. Rice Elman described that ACM partnered with ASTC on the workforce survey, describing that they paid for it together, distribute it in the same timeframe with the same prices and that a contractor did the work. J. Rice Elman noted that the personality of the field is critical to the growth of the organization.
- Ways VSA could help ACM: J. Rice Elman commented that her field is research hungry and has a need to better communicate what resources are available, to understand the impact of the work of the field, and to have access to unpublished material. She noted that ACM needs to do a better job of helping its members understand what evaluation looks like. She suggested that evaluators need to be visible at other conferences under the banner of VSA, not as individuals or representing individual organizations. She invited VSA to do basics of evaluation sessions at ACM.
- ACM's professional development strategies: J. Rice Elman described that, in addition to their annual conference, ACM does webinars, conference calls, a quarterly journal, electronic toolkits available on ACM's website, and one-on-one technical assistance.
- The "What hat am I wearing?" question: J. Rice Elman described that it can be very difficult for board members to differentiate between when they are working for the benefit of the association versus for their own organization. She noted that it can be the hardest thing for a Board of Directors of professional organizations.
- ACM's relationship with consultants: J. Rice Elman described that ACM's voting members are museums and that there are also corporate categories, which are non-voting, as well as less expensive memberships for museums that are not children's museums. J. Rice Elman offered to send ACM's membership structure to S. Cohn.
- Services children's museums might want from VSA if they joined VSA: J. Rice Elman suggested that children's museum might be interested in VSA membership and that they would be interested in basic professional development in evaluation.
- Interest in webinars: J. Rice Elman indicated that ACM does many webinars and promotes webinars done by others. She noted that all ACM's online offerings are free to members. She also noted that the membership dues range by budget size.

J. Rice Elman commented that she is happy to help VSA in the future.

The Board thanked J. Rice Elman for her time. She left the meeting at 1:30 p.m.

6. Debrief on conversation with ACM Executive Director

D. McCreedy commented that there is a lot of information to absorb. L. Huerta Migus noted that J. Rice Elman may be the only current CEO/ED of a member organization that has been there since the beginning. She noted that the relationship between the staff and the board at ACM has continued to evolve over last 10 years.

C. Kessler noted that ACM's Board has a lot of similarities to VSA's. She commented that the overlapping terms structure was interesting. She noted that the biggest difference between ACM and VSA is the nature of the membership base. K. Haley Goldman commented that because of that difference, having an office in Washington, DC may be more critical for ACM than for VSA.

L. Huerta Migus noted that ACM has a single focus on service to membership and suggested that VSA needs to consider that its office be based somewhere that makes sense for the needs of VSA's members and how the field works. She suggested that it may be more about the environment rather than advocacy.

J. Sickler commented that VSA's and ACM's constituencies are different and that while ACM members want Visitor Studies 101, VSA has many members that are experts in the field and want to push the field further. D. Ucko noted that ACM also needs the cutting edge research on learning in museums for advocacy and funding. J. Heimlich commented that that is a service delivery, not a member delivery. He noted that VSA's biggest membership benefit is the conference and there is a balance issue in how to best serve members through the conference. J. Sickler noted that the people who attend the 101 types sessions each year do not tend to stay with VSA over time. C. Kessler noted that the people interested in the 101 information are typically the ones who attend the workshops. M. Zirgani suggested that it is a disservice to VSA to do 101 type programs.

S. Rockman commented that one of VSA's responsibilities is to help induct new people into the field, which can be done through opportunities such as webinars, certifications, and badges that could be offered not only at the conference. C. Kessler commented that VSA's workshops and webinars can help people shift from theory to practice. C. Kessler also noted that it is difficult to get people to do higher level training.

R. Korn commented that we are learning about how people learn in all informal environments and that this aspect is the more important part of our work even though we are more strongly associated with the how-to aspect of doing evaluation.

L. Huerta Migus commented that the challenge of defining who the field can be difficult to enact. She asked how what VSA does programmatically provide benefit to our members. She suggested that the pre-conference workshops done at VSA should be replicated at other conferences and offered specifically by VSA members. She suggested that presenting those workshops could be a benefit of being a VSA member, which would provide visibility for those members and help them be stronger in what they do. She also noted that if VSA member does a preconference workshop at other conferences, it promotes the need for evaluation broadly. M. Benne agreed that having focus on membership and helping them be stronger is important.

L. Huerta Migus noted that most ACM members are very small, but that there is an emphasis on having clear benefits of membership for everyone.

J. Heimlich commented that there is a need to be cautious of mission creep.

J. Luke suggested that there may be a way to use strategic initiatives to serve different audiences rather than convert those audiences to members.

R. Korn noted that ACM's initiatives are very relevant and that they evolve. She noted that ACM is balancing needs in the field, relevance to the members, and where funds are to support the work.

7. Task Force Updates, Part 2

IT Infrastructure Task Force

S. Cohn reviewed that the IT Task Force's charge was to reflect on and review VSA's technical infrastructure and make recommendations for improvements.

S. Cohn reported that the IT Task Force has been working on determining the scope of the Task Force as well as what already exists. S. Cohn reported that she provided the Task Force with an itemized list of existing IT resources and that the Task Force is still getting familiar with this information and looking into bundles that might be able to address the current needs. She noted that the work of Finance Task Force on bundled services for association management could be relevant. She reported that others on the Task Force have more experience with web site development and design and that they will have recommendations in July.

