



**Minutes of the Visitor Studies Association
Board of Directors Online Meeting
December 15, 2010 noon – 6:00pm (EST)**

Present

President and Chair
President-elect
Past President
Treasurer
Secretary
Vice-President, Organizational Development
Vice-President, Outreach Development
Vice-President, Professional Development

Kirsten Ellenbogen
Dale McCreedy
Kathleen McLean
Julie I. Johnson
Karen Graham
Rita Deedrick
Matt Sikora
Kris Morrissey

Members

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

Absent: Joe Heimlich

Association Executive Director

Eric Ledbetter

1) Call to Order 12:13 p.m.

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 12:13 p.m.

K. Ellenbogen briefly reviewed some of the guidelines for online meetings.

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

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

Name	Conflict?
Rick Bonney	no
Dorothy Chen-Courtin	no
Rita Deedrick	no
Kirsten Ellenbogen	no
Cecilia Garibay	no
Karen Graham	no
Leslie Hartog	no
Joe Heimlich	absent
Elisa Israel	no
Julie I. Johnson	no
Cheryl Kessler	no
Karen Knutson	no
Randi Korn	no
Eric Ledbetter	no
Ellen McCallie	no
Dale McCreedy	no
Kathleen McLean	no
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

Executive Director Report (E. Ledbetter)

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 Professional Development Report (K. Morrissey)

- Conference
- Regional Workshops

VP for Outreach Development Report (M. Sikora)

- Membership Committee
- Publications Committee

VSA Elections Overview Report (C. Garibay)

MOTION: R. Deedrick moved that the consent agenda be accepted, C. Kessler seconded. The motion was approved.

Deliberative agenda

1. Approval of Minutes of Board Meeting of July 28, 2010

In order that Board Members could review them, the minutes of the July 28, 2010 Board meeting held in Phoenix Arizona had been posted on Basecamp prior to the meeting. C. Tisdal moved that the minutes be approved as revised, K. Ellenbogen seconded. The Motion carried.

2. Treasurer Report and Introduction to the VSA Budget

Julie reviewed the Treasurers Report (on Basecamp) which included November 2010 through to the projected year-end. She reviewed VSA's income and expenses major categories. She highlighted that VSA was projected to end November with a deficit as well as the year ending in December with a slightly larger deficit than had been anticipated. However, despite the fact that we have run a deficit the budget is still in the black due to VSA's cash reserves so we still have a positive net worth. She mentioned that we still have outstanding payables from the conference sponsorship and due to some lost checks in June and we are trying to get replacements in to get caught up but it may carry forward into the new year.

She has been interviewing CPA's about possibly doing an audit but has found that they recommend doing a "systems" review rather than an audit because it is expensive to do an audit for an organization of our small size. A "systems review" will look at how we perform do our processes and will look at whether we have appropriate financial controls in place. In January the Treasurer will employ a new CPA as our current CPA lives in Alabama and we need someone we can meet on a fairly regular basis. D. Chen-Courtin inquired if there were

industry standards with regards to how often an Organization of the size of VSA should be audited. J. Johnson replied that it is suggested that it be done every 5 to 10 years but it depends on the size of organization. The last time an audit was conducted for VSA may have been in 1999 or 2000, however the bigger issue for an organization of our size is NOT filing a 990 report and we are in compliance with this requirement.

3. VSA Taskforce reports

Development Taskforce

The Chair of this Taskforce, C. Oberg, reported that the charge that was developed for this Taskforce evolved from the group discussions at the July, 2010 Board Meeting. The goal of this Taskforce was to provide a roadmap that would move the VSA from a “Fundraising” to a “Development” organization. She summarized the contents of the Taskforce report including the definitions of the audiences, their characteristics and potential mechanisms for support. R. Korn noted that the new charge aligns the VSA’s Development work with the strategic goals of VSA and its desire to achieve specific impacts. M. Sikora asked if this new charge would require a change in how the funds are accounted for in VSA’s budget statements. E. Ledbetter confirmed that the accounting for these funds remains the same for now. R. West explained that this Committee is for raising money for strategic objectives and not about funds that are fees for services (i.e. conference and membership). R. Bonney stated that all committees exist to help the VSA achieve its strategic objectives. K. Ellenbogen mentioned that the future Governance Task Force will ensure a statement will be made about the strategic work of each Committee.

R. Deedrick suggested that the word “Development” better reflects the new charge and proposed that now would be a good time to change the name of the Committee to the “Development Committee” in order to prevent confusion between what the old Resources Development Committee did and what the new Committee will be doing. Some discussion ensued around the words “development” “resources development” and “institutional advancement/development”. K. Knutson and E. Ledbetter stated that *Development* is the recognized term for non-profits.

K. Ellenbogen moved *“that the current Resource Development Committee be renamed to “The Development Committee”* K. McLean seconded. The motion was adopted.

