

**Visitor Studies Association
Minutes of the Visitor Studies Association
Board of Directors Meeting
March 31, 2011, 9:00 a.m. – 3:00 p.m (Eastern)
American Association of Museums Boardroom, Washington D.C.**

Present

President and Chair	Kirsten Ellenbogen
President-elect	Dale McCreedy
Vice-President, Organizational Development	Rita Deedrick
Vice-President, Outreach Development	Matt Sikora
Vice-President, Professional Development	Kris Morrissey
Treasurer	Julie I. Johnson
Secretary	Karen Graham

Members

Rick Bonney, Dorothy Chen-Courtin, Cecilia Garibay, Leslie Hartog, Joe Heimlich, Cheryl Kessler, Karen Knutson, Randi Korn, Caren Oberg, Saul Rockman, Jessica Sickler, Carey Tisdal, Robert "Mac" West.

By telephone: Julie I. Johnson, Elisa Israel (9:00-noon), Leslie Hartog, Ellen McCallie

Absent: Kathy McLean

Association Executive Director	Eric Ledbetter
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Guests

Chair-Elect CARE	Christine Reich
Treasurer CARE	Kerry DiGiacomo
Director, External Relations	Eileen Goldspiel
Director, Center for the Future of Museums	Elizabeth Merritt
AAM Assistant Director of Research	Philip M. Katz

1) 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 9:15 a.m.

2.) Conflict of Interest Disclosure roll call

The Secretary asked if Board Members had any conflict of interest to disclose about any items on the agenda and then conducted a Conflict of Interest roll call of all Board members present.

Name	Conflict?	Nature of Conflict
Rick Bonney	yes	Working on the CAISE handbook
Dorothy Chen-Courtin	no	
Rita Deedrick	no	
Kirsten Ellenbogen	yes	PI for VSA on CAISE
Cecilia Garibay	no	
Karen Graham	no	
Leslie Hartog	no	
Joe Heimlich	no	
Elisa Israel	no	
Julie I. Johnson	yes	Member of thought center group (oversight group) for CAISE.
Cheryl Kessler	no	
Karen Knutson	yes	Co-PI for BISE
Randi Korn	no	
Ellen McCallie	no	
Dale McCreedy	no	
Kathleen McLean	absent	
Kris Morrissey	no	
Caren Oberg	no	
Saul Rockman	no	
Jessica Sickler	no	
Matt Sikora	no	
Carey Tisdal	no	
Robert "Mac" West	no	

3). Approval of Consent Agenda

K. Graham asked for confirmation that the following items were part of the consent agenda.

CONSENT AGENDA

President Report (K. Ellenbogen)

President Elect Report (D. McCreedy)

Secretary Report (K. Graham)

VP for Organizational Development Report (R. Deedrick)

- Resource Development Committee
- Board Development Committee

VP for Outreach Development Report (M. Sikora)

- Membership Committee
- Publications Committee

MOTION: C. Tisdal moved that the consent agenda be accepted, J. Heimlich seconded.
The motion was approved.

Deliberative agenda

4. Approval of the Minutes of the online Board Meeting of December 15, 2010

The minutes had been posted on Basecamp prior to the meeting.

Motion: R. Deedrick moved to approve the minutes, D. McCreedy seconded.

The Motion was approved.

5. Financial Quarterly Report

J. Johnson mentioned that she needed the average weekly hours spent on VSA business from each board member by end of day as this is a requirement for the 990 tax form.

R. Bonnie complimented the Treasurer on the clarity of the 2010 year-end balance sheet and noted that, despite the challenges brought on by the recession; the VSA deficit was only \$5,000 over what had been anticipated. J. Johnson agreed but cautioned that the challenge would be this current calendar year. She indicated that this year the Association is depending heavily on grants income coming in on time and to date we are behind in charging against those Grants. K. Ellenbogen explained that the CAISE approval process was delayed but soon those contracts will be flowing through VSA. Nevertheless, it is important to make sure that contractors submit invoices by December 31. J. Johnson explained that, because of cash flow issues from April to August, it would be desirable for VSA to structure several payments to the contractors who will be doing the work associated with CAISE due to the fact that VSA pays contractors first and then is reimbursed by ASTC.