Questions and Discussion:

K. Haley Goldman inquired if there is a list in development of the gaps in VSA's IT needs and whether the needs are related to hardware and software or processes related to managing content. S. Cohn indicated that the Task Force is looking at both aspects, but noted that they are not focusing on who does what. K. Haley Goldman asked if the primary issue relating to IT infrastructure relates to the website and listserv. S. Cohn confirmed that and indicated that an additional area relates to communication, citing Basecamp, the conference call line, mail box forwarding account, and Taylor & Francis as examples. S. Cohn offered to share the document she created that lists all of VSA current tools.

D. Ucko commented that it may be difficult to find one program that will cover all of VSA's needs. He recommended using off-the-shelf software and possibly a combination of software pieces that can talk to each other.

R. Bonney noted that VSA currently has a legacy of things that have been cobbled together. He commented that D. McCreedy asked the Task Force to make a proposal for something that has been thought out from beginning and then to review what VSA currently have to see if any of it can be repurposed. He agreed that no one content management system can do it all and noted that it will probably take a professional in the field to develop a strong proposal.

D. McCreedy restated the complete charge to the IT Task Force: "Carefully and clearly articulate the state of VSA's technology infrastructure and current challenges, to work with expertise to identify the possibilities for the organization, and to develop a timeline and a request for a bid for seeking external support that will lead to a robust IT infrastructure that meets the needs of VSA currently and over the next few years."

D. Ucko inquired if the Task Force has looked into what other similar organizations are

using. S. Cohn indicated that they have not done that and are still determining what VSA's current needs are and what additional resources are needed. She reported that the Task Force meets weekly at 1 pm Eastern on Wednesdays and welcomed other Board members to participate.

K. Haley Goldman suggested that, when thinking about staffing, it may be useful to have someone with enough expertise to deal with ongoing technical maintenance issues and updating. She suggested that the Task Force consider sustainability and maintenance over time of VSA's IT infrastructure.

K. Knutson recommended that the Task Force contact Trevor Nesbit, who is in charge of redoing the CAISE website.

L. Huerta Migus noted that this work may need to be part of a staffed position as part of a bundle. She commented that the question is broader than who does the website, but rather is a question of whether the volume of work needed exceeds what can be expected by volunteers.

M. Zirgani recommended that the Financial Task Force consider the firm, Your Part Time Controller.

Governance Task Force

J. Heimlich restated charge of the Task Force: "To bring documents of governance into alignment with the desired and aspirational structure and function of the organization. This work is to be done in collaboration with the Board Development Committee."

J. Heimlich requested that committees share what documents, processes, and procedures exist so they can be listed in the procedures document the Governance Task Force is building. J. Heimlich noted that past decisions have been lost in paper minutes and other paper documents. He commented that with the upcoming changes to the bylaws, the intent is for the bylaws to be flexible.

D. Ucko suggested creating a section on Basecamp to house procedures from all committees. E. Israel noted that, given its organization structure, there is a challenge in Basecamp of ensuring that everyone who needs access to specific documents has access to them.

J. Heimlich and L. Huerta Migus led a discussion to gather Board input on two topics:

1) Rights of membership

L. Huerta Migus reviewed that, currently, all members can vote and serve on the Board. She asked the Board to comment on the pros and cons of keeping the current language regarding rights of members as VSA increases its membership categories. The following questions and comments were raised:

- Institutional members: What does the current language mean for institutional members? The institutional membership covers four people – do all of them have a vote or only one of them?
 - Review of voting opportunities: Board elections and bylaws changes
 - Quorum size: quorums are specified for activities such as elections process, bylaws approval process, and member meetings – how should institutional members be counted?
 - "Institutional" may be the wrong name for that level; it is more like a

- discounted group membership.
- The Membership Task Force is working on this, so it could change.
- Could institutional members only vote by proxy? L. Huerta Migus noted that the current bylaws do not allow for proxy votes.
- Voting on bylaws: Should members be voting on by laws? L. Huerta Migus noted that it is based on state regulations and Alabama requires it.
- Student members on the Board: Can student members serve on the Board? J. Heimlich and L. Huerta Migus confirmed that a student member could be on the Board as a fully participating member.

L. Huerta Migus indicated that the Governance Task Force will need to have a dialog with the Membership Task Force to clarify the different classes of membership, noting that the current bylaws do not distinguish between different types of membership in terms of voting rights and eligibility to serve on the Board. She also noted a need to figure out what it means for institutional members.

2) Pros and cons for staff authorability and accountability and oversight for contracts

J. Heimlich reviewed that currently, only Board members, not staff, have the authority to sign contracts on behalf of the organization and to have oversight of the contracts. Board members raised the following comments and questions regarding the pros and cons of extending those responsibilities to staff:

- It could be possible for staff to be appointed as an officer on the Board.
- Relating to the finance policy, is there an issue with entering into a contract without a check and balance and then introducing that the payment of that contract requires checks and balances?
- Challenges arise with the conference because the staff cannot sign any contracts.
- Could set a dollar amount over which Board approval is required.
- There is a potential issue related to the level of trust/distrust in the leadership.
- Standing committees, such as finance and audit, should be specified in the bylaws and the finance committee should have oversight of contracts and would create the necessary procedures and policies.
- Are there differences based on whether the staff person is a contractor or an employee and whether they can legally sign on VSA's behalf? J. Heimlich noted that answering that question requires a review of the relevant Alabama laws.
- There is a potential issue with the transience of people who may be authorized organizational representative.