K. Ellenbogen proposed a motion, seconded by D. McCreedy which after debate and amendment, was adopted as follows: *“That the charge for the Committee be “The Development Committee develops, oversees, and executes strategies to encourage charitable donations, advertising and sponsorship and relationships with grant-making agencies. To achieve its goals the Development Committee relies on communication and support from the Board of Directors and committees”.*

Communications Committee Taskforce

R. Bonney, Taskforce Chair, reviewed the Taskforce charge and the proposed committee structure with rationale for the changes. J. Sickler stated that in the past marketing and PR work was done by the MPRRG and she inquired that now, with this new structure, it was unclear who would be responsible for that work. D. Chen-Courtin stated that we don’t know how the MPRRG will be integrated into this new Committee and suggested that it still

needed to be clarified. E. Ledbetter explained that the day to day coordination of routine marketing timelines, messages and functions such as proof reading and copyediting is the responsibility of the Executive Director and does not need to be done by a volunteer committee. He further clarified that larger marketing initiatives such as a rebranding campaign or change in visual identity would be handled by the Communications Committee. K. Ellenbogen further confirmed that regular operational issues (i.e. getting out conference brochure, calls for marketing materials etc.) are now a staff function which leaves the Communications Committee available to deal with more complex issues that are not part of the overall marketing of the organization.

K. Ellenbogen moved *“That the current Publications Committee and the Marketing and Public Relations Resource Group (MPRRG) be dissolved on December 31, 2010 and replaced with a new Communications Committee whose charge and operational structure are detailed in the Communications Taskforce Report filed at this meeting”*. D. Chen Courtin seconded. The motion was adopted.

Bylaws Taskforce

R. Deedrick, Chair of the Taskforce advised Members that, as the revised bylaws are currently undergoing a legal review in Alabama, the discussion and approval of the Bylaws will be for the next Board Meeting in March. She explained that the goal of the Taskforce was to simplify the bylaws in order for them to be flexible enough for an organization that is undergoing change and to avoid as much as possible governance issues that will be addressed by a future Taskforce. She clarified that the proposed motion is in reference to cleaning up some administration issues with regards to where we have been and where we should be incorporated.

One of the more significant changes that is proposed is to change the dates for the beginning of Board of Director terms. The terms presently run from July to July which is out of sync with our fiscal year (January to December). It has been recommended to coordinate the Board terms with the Fiscal Year.

She detailed the timeline for approval and implementation of new bylaws.

R. Deedrick moved *“That VSA remains as a Corporation in Alabama, register as an Alien Corporation in Maryland and, when appropriate, contract an Agency in Alabama to be our legal address”*. C. Tisdal seconded. The motion was adopted.

BREAK 30 minutes

C. Garibay was absent for 2nd half of the meeting

4) Chicago Conference what’s new, exciting and how you can help

E. Ledbetter reminded Members that this will be a joint conference with the Association of Midwest Museums and mentioned the following changes and highlights to the Conference format:

- The days of the conference have shifted from the usual VSA midweek conference dates to Sunday to Wednesday, July 24-27 with 2 days (Saturday and Sunday) being devoted to pre-conference workshops.

- An “onsite insight” program at local museums where participants can learn about how visitor studies and evaluation is working at each museum.
- Lower registration rates (this means that the opening event is a paid event).
- An evening event at the Art Institute of Chicago.
- Innovative session formats.
- A new Exhibitor Hall on Monday and Tuesday

He reminded Members that they can help to increase attendance by telling friends to attend and, if at an institution, budgeting for staff to come. Additionally he called on Members to propose a keynote speaker for Wednesday. This budget carries less risk because costs are shared with AMM and we have been conservative in projecting revenue.

R. Bonney asked about the about the date of the Board Meeting. E. Ledbetter stated that it would probably be on Sunday, July 24 but that is to be confirmed.

M. Sikora inquired about how the registration revenue would be divided between AMM and VSA. J. Stickler clarified that each organization will be responsible for its own separate registration process and the revenue from the registrations with VSA will be attributed to VSA and visa versa. The revenue for those who are members of both organizations will be split 50/50.

E. Ledbetter reviewed the registration rates and mentioned that they are “a bargain” in particular the “early bird” rate.

J. Johnson clarified that while the conference registration fees are lower, the workshop fees will be higher.

E. Ledbetter moved “*That the fee structure propose by the Conference Committee be adopted*”. E. Israel seconded. The motion was adopted.

5) Operations Plan (E. Ledbetter, 30 minutes)

E. Ledbetter reviewed the Operations Planning Working Group membership and the process by which they developed the document that was presented at this meeting. He presented the important highlights of the 2011 plan. He reiterated that the plan is not a comprehensive accounting of everything VSA does, but that it focuses on areas of major innovation driven by our strategic plan and takes as a given that there are many other important things that VSA does on a regular basis that will continue. He said that doing the plan helped us to identify priorities, develop the budget, shape the CAISE and BISE statements of work and identify gaps in our capabilities which were addressed through the Development and Communications Taskforces.