R Bonney inquired if last year's conference made money. The Treasurer confirmed that there was there was a surplus but it was not as large as anticipated. E. Ledbetter noted that the 2010 conference revenue budget line included sponsorship revenue. For future years, because the Development model is changing, development revenue may be accounted for in a separate budget lines. How best to account for this revenue stream will be discussed

between the Development Committee and the Treasurer. K. Ellenbogen pointed out that, as the VSA moves towards a more detailed set of budget spreadsheets, some notes should be included that explain the details more clearly.

R. Bonnie asked about how much the VSA is allowed to charge for indirect costs with NSF. K. Ellenbogen confirmed that figure it is 15%. She further explained that, because we don't have any employees per se it is difficult to ask for costs associated with overhead.

J. Johnson inquired if the Board was interested in exploring other investment options for the \$10,000 April Award monies with the view to increasing returns. E. Ledbetter mentioned that he and R. Korn have been pursuing various opportunities that VSA may have for people to donate to a specific portfolio of restricted funds, the April Award could be included as a specific one of these funds. He will be bringing these ideas to the Board in the future.

6. Review and approval of proposed revisions to VSA bylaws

K. Ellenbogen explained that, because the revisions are so extensive, the document should be considered as a new set of bylaws.

Motion: J. Heimlich Moved that the rules be suspended to allow for more than one amendment to the primary motion. K. Morrissey seconded.

The motion was approved

R. Deedrick reviewed the charge of the bylaws task force and explained that the goals were twofold:

- to align the bylaws with current VSA practice; and
- to ensure that the bylaws were consistent with the laws of the state of Alabama and VSA Articles of Incorporation.

She further clarified that the current bylaws revision is the first step in the assessment of VSA governance and that a new task force will be appointed in September 2011 that will examine governance issues as a whole.

Motion: R. Deedrick moved "That the revised bylaws be adopted to take effect September 1, 2011" (no second is needed as this is a motion made by Committee).

J. Sickler made a resolution which after amendment and debate was adopted as follows: "Resolved, That Article 4 Section 4.9 be amended by striking the words "January 1 of the year following the election" and adding the words "at the end of the Visitor Studies Annual Conference." So Article 4 Section 4.9 will read in its entirety "Terms of office commence at the end of the Visitor Studies Association Annual Conference."

Vote tally: 16 Yea, 2 Nay, 1 abstain

L. Hartog and J. Johnson were absent for the discussion above.

Debate on this clause centered on the issue of when the board terms of office should start.

Arguments for starting board terms January 1:

- As VSA grows we will be doing more than conference programming. A Jan 1 board transition will be conducive to planning for other kinds of programming and other undertakings that we will want to deliver to our members.
- Adds stability and predictability to the turnover date.
- Settlement of conference bills with a new Treasurer starting right after the conference could be difficult if the new person is unfamiliar with our accounting procedures.
- It is uncertain if the Annual Conference date will remain in July. If it changes then the transition could happen in November or February which could create other problems with the length of board service which is supposed to be just 2 years.
- Most boards transition in absentia on a specific date.
- Succession planning will ensure that not all board members nor committee members turn over at the same time. The VSA staggers its board turnover every two years. Additionally, VSA policies and procedures could address succession issues.
- If it was decided to change to Jan 1 then each board member at the time could choose if they wish to stay for the one-time 6 month extension or not.