8. **Conversation with BISE and CAISE Colleague**

D. McCreedy welcomed K. Crowley, who joined the meeting to provide an update on BISE and CAISE.

BISE Overview and Update:

Big organizing question: Can we learn field-wide lessons from project-focused ISE evaluation practices? Primary goals:

- Continued funding for informalscience.org through June 1, 2013
- Expand the evaluation database, code, and categorize its contents
- Mine the evaluation database with synthesis projects
- Connect evaluators with new ISE projects
- Explore common data collection across projects

VSA's roles in BISE:

- Encourage posting of evaluation reports on informal-science.org
- Contract and manage non-BISE synthesis authors
- Facilitate supplemental issue of *Visitor Studies* with special editors
- Develop, host, and manage the "Find an Evaluator" database

CAISE:

Key activities:

- Facilitate connections and interactions about ISE sectors between fields
- Develop and integrate online infrastructure that supports ISE professionals
- Produce and disseminate resources, tools, and reports for ISE research practice and evaluation
- Convene people for meetings
- Coordinate biannual PI meetings in the AISL program

CAISE has been refunded for three more years. CAISE is a resources center to support the AISL program at NSF. Convening, connecting and disseminating initiatives:

- Broader impacts and their connection to ISE
- Practice and research: goal is to identify a useful way for the ISE world to think about research and connecting it to practice
- Evaluation capacity building, led by K. Ellenbogen
- New online infrastructure - soft launch of the new informal-science.org is in two weeks and will include everything that was on informal-science.org and on all the CAISE sites. Informal Commons is a group of ISE professional development websites that have agreed to a common meta-data standard, with a unified search across all the sites. Within the site is the VSA-branded Evidence Wiki and the PI guide for evaluating ISE projects.

Structure of CAISE:

The new format of CAISE has a Central Project Office model, housed at ASTC. The Co-PIs, who participate as individuals, are Kevin Crowley, Kirsten Ellenbogen, John Falk, and Sue Ellen McCann. There are subcontracts with the web builders and the evaluator. When other work is needed, contracts are made with individuals or groups who can best provide the needed services.

VSA roles going forward:

Organizational level:

- VSA is a member of the Informal Commons
- [Informal-science.org](http://informal-science.org) will link to the VSA Find an Evaluator database
- Cross-promotion at meetings
- Establish VSA-branded community for ISE evaluation within informal-science.org

Individual level:

- VSA members may find the Evidence Wiki useful for doing and promoting work
- VSA members or officers may want to contribute to the Perspectives blog
- VSA members might be tapped for CAISE's flexible capacity work

Questions and Discussion about CAISE:

D. Ucko noted that VSA will be putting in new effort to improve its website and suggested that this work may tie into CAISE's evaluation capacity building initiative.

R. Bonney commented that he and Trevor Nesbit, who is responsible for maintaining informalscience.org, have been considering using the evaluation guide as an organizing principle for the evaluation tab on the new website.

R. Korn commented that informalscience.org includes projects that address arts and humanities and inquired if the new website and CAISE would welcome non-science projects. K. Crowley indicated that they would be welcome. R. Korn also commented that it would be appealing to put VSA in the central role where CAISE is, in order to broaden who VSA attracts.

K. Crowley commented that CAISE is considering informalscience.org as a subset of the Informal Commons and noted that non-science areas could create their own front doors in the Commons. K. Knutson noted that metatags already exist for the non-science areas.

K. Crowley noted that CAISE learned that it needed to have a lot of internal full time capacity, which he noted is now three people, in order to provide services. He also noted that CAISE does not get involved with advocacy, but that it is helpful to have conversations with ASTC.

D. Ucko suggested an example of chemists who are interested in informal education and need to do evaluation could be interested in VSA membership.

M. Sikora inquired if, as a result of the changes at CAISE, the preference is to work with individuals rather than organizations. K. Crowley commented that CAISE wants to contract with individual people for very discreet, specific deliverables to do the work within the initiatives. He noted that this is a more efficient way for CAISE to work. He also noted that CAISE is still interested strategic, long-term relationships with other organizations.

Questions and Discussion about BISE:

K. Crowley noted that BISE is a research project, not a resource center. He noted that the Year 3 deliverables are still to be determined and that they will relate to the initiative about exploring common data collection across projects. He explained that this initiative is about understanding variability around responses to common questions and noted that currently there is very little ability to compare data across projects. J. Heimlich commented that this is evaluative research.

K. Haley Goldman inquired as to how the negotiation with VSA is proceeding. K. Crowley reported that UPCLOSE, as the lead on the grant, is heading the work and that the open conversation is what role VSA would have in the Year 3 deliverables. He noted that the initial discussions have been with S. Cohn, who then takes it to D. McCreedy and the EC.

D. McCreedy inquired as to the timing for the Year 3 work. K. Crowley indicated that they want to launch the first questions in museums in the fall. He noted that they will most likely be working with Natural History museums and nature centers, with a plan to complete the study in the spring.

D. Ucko asked what outcomes will be measured. K. Crowley indicated that they will be looking at how people answer the common questions as well as their exhibit experience. K. Crowley noted that it is a pilot project to demonstrate whether or not a common tool has value.