M. Sikora asked him to give some details of the Building Informal Science Education (BISE) grant. E. Ledbetter explained that this is a grant of which VSA is one of the awardees. The Pi’s are Kevin Crowley and K. Ellenbogen. VSA is to provide specific products and services as part of the overall Grant. VSA’s participation is to help expand, transform and improve the usefulness of the resources on Informatscience.org. Specifically VSA is developing the “Find an Evaluator” database. K. Ellenbogen added that we will also be looking at the evaluation report database which will be analysed to find trends that will benefit the field. As

a result of this work it is anticipated that there will be a shift in the usability of the products on the informalscience.org website.

R. Bonnie wondered if we would continue to use the Operations Plan “matrix” as a planning document. E. Ledbetter answered that this would be used as an ongoing planning document additionally he would like to transform it into a reporting tool. He suggested that he turn it into an EXCEL spreadsheet for open editing on Basecamp or GoogleDocs. J. Johnson recommended that Committee Chairs could ask for updates on a regular basis and then input that into the document periodically. E. Ledbetter suggested that the EC be updated on a quarterly basis (March, June, October and December). This more formalized approach would help keep committees and projects on track to reach their goals. All agreed this would be a good idea.

R. Deedrick moved *“That the proposed Operations Plan be adopted”*. C. Tisdal seconded. The motion was adopted.

6) 2011 Budget, (J. Johnson, 2 hours with a brief break during discussion)

J. Johnson took Board Members on a brief walkthrough of the highlights of the 2011 Report and Budget spreadsheet that was posted on Basecamp. She pointed out that the budget is over 300K and is not a deficit budget but is slightly in the black. She underlined that our ability to realize this budget is predicated on our ability to deliver on the grants income as 60% of our revenue is in this category. She mentioned several changes to the spreadsheet presentation:

- Line 4010 (April Award Fund) used to be called the “April Award CD”, this was closed down and moved into a money market account so the name of the line changed to reflect that it is no longer a CD
- The line item “cost recovery” for the grants is gone and now all the grant income is in line 4100 line (“Federal Grants”).

For expenses she mentioned that the largest cost area is for Grants. The “General Operations” area represents the VSA office and all the activity there. She described some accounting changes on the expense sides that have to do with accounting for the indirect costs of the grants.

D. Chen-Courtin was concerned that, at 60% of the budget, the grants represent a high risk if something happens to eliminate the grants. K. Ellenbogen explained that, even though the grants are 60% of the budget, the impact if we lost the grant income would not result in a 60% decrease in the revenue as the costs for the grants would also disappear. Overall a loss of grant income would result in a 26K total budget deficit.

D. McCreedy asked about how to sustain our grant products after the period of support ends. K. Ellenbogen stated that the VSA is doing several things to address this possibility. Firstly the Board is adhering to a budgeting process where we have sufficient time to make adjustments to expenses for any given year and secondly, the Executive Director is on a contract which will allow us to change it if needed. She further explained that our goal is to move to a business plan that will allow us to have a full-time Executive Director without depending on grant funding. R. Bonney noted that the grant projects that we have chosen to support are not one-off projects but will require some long term maintenance (example:

The evaluator database) so the choices we have made for doing joint projects with CAISE and BISE are strategic in that the likelihood that we will continue to get grants to cover the ongoing maintenance is high. D. McCreedy was concerned that maintaining these projects might be costly and suggested that these projects may require that they become fee-based in order to sustain them. J. Johnson noted we will need to continue to think about what business model makes sense for VSA and suggested that a budget that depends on 60% federal funding may not be the best in the long run but, for now, we have until 2012/2013 to realize some opportunities that are funded by these grants. E. Ledbetter said that he will also be concentrating on growing operational and membership revenue.

K. Ellenbogen informed members that she, R. Bonney and E. Ledbetter had just attended a meeting with Pi's and senior staff from eight different grants from the National Science Foundation's Informal Science Division to discuss the creation of an infrastructure component for the informal learning environment field in particular for Informal Science Education. They were all concerned about sustaining the resources, tools and websites that are resulting from the grants. It was decided at that meeting that a group called the *ISE Infrastructure Coordination Roundtable* would be struck that will meet periodically to discuss these sustainability issues.

J. Johnson mentioned that there are also other grant opportunities and E. Ledbetter will be doing some relationship building with IMLS which may eventually result in a grant proposal. C. Tisdal and R. Korn both supported broadening the VSA scope of grants to include areas other than science. R. Korn mentioned that she was working on a possible initiative with art museums because they see a need for research and evaluation in art museums and she will be thinking of VSA if something develops.

C. Tisdal moved "*That the Visitor Studies 2011 budget proposed by the Treasurer be accepted*". K. McLean seconded. The Motion was adopted

K. Graham mentioned that the date for the next board meeting would be March 31, 2010, would be for one day only and the major agenda items would be to approve the revised Bylaws and slate of new Board Members and Officers.

S. Rockman moved "*That the Board Meeting be adjourned*", J. Johnson seconded. The motion was adopted.

The meeting adjourned at 4:06 p.m.

Approved March 31, 2011
Karen Graham
Secretary