Arguments against starting board terms January 1:

- The new Treasurer will have had an overlap period with outgoing Treasurer so payment of Conference bills and awareness of our accounting practices should not be a problem.
- The new Treasurer will have a more difficult time closing out the books for the Fiscal Year if they have just started their term.
- Every other year the board will not have approved the budget nor the operations plan that it will be responsible for implementing and managing.
- Jan 1 is a poor time for Conference Committee members to change because this is the middle of the planning period.
- The board members won't be together for the turnover.
- Succession plans are not always realized.
- If this is approved then some board members would have a one-time 6 month extension of their terms.

It was decided that the following issues should be examined by the future governance task force:

- Succession of board members and committee Chairs
- Transition of the Treasurer
- Recruiting and VSA membership of Vice-Chairs
- The ideal number of people on the board
- Examination of VSA bylaws and policies to document the potential impact if the Annual Conference is held at another time of the year

J. Johnson rejoined the meeting and E. Israel, and E. McCallie left

M. Sikora proposed the following motion "that Article 3, Section 3.3 be amended by adding the words "vote for the approval of the bylaws and any changes or revisions thereof" after (a) so the Section would read in its entirety: "Section 3.3 - Rights and Privileges. All Members in good standing are eligible to: (a) vote for election of the Board of Directors

including those directors who will serve as officers, (b) vote on amendments of the bylaws, and (c) hold office." which after debate was lost. Vote tally: 7 Yea, 8 Nay and 3 abstain.

When asked by the President if there was further amendments to the main motion M. Sikora proposed a motion which, after amendment and debate was adopted as follows: "That Article 7, Section 7.1 be amended to read: "Section 7.1 - Amendments to the Bylaws. Any proposed amendment(s) to these bylaws must be submitted to a vote of the Board of Directors and then, if approved by a 2/3 vote of the of the Board of Directors present and entitled to vote at a meeting at which a quorum is present to a simple majority vote of the Members at the Annual General Meeting. Proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date."

Vote tally: 16 Aye, 0 Nay, 3 abstain

Discussion on the modification of this clause revolved around several issues:

- The rationale for this clause was to put authority for amendments to the bylaws into the hands of the board rather than taking it to the membership. This would enable the board to make minor changes should needs be. It also assumes that the board will represent the membership and do what is best for them.
- Approval of bylaws amendments provides an opportunity for members; including students, to participate in the governance of the VSA should they want to.
- To take amendments to the bylaws to the membership forces the board to communicate to members rather than taking unilateral actions that may not be in the best interests of the members.
- Requiring members to vote on bylaw amendments is an important control on the power of the board.
- The board should not be taking important rights away from the members

J. Johnson asked for clarification on Section 4.12 regarding the signing and approval of checks above \$5,000. E. Ledbetter explained that checks above \$5,000 must be approved by both the Treasurer and President, including those checks that the Association has already committed to paying. The intent is to add a control (documented written approval to expend funds over \$5,000) but not to add the burden of requiring two signatures on each check.

J. Heimlich mentioned that the bylaws task force members tried to recognize and anticipate problems that would occur as a result of the new bylaws and were aware that there are gaps that will have to be addressed by the future governance task force. Nevertheless the bylaws are much improved and are now a document that is flexible and can be used under the current practices of the Association.

K. Ellenbogen asked J. Sickler to follow up with conference program Chairs to ensure that in the conference program there are appropriate opportunities to discuss the bylaws prior to the Annual General meeting of the membership. Or, barring that, to ensure that there are some other formal mechanisms (e-Newsletter) that will communicate that the members will be voting on approval of the revised bylaws.

The resolution on the adoption of the bylaws as amended was put to a vote. The motion was adopted. Tally: 19 Aye, 0 Nay, 0 abstain

7. Board Slate

C. Garibay updated members on the elections by stating that presently the slate has been submitted and adopted by the Executive Committee and by May 6th the new board members will have been elected by the membership. She continued that the new board members have some strategic strengths and are composed not only of evaluators and consultants but also have strategic planning, fundraising and finance experience. Additionally there is geographic and ethnic diversity.