D. McCreedy thanked K. Crowley for his time.

9. Review of Mission Statement Revision

R. Bonney reviewed that the Communications Committee has four subgroups, one of which is Strategic Communications. He described that this group looked at what homepage says about VSA and was concerned that it does not represent the Case for Support and the current thinking about VSA. He reported that the subcommittee updated the language and posted it on website. He noted that D. McCreedy subsequently charged the Communications Committee with looking at mission statement.

R. Bonney reviewed that the current revised text as posted on website is:
“The Visitor Studies Association (VSA) is a membership organization dedicated to understanding and enhancing learning experiences in informal settings through research, evaluation, and dialogue. We offer an array of services designed to foster evidence-based practice, including an annual conference, professional development workshops, and the peer-reviewed journal *Visitor Studies*. Through these and other activities, we help researchers, practitioners, policy-makers, organizational leaders, and funders advance the field of informal learning.”

R. Bonney noted that the revised statement is focused on learning in various informal environments. He also noted that it includes the five audiences and the journal.

Questions and Discussion:

D. Ucko noted that V. Yoshida encouraged specifying both professionals and institutions, while the new statement is ambiguous with regard to who constitutes VSA's membership.

L. Huerta Migus commented that stating that VSA is a membership organization is a good characterization. She also noted that it is nice to specify that VSA is a service organization.

R. Bonney inquired as to the Board's opinions on the importance of revising the mission statement. R. Korn commented that she felt it was less of a big issue compared to the other issues raised in the recent evaluation. She also noted that revising the mission statement is less intensive work.

R. Bonney inquired if the Board agrees with this revision. He noted that the recent Membership survey indicated that most of the members did not want to change the name of association and want it to be business as usual. J. Heimlich suggested that the association is not communicating something well, that many of the members are in organizations that deal with visitors, that many of the people who do audience studies in other settings are not members. He commented that it is an opportunity for communications, not a limitation on the future direction. He further noted that the survey results are an indication of those who responded, who tend to be more mainstream, visitor studies professionals.

D. Ucko noted that the website says, “We're about visitors” and suggested that it could change that to “We're about learning”. D. McCreedy noted that the “About” page still has the old mission statement.

M. Zirgani inquired about the reasoning behind getting rid of the reference to the international network. R. Korn suggested that there was a need to show focus on the members. J. Luke suggested that it distinguishes VSA from other organizations, such as

CAISE. S. Cohn noted that the previous mission statement was aspirational rather than current. C. Kessler suggested that the “international” reference was a way to show VSA’s reach as an organization. K. Haley Goldman noted that by having it stated explicitly, it commits the organization to doing something that it has not been fully committed to. J. Heimlich commented that he is aware of two organizations that are removing “international” from their mission statement.

M. Zirgani inquired if the word “membership” belongs in the mission statement. She suggested that what VSA offers could be of value to non-members and calling it a “membership organization” makes it sound like a closed society. J. Heimlich commented that it is a closed society, but that VSA could still have audiences of the society that are beyond the membership.

L. Huerta Migus commented that the wording sets VSA up as the representative voice for the field, on behalf of VSA’s membership. K. Haley Goldman commented that VSA needs the membership to support the organization. M. Sikora noted that VSA exists to serve its members.

M. Zirgani suggested that it is not necessary to state what an institution is within a mission statement; rather it is more important to state what the institution does. J. Luke commented that it is useful to state that VSA is membership focused. J. Sickler noted that the focus on membership emphasizes that it is the filter for checking what the organization does.

S. Rockman commented on the organization’s name and noted that many of his projects focus on people who are not museum visitors, but that they all fall under the category of informal learning. He suggested that defining learning experiences in informal settings as visitor studies may create a tension. J. Heimlich suggested that the issues with the mission and the name can be addressed through staging, with the change in the mission leading to a dialog within the membership about the name.

Motion: R. Bonney moved “*That the mission statement of VSA read: “We are a membership organization dedicated to understanding and enhancing learning experiences in informal settings through research, evaluation, and dialogue.”* R. Korn seconded. The motion passed.

D. McCreedy thanked R. Bonney and the Strategic Communications subcommittee for their work.

10. Task Force Updates, Part 3

Engaging External Expertise Task Force

K. Knutson review that the Task Force included S. Rockman, Janet Rassweiler, Gina Svarovsky, and Lauren Connolly. She reviewed that the charge to the Task Force was: “To develop mechanisms, such as advisory councils, for engaging expertise outside of the membership who might inform the ways in which VSA expands its membership and resources. Strategies could include an approach to engagement, recognition of contributors, time commitment considerations, and an overall structure for consideration and implementation of recommendations.”

K. Knutson reported that the Task Force struggled with dissecting the charge, particularly with expanding the membership and resources and determining the right balance between the two.

She reported that the Task Force focused on the mechanisms and looked initially at advisory councils. She described four possible approaches:

- Advisory council – to provide advice about a concept or plan
- Working group – to solve a task
- Hire experts – to do the task
- Stakeholder meeting – to inform others of our work, to build broader support for VSA

She reported that the Task Force's recommendation is that the next step is for VSA to consider what structure is needed and what the tasks are. She noted that it is crucial to define the task when bringing in outside experts. She commented that someone needs to be available at VSA to shepherd the process, monitoring, facilitating, and translating VSA's policies and plans.

K. Knutson reviewed the major requirements:

- Task must be clearly defined
- There must be a clear mechanism for feedback
- Recognition of advisors time and energy

She noted that in setting up tasks, the tasks needs to be a real with clear decision-making, an understanding of how the process will work, and an understanding of what the feedback will be.