Some issues came up as the Board Development Committee was looking for candidates for board service

- The pool from which we draw candidates is small
- Nominees feel that they need a stronger relationship with VSA in order to commit the time to being a board member
- We still need better diversity in including members from different types of museums
- Success of the process and slate is highly dependent on submission of nominees
- The way we do elections is neither strategic nor forward thinking. Board development is an ongoing process and should consist of long-term cultivation of relationships not a singular occurrence that happens every few years. The process needs to be thought of within the VSA's strategic planning framework and integrated into VSA's systems
- The process could potentially anger people because they are in competition with others for a volunteer position on the board
- The way we "elect" new board members is a hybrid between an open-call board membership election process and a self-perpetuating model (the board recruits and nominating committee prepares a slate, the slate is presented to membership and the membership can petition for someone to be included on the slate but they are not asked for nominations at the beginning of the process).

Suggestions:

- Prepare an information packet for current board members to distribute to potential board members
- Cultivate a "hot list" of people that have the skills we need that have potential to be board members and this list would be a file on Basecamp for the board to access.
- Have a possibly permanent sub-committee of the board Development Committee that is always active and looking at potential candidates for board service
- Institute an "Emeritus" board member pool that could help with recruitment and keep people engaged in VSA after their board service
- Use committee work as one pipeline for board service and explore other channels such as donors, task force membership, members of "ally" groups as other vectors to acquire new board members.
- Using some of the board development materials do a presentation at the conference about board service or incorporate this existing material into webinars.
- Include succession and recruitment of new board members as a permanent agenda item for all board meetings.
- Task force members could also be a good vector for board service.
- Look for ways to engage "allies" with VSA.
- Develop a "leadership onboard" process where people come onto the board but are not full board members but are "trained" as future board members with skill sets that are

needed.

- Better communication between people who will be nominating and the Board Development Committee to ensure that the person they are thinking of nominating meets VSA's future needs.
- Examine the need for committee Chairs to be board members. This may be inhibiting our ability to recruit the best people for board service.
- Examine the possibility of having at least some members on the board that are outside the network of the current board.

K Ellenbogen thanked members of the nominations task force, Rita Deedrick, Erik Ledbetter, Betty Dunckel, Anna Lindgren-Streicher and Veronica Garcia Luis.

8. Progress Report on Operation Plan

E. Ledbetter informed board members that he has hired Lisa Brisson to be his assistant in the office. Funding for this comes out of his contract. The plan is for membership renewal to become her responsibility along with registration for the annual conference and other tasks to be decided.

Operational Plan Progress to date:

- The Communications Committee has been established and work will accelerate in the coming quarters.
- Strategies 1.3 & 1.4 that were dependent on grant funding were slow to launch but with the funding finally secured, the work will step up in the next quarters
- The Chicago Conference committee has devised new formats for the joint AMM and VSA conference. New methods for presenting content have been developed.
- Audience 2 (developers and designers of informal learning experiences) foundation is being laid and some thought has been given to appropriate communications vehicles for this audience.
- An inventory of the website content is being undertaken with the idea that there may be a reorganization of the website content. Some other content we generate though the newsletter will also be used on the website.
- Thought is also being given to launching some social media (Facebook, Flickr, You Tube.)
- Attention is also being given to broader constituencies (audiences 3, 4 and 5). Grant funding will allow us to synthesize information on the effectiveness of informal learning environments and a strategy is needed for how best to share this information with funders and national and international level policy holders. One way to do this is by generating strategic partnerships with various groups like AAM and joint conferences with other associations.

A table will be available, probably through Google docs, which will detail committee assignments so each committee can see what they are responsible for and can enter information and track progress throughout the year.