K. Knutson reviewed the recommended next steps and the ease with which different approaches might be implemented:

- It would be relatively easy/low cost to convene a group of advisor/stakeholders at a conference.
- It would be relatively easy to hire a consultant to solve some operational problems.
- It would be a larger investment of time and strategic thinking to create a working group or true advisory council.

Questions and Discussion:

D. Ucko commented that the advisors in question, such as CEOs of institutions, probably would not be at the VSA conference. S. Rockman suggested that conversations with them could happen at another conference, not VSA.

L. Huerta Migus commented that there is a difference between advisor and stakeholder. She cited the example of the National Girls Collaborative, which has a Champions Board that serves as a strategic way for them to do outreach. She described the roles as differing between problem solving for the organization and advocacy for the organization.

J. Sickler thanked the Task Force for the detail provided in their report. She noted that advisory groups are not self-sustaining and that it is important to approach this thoughtfully.

S. Rockman suggested considering working with a business school or college of hospitality to assist in various aspects of VSA's work. He noted that this could depend on the ultimate physical location of VSA.

M. Sikora commented that the Nominations Task Force had this focus of engaging external expertise as a potential role for a Board member and asked for feedback on whether VSA is ready to have a position responsible for moving this area forward in next two years. L. Huerta Migus noted that charge of the Task Force has been completed, so it is not clear who is the keeper of the dialog since the work is not done. J. Sickler suggested that someone should be in charge and that it should be a Board position. K. Haley Goldman commented that the report is process-based and it is not clear what content area it goes to. She suggested a need to define what level we need to work at. D. Ucko suggested that it could be an advisory council of people from other member organizations to provide input on VSA's progress on its transitions.

D. McCreedy requested input from M. Benne. D. McCreedy suggested the needs grow out of task forces and quarterly committee chair meetings. D. McCreedy agreed that there needs to be a point person or leader, but that other people need to be involved. D. McCreedy suggested that professors in museums studies graduate programs could be a group to inform the ways to connect with students strategically to bolster their participation in VSA and better meet their needs and inquired if they could be an advisory council.

M. Benne noted that the Membership Committee did solicit feedback from professors and noted that an informal dialog was established. She indicated that the Ambassador program has elements that could become an advisory council. She suggested that it would be more realistic for a paid staff person to do that work rather than Board member because a staff member could work with advisory groups on a more on-going basis.

K. Knutson commented on the importance of having a feedback loop and creating a relationship, which is not something VSA has really thought about.

S. Cohn inquired if a shorter timeframe be more useful to consider. J. Heimlich suggested it could be a strategy that committees could be encouraged to use if needed. He suggested that there may be a need to have an assigned Board member role for continuing the discussion around advisory councils. S. Cohn commented that it is similar to managing the quarterly committee chair meetings and that there could be overlap in the positions.

S. Rockman commented that the issue is whether the role is advisory or operational. C. Kessler suggested that it could be at the committee level to seek external input as needed. L. Huerta Migus suggested that in the current transition time, VSA needs someone who can provide support to the committee chairs and be part of the quarterly meetings

J. Heimlich commented that it may be a nomenclature issue. Some needs may be for one time input where it is not necessary to convene an advisory council, which would be different than those who provide on-going advice. He commented that the Board needs to reflect on the Task Force's report and figure out how to move forward.

11. Wrap up of Task Force Discussions and Preparations for Day 2

D. McCreedy reviewed agenda items for second day of the meeting: Committee reports, input through small group discussions on 1) Association Manager role and job description and 2) grant oversight, and Board roles, responsibilities, and accountability.

D. McCreedy reviewed potential pending motions from the meeting so far:

- A job description for a bookkeeper
- Clarify financial roles and responsibilities within the new model

- Change frequency of financial reporting to the Board and EC, committees
- Review and overhaul grants and contracts, clarifying roles and responsibilities
- Convene a finance committee

D. McCreedy suggested that the Financial Task Force draft a job description for a bookkeeper. J. Luke noted that there are two pieces to the potential motion about a bookkeeper: who does it and what the job looks like.

M. Zirgani suggested talking to Your Part Time Controller to get their recommendation.

M. Sikora noted that there would be a need to approve an expenditure because it is not already in the budget. He suggested having a not-to-exceed dollar amount and giving the Task Force the authority to move forward on the question of hiring a bookkeeper.

S. Cohn noted that there is \$60,000 in the budget for association contracts that is not explicitly designated for specific areas. She noted that of that, based on current patterns, \$36,000 will be spent, leaving \$24,000 available for other contracts.

R. Korn suggested hiring a firm to do the work. J. Sickler suggested doing something similar to what the Conference Committee does with its RFP for the conference hotel.

J. Luke indicated that the Financial Task Force is willing to do an RFP for a bookkeeper and contract with an entity.

J. Heimlich inquired as to the term length for the position. M. Sikora suggested that the Task Force does an RFP for the EC to approve.

[Action: The Board supported the recommendation for the Financial Task Force to develop a job description for a bookkeeper, release an RFP, and when they find an entity they want to hire, the EC will vote to approve the budget change. The Board also agreed that the Finance Task Force will draft a charge for a finance committee.](#)

The Board recessed at 4:41 p.m. Eastern on May 3 until 9:00 a.m. Eastern May 4.

Deliberative Agenda, Continued

D. McCreedy reconvened the meeting at 9:28 a.m. Eastern on May 4.

S. Cohn shared a letter VSA received from the Board of the Institute for Learning Innovation (ILI), which indicated that the ILI Board voted to have the annual proceeds from royalties earned by ILI, now and in the future, be contributed to VSA.

12. Small group meetings on critical topics – Grant Oversight and Association Manger

The Board broke into two discussion groups:

- 1) Association Manager position – D. McCreedy described the goals of this group as drafting a job description, outlining next steps, and identifying people to be involved in that process. She noted that S. Cohn is leaving her position as Interim Association Manager as of July 15.
- 2) Grant oversight – D. McCreedy noted that she had a recent conversation with Carlos Manjarrez at IMLS and reported that there is interest from IMLS in having VSA serve a

similar role to what CAISE has done for ISE. She asked that this discussion group think about: 1) how VSA thinks about working with grants and that we should assume that the indirects are paying for the logistics of administering the grants, and 2) VSA should do grants because they serve the mission and move organization forward, not just for the money. She noted that VSA has an opportunity to build on current and past grant work. J. Heimlich noted that some grants have benefits to VSA's members. D. McCreedy asked the small group to talk about big picture and noted that it is important to not focus only on the CAISE/BISE model and consider the new possibility with IMLS.

D. McCreedy asked if a third group would be needed to discuss the bookkeeper options. L. Huerta Migus suggested it could be part of the discussion about the Association Manager as part of a larger view of staffing needs. J. Heimlich commented that the job description for a bookkeeper is stopgap to address immediate needs. J. Luke added that it is a first step towards a more sustainable financial model. R. Korn recommended using with the firm recommended by M. Zirgani for the bookkeeping duties to alleviate the immediate pressures from current time constraints. D. McCreedy commented that the next Treasurer should be part of the discussion. M. Zirgani noted that in larger organizations, the Treasurer and the bookkeeper are separate roles. J. Sickler commented that the Task Force's goal is to get a bookkeeper contracted as soon as possible, preferably before the conference.

J. Luke led the Grants Oversight discussion. R. Korn led the Association Manager discussion.

Following the small group discussions, each group provided an overview of their discussions:

Association Manager Discussion:

- Model:
 - Commit to an employee relationship instead of a contractor
 - Review past research on pros and cons of employee vs. contractor
 - 1 FTE plus specialized contract support for bookkeeping, webmaster, etc.
 - Need a dedicated person who can do the work of the committees
 - Invest current surplus to pay for the salary with the goal that the staff person needs to grow the association to sustain their own position and grow further.
 - Start with a home office-based position in order to manage costs.
- Roles/Goals for job:
 - Raise membership
 - Raise conference attendance and revenue
 - Raise donations
 - Take over operational work of committees, so that Board can transition to governance role
 - Manage member relations
 - Report to the Board, supervised by the President
 - First year should be focused on keeping the ship afloat
- Qualities/Skills
 - Association management experience
 - Self-starter
 - Able to manage both the details and the big picture of how to grow the organization
 - Programming and event experience, i.e. conferences

- Tech savvy
- Provides personable customer service
- Resourceful
- Cares about VSA's mission, but does not need to have deep knowledge informal learning, evaluation, or research
- May be an entry level person who can grow in their position as they grow the organization.
- Process
 - Hiring task force to include outside experts (e.g. Janet Rice Elman, Susan Kistler, someone with HR experience, someone from another association such as ASTC) as well as VSA members
 - Research into the regulations and implications of moving to having staff
 - Address employee policies
 - Office location would need to be determined
 - D. Ucko suggested that if VSA were to use an association management company, the company might be able to provide benefits for our employees
 - Need to develop a review process
 - L. Huerta Migus drafted a list of places to post the position
 - Bylaws will need to be changed

Action: D. McCreedy will convene a Search Committee.

Grants Oversight

J. Luke reviewed that the group discussion was on two levels:

- 1) Issues about positioning VSA to think holistically about grants, including criteria for deciding which grants to pursue and the process for implementing and managing them, and
- 2) Currently VSA has two grants for discussion – BISE, for which S. Cohn will no longer be project director, and the IMLS opportunity.

J. Luke reviewed that for the IMLS opportunity pending decisions relate to the scope and process of project and what criteria will be used to make those decisions. She noted that IMLS approached D. McCreedy and that she will continue the discussion with them, adding a small group from Board, in order to gain clarity about their expectations of VSA.

J. Luke reviewed questions and issues that arose within the discussion group:

- Who is part of the decisions to get involved with grants?
- Who (Board members, VSA general members) works on a grant?
- Criteria for consideration when deciding about pursue grant opportunities included: value to members, value to the organization, scope of who the work could impact, income, and the importance of having guiding frameworks for making decisions.

Decisions made by the small group included:

- IMLS conversations should move forward.
- BISE – The EC will discuss it at its May meeting. The discussion group suggested opening up to the Board the opportunity to be the project manager as a volunteer. The key role would be to negotiate VSA's role for the Year 3 work. L. Huerta Migus noted that there are implications for the 990 form if Board members receive compensation and recommended that this be a temporary position until a new Association Manager is hired.

J. Luke noted, beyond the immediate needs for BISE, that there is still a need to make a policy about who within the organization can work on grants. She also noted that who writes grants on behalf of VSA also still needs to be determined.

Action: Responses needed from Board members:

- Who wants to be involved in Search Committee for Association Manager?
- Who wants to participate with D. McCreedy on conversation with IMLS?