9. Guest presentation Committee on Audience Research and Evaluation

K. Elenbogen introduced the guest speakers Christine Reich Chair-Elect CARE and Kerry DiGiacomo Treasurer CARE whose subject was the current work of the Committee on Audience Research and Evaluation. Some of the work of the committee is:

- To advocate for audience research and evaluation sessions at the AAM annual conference;
- To coordinate the Excellence in Exhibition awards for next year;
- To help AAM do small scale things like analysis of session evaluations etc.
- To provide an affiliation to a community of interest and advocacy for that group within the larger structure of AAM

One easy opportunity to collaborate could be to point to each others work on finding evaluators and bringing VSA sessions to CARE for support at AAM. One good way to communicate with CARE would be to talk to the Executive Board of CARE that meets monthly.

After the presentation D. Chen-Courtin inquired if CARE could help VSA reach some of our strategic audiences, in particular Directors and CEO's. C. Reich suggested that VSA could advocate with CARE on including visitors studies and evaluation in the accreditation of museums. Additionally, the Museum Management committee of AAM is interested in audience research and evaluation so it would be a good idea to communicate with them. Moreover, VSA could target AAM luncheon speaker topics to CEO's and possibly attend luncheons, other than CARE's, that occur simultaneously at the AAM conference. CARE is also a good avenue for bringing topics to higher management levels in organizations, we could collaborate to bring "hot" topics, trends etc. to a larger audience

E. Ledbetter suggested that we also ensure that announcements from each organization are circulated to the membership of both organizations.

11. Discussion with AAM Representatives

E. Ledbetter introduced Eileen Goldspiel, AAM Director External Relations, Elizabeth Merritt, AAM Founding Director of the Center of the Future of Museums and Phil Katz, AAM Assistant Director of Research. He pointed out that VSA and AAM have already begun small collaborations where we had a common problem or shared opportunity including the Museums Count project and the IMLS national museum census project. He has also been thinking of ways to share some of the data that will be collected as a result of our NSF grants. Doing this strategically may help VSA to reach some of its audiences (funders, policy, makers CEO's etc.).

P. Katz updated the board on the Museums Count project. He also mentioned several other projects where AAM may benefit from VSA's help:

- an online benchmarking system that could potentially; and
- information on how to best gather and disseminate information on the impact of museums.

E. Merritt continued that they have produced a general report on demographics and the future of museums

<http://www.futureofmuseums.org/reading/publications/upload/Demographic-Transformation.pdf> but she would like to know more about the demographics of museum visitors and can see VSA could help with this. Next year they will be studying the future of education in the US and feels that museums may possibly play a vital role in the next era and would like to document the impact museums have cumulatively on the current formal education system. She anticipated that see VSA would be an ideal colleague for this study in finding funders and in figuring out how to get these studies off the ground and, once funding is secured, how the project can best be accomplished.

She made the case that she wants research in museums to be available to all, meaning that the information becomes available to be shared. K. Ellenbogen mentioned that BISE is mettatagging a lot of different data and that the data will be synthesized in order to move towards large scale sharing of the information. Additionally the CAISE grant money will enable us to work on a wiki about the impact of informal science education. AAM can potentially help us to disseminate the findings about the general informal learning world. As well there will be an infrastructure coordination roundtable that brings together 8 groups who are all doing research to discuss coordination of the various projects so none are duplicating the work of the others. They are discussing having a “common” that will help people understand the various available resources and will also enable people to understand how the various informal learning databases work. They have already agreed on 13 metadata tags on all of the databases so a person can have an integrated search. She is hoping that AAM can help VSA to move out of the science environment and more into the general Informal learning environment. P. Katz inquired if VSA could share with AAM any trends it may find as a result of the data analysis.

It was decided that there would be further discussion about how best to communicate with each other. In the meantime P. Katz suggested that VSA and AAM discuss three tasks:

- drafting a common statement about which data about the museums and their visitors should be free;
- VSA’s semi-formal participation on the AAM project about the future of education; and
- help to provide standardized evaluation instruments in order to distribute them to institutions that need them.

ADJOURNMENT

K. Ellenbogen moved, D. McCreedy seconded

The meeting adjourned at 3:00 p.m.

Approved July 24, 2011

Karen Graham

Secretary