13. Committee Progress on La Piana recommendations

D. McCreedy described the purpose of the committee presentations is to share highlights of recent work, identify places where help is needed, and provide updates on work on the charges and recommendations that came from the work with La Piana.

a) Communications Committee

R. Bonney reported on the work of the committee's subgroups:

- 1) The Journal – Jim Kissel serves as a liaison from the committee to the editorial board and has been writing reflections for the journal, which have also been posted on the website. The Taylor & Francis contract ended and VSA is negotiating a new contract with them. R. Bonney noted that Steve Guberman, the editor, is happy with Taylor & Francis.
- 2) Social media – Sarah Kennedy is taking over from Troy Livingstone. She is tweeting, posting on Facebook, and is setting up a LinkedIn account for VSA.
- 3) Publications – The e-newsletter is functioning well. The website has many issues. He noted that there is now a list of things to do that Elizabeth Bolander compiled. They are waiting on the IT Task Force in order to determine the platform to use, and a company or individual to contract with to update the website. The focus has become more content oriented.
- 4) Strategic Communications – The updated mission statement is what VSA aspires to be; it is not what VSA currently is. There is a need to do more work to get agreement and buy-in on the mission. Pending work includes working with the Development Committee on the Case for Relevance.

R. Bonney reported that he is stepping down from Board and that E. Bolander is stepping down as Vice Chair. R. Bonney indicated that wants to continue to be involved in the Communications Committee, but noted that, under the current bylaws he could no longer be Chair if he is no longer on the Board.

R. Bonney commented that in order for the website to improve, it cannot be solely managed by volunteers. He also commented that, regarding grants, the current set up makes it difficult to work with VSA on grants and suggested that the process needs to be streamlined.

b) Development Committee

R. Korn reported that committee's charge is to raise money. She thanked Board members for making calls to request donations and sponsorships. She suggested that ads could be used to memorialize or honor people. She also encouraged people to make additional calls. She noted that the Committee is upping its asks. She reported that they are making an ask of Kohl's, which is based in Milwaukee, to underwrite the keynote address.

She reported that this is the first time for selling ads in the preconference brochure. She also reported that there is new special deal for Museum Studies programs. She reported that the goal was to have \$4,000 of advertisement space and that, to date, they have \$11,650 in overall pledges, which surpasses where they were last year at this time.

She reported that the Committee will be approaching the membership for the first time and is working on letter to them. D. Ucko commented that they want to build excitement among the membership. R. Korn also noted that she is going to past presidents to request donations. C. Kessler inquired if they are making asks of past board members. R. Korn noted that they have not done that yet, but will probably address next year.

D. McCreedy asked the Committee Chairs to let her know if there are things that their committee want people to know and she will put it in her next letter to the membership.

K. Haley Goldman thanked M. Zirgani for the tutorial she provided on fundraising.

M. Benne thanked R. Korn for her creativity and energy.

R. Korn thanked the volunteers who serve on the Development Committee.

c) Professional Development Committee

C. Kessler reported that the committee is doing well on its standard work of the preconference workshops and the April Award. She reviewed the charges to the PDC: "To examine and recommend professional development strategies of the greatest value to members, building on recommendations and data from the membership survey and the greatest value beyond the current membership as revenue generators building on recommendations and data from the Grants and Contracts Task Force."

She noted that the Membership report revealed an interest in a certificate or credentialing program. She reminded the Board that in 2005, VSA was involved in planning meetings on mid-career professionals, which resulted in a report written by Rebecca Reynolds, which could be revisited. She noted that the report is on Basecamp and that she can share it. She noted that the Membership report also revealed desire to partner with other organizations. She reported that one of the things that came out of the first quarter committee chair meeting was that ASTC can support webinars. She reported that the PDC Vice Chair, Jennifer Borland, is leading a subcommittee on webinars. She noted that ASTC is interested in partnering with VSA on this and that they are looking for content that benefits their members. C. Kessler noted that the current budget includes costs for doing webinars. She reported that VSA would split revenue with ASTC, which could be used to pay presenters. She noted that the expenses would be low and it is still TBD as to what to charge for them. She reported that J. Borland is working on topics for September and a likely one is data visualization.

C. Kessler identified several issues related to partnering with other organizations:

- What is the policy and process for partnering with other organizations?
- Should there be a letter of agreement, contract, or MOU?
- Who oversees the partnership?
- What rates should be charged for webinars done in partnership with ASTC?
- What needs to be done to sustain partnerships? The first webinar will be a pilot.

C. Kessler reported that the goal is to promote the fall webinar at the July conference. She noted that there is second webinar topic in development with Lori Beaumont, which could be good partnership with ACM.

J. Sickler questioned why and how much VSA should pay its partners. She suggested that it is a revenue generating opportunity. J. Heimlich commented that each committee needs a business plan. C. Kessler suggested that VSA needs a business plan.

d) Conference Planning Committee

J. Sickler reviewed the charges from D. McCreedy: "To work with Membership and Communications to target new groups; review and identify low hanging fruit that might further support their work, and work with Professional Development and the Treasurer to align efforts and budget lines that will enhance our understanding of who does what." She noted that the committee has not actively pursued them in a specific, intentional way.

She reported that the quarterly committee chairs meeting was productive and led to more concrete work between the CPC and Membership. She reported that they are marketing for the conference and targeting new groups for the conference. She noted that the CPC lacks marketing expertise and is working with E. Bolander from Communications who is developing a general marketing plan and with S. Kennedy on a social marketing element.

She reported that a big focus in May will be on promoting registration. S. Cohn reported that two promotional pieces are now available: a two-page document and the preliminary brochures that will be distributed at AAM. She noted there will also be a mailing to members and anyone who has attended the conference since 2009.

J. Sickler expressed a need to do more in aligning audiences and strategies and suggested that there is a need for improved marketing strategies. M. Benne noted that the Membership and Board Development Committees are having conversations about diversity and building pathways into the field and suggested that she could connect the Conference Planning Committee with some of the people working on those efforts.

J. Sickler reported that they are continuing to work with Membership in sharing resources to help with membership initiatives. She also noted that they are working with the Treasurer to realign the budget.

The Board recessed for a brief lunch at 12:30 p.m. and reconvened at 12:40 p.m.

e) Membership Committee

M. Benne reported on the big picture of the value of having a membership focus. She reviewed the value of a professional association for members:

- A sense of community
- A sense of professional identity
- Getting critical information
- Having collaborative impact
- Having opportunities
- Professional expectations and development
- Getting credibility and recognition
- Other value and benefits

She reported that this year's focus has been on building sense of community.

She reviewed that the strategic vision encompassed:

- Bridging communities
- Communicating the value of visitor studies
- Building internal capacity

She noted that the recommendation from La Piana to grow membership relates to the audiences, recruitment, retention.

M. Benne reported several figures related to Membership:

- Currently have between 370 and 415 members
- Income from Membership peaked in 2009 at \$36,800
- Budgeted to earn \$33,800 in 2013
- Hit goal in 2012 of \$29,800
- New fee structure goes into place in 2014

She reported that the conference is key in growing membership. She noted that membership fees are not enough to cover VSA's operating costs; fees from the conference are also needed.

She reviewed efforts to support the upcoming 2013 conference in Milwaukee:

- Video promoting the conference – Promotes a feeling of community; M. Benne acknowledged the work of Renae Youngs, J. Sickler, S. Cohn, Ellie Wood, Camilia Stanford, and Jeff Beaumont to produce the video and noted that it is a tool that could be updated and reused in the future.
- Connections poster – Intended to help connect attendees; M. Benne noted there is a need for people to staff poster during happy hours. D. McCreedy suggested that this could be a way to engage new Board members.
- Ambassador roles – Empower members to promote the community; She reported that position descriptions have been created for this and that she needs help in thinking about what are the return on investment indicators for this.
- Happy hour – Meet the committees and engage; She noted that they need each committee to have a representative at the event.

M. Benne reported on approaches to growing membership and building internal capacities:

- Outlining ways VSA is communicating about membership
- 2013 communications updates on the web
- 2014 revised membership structure and fees – She reported that M. Sikora is leading this effort and that the target is to have recommendations by July meeting. She reported that they are considering multi-year memberships and automatic renewal. J. Heimlich suggested looking at ideas from conversations with La Piana. D. Ucko suggested creating a higher level institutional membership at a higher fee for institutions, that would have additional benefits. S. Rockman suggested having different membership for institutions and corporations. L. Huerta Migus suggested offering a subscription-only membership for libraries.
- In 2014, continue to develop ways to add value to member benefits, e.g. a report on visitor studies salaries.
- 2013-2016 *Pathways into Visitor Studies Field* – Working with the Board Development Committee on improving the diversity of talent recruitment and retention in the field.

D. McCreedy complemented M. Benne's work as a model to follow.

f) Board Development Committee

L. Huerta Migus reviewed the charge of moving the Board to a smaller size by 2015 and revising bylaws and policies related to Board structure changes.

She reported that the slate for the upcoming election will have 17 people, the minimum required by the bylaws. She noted that the timeline for assembling the slate is compressed. She reported that the application process was simplified. She reported that they received five self-nominations from the membership. She reported that the new Board starts at end of conference and so there is a need to complete the elections by the end of first week of June. She reported that there will be three new additions to the Board.

L. Huerta Migus moved that *"That the VSA Board accepts the decision of VSA Executive Committee, to be reached during its meeting on May 9, 2013, regarding approval of the Board slate for the 2013-15 term."* R. Korn seconded. The motion carried.

14. Board roles, responsibilities, and accountability

L. Huerta Migus shared the 10 Board responsibilities from Board Source:

- Handle money, file forms, ensure no waste/misuse
- Legal compliance and fulfill contracts
- Make big decisions for the future
- Accountable to our members, maintain a good reputation
- Getting help when needed
- Plan well for arrival and departure of individual board members
- Get the work of VSA done
- Support other volunteers to contribute to VSA successfully
- Be ambassadors for VSA
- Pass on the covenant – is our service inspiring others to board service?

L. Huerta Migus invited Board members to post at least three thoughts related to how VSA has been enacting these responsibilities, what VSA can do better, or what VSA already does well. She explained that the comments will inform orientation and support of future Board members and support a good board culture.

15. Wrap Up

D. McCreedy thanked the Board for their engagement, commitment, and connection during the meeting. She asked everyone to focus on building on the positive momentum to move VSA to the next level. She thanked K. Knutson for hosting the meeting and S. Cohn for arranging logistics.

D. Ucko moved *"That the Board Meeting be adjourned."* K. Haley Goldman seconded. The motion carried.

The meeting adjourned on May 4 at 1:29 p.m. Eastern.

Elisa Israel
Secretary
June 8, 2013