

Board of Directors Meeting Minutes

Thursday, February 18, 2016

1 pm to 4 pm EST

OPENING AND ATTENDANCE

On February 18, 2016 at 1:06 pm EST, President Diane Barone called to order the meeting of the Board of Directors of the International Literacy Association.

The meeting was held via web conference and Board Directors participating were President of the Board Diane Barone, Vice President of the Board William Teale, Secretary of the Board Julianne Scullen, Gwynn Ash, Donald Bear, Cathy Collier, Julie Coiro, Lori DiGisi, Bernadette Dwyer, Laurie Elish-Piper, Rachel Karchmer-Klein, and Executive Director Marcie Craig Post.

Staff in attendance included Christine Heesters, Director of Business Solutions; Dan Mangan, Director of Public Affairs; Linda Marston, Director of Finance and designated Board Treasurer; Stephen Sye, Associate Executive Director; and Christine Marconi, Recording Secretary.

APPROVAL OF MINUTES

A motion to approve the minutes from the October 30, 2015 Board of Directors meeting was proposed, seconded and unanimously approved.

Be it resolved that the Board of Directors of the International Literacy Association approves the minutes from the October 30, 2015 Board meeting as submitted.

GOVERNANCE

Codes of Conduct

The proposed Member Code of Conduct and Board of Director Commitment and Code of Conduct policies were reviewed and discussed.

A motion to approve the Member Code of Conduct was proposed, seconded and unanimously approved.

Be it resolved that the Board of Directors of the International Literacy Association approves the Member Code of Conduct.

A motion to approve the Board of Director Commitment and Code of Conduct was proposed, seconded and unanimously approved.

Be it resolved that the Board of Directors of the International Literacy Association approves the Board of Director Commitment and Code of Conduct.

Board Governance and Nominating Committees

Julie Scullen reported the Board Governance Committee is continuing work around finding ways to foster Board leadership and continuity by examining term limits. The Committee is also refining the speaker request process and investigating the authorization of an ILA Speakers Bureau to more strategically and cost-effectively fill the need for ILA speakers. She then reported that the Board Nominating Committee will be holding interviews with eight Board nominees and that a final ballot of candidates will be determined no later than the end of February.

Executive Director Evaluation: Goals and Processes

Diane Barone has distributed to each Board member a document containing the Executive Director's goals and an evaluation survey. Once the feedback from each has been aggregated, the Evaluation Committee will discuss and make recommendations. Prior to the May 12, 2016 Board meeting, the Committee will meet with the Executive Director and distribute its recommendations to the Board.

COMMITTEES

Standing Committees

The Board agreed that the current standing committees need to be re-evaluated and that many future committees will be designated as task forces and/or task and time-oriented committees. ILA will continue to provide many areas of service and volunteer opportunities with the task forces formed to address specific topics and with specific timelines for completion of charges.

Awards Task Force

P. David Person has agreed to chair a task force which is charged with reviewing all awards, examining the process for giving the awards, and the impact, visibility and costs of the current Awards program with the aim of better positioning them to highlight literacy achievements, increase their prestige, and perhaps fund them through sources other than ILA's operational fund. Recommendations from the task force are due for presentation to the Board in late 2016/early 2017.

Formalizing Appointments and Acknowledging Service

Appointments and service will now be officially acknowledged via formal letters co-signed by the President of the Board and the Executive Director.

Advocacy Leadership Panel

Dan Mangan proposed the formation of an Advocacy Leadership Panel (ALP) to drive advocacy work and operate in tandem with leadership's stated goals and objectives. Proposed members would also include advocates from state and local councils and affiliates, which is an idea that aligns with potential plans to drive advocacy through Network activities.

FINANCE

Linda Marston reported that the Finance Committee held its second meeting of the fiscal year on February 4, 2016, where the December 31, 2015 internal financials were reviewed. Although expenses are tracking under budget and will help offset the revenue trend, the decline in revenue remains an issue. Cutting expenses will not solve this problem. Efforts to diversify revenue have been stepped up and are concentrated on the Credentialing Project, a new grant project local to Delaware with an \$85,000+ price tag, and designing a business services package to assist the council network. Although early, the Boston Conference looks to make a rebound. Year-end projections indicate a \$500,000 expense savings offsetting a \$1.5 million revenue shortfall. The budgeted \$2.7 million operational support from the endowment has been transferred with no additional needs expected.

It was also reported that the new accounting system, Intacct, is up and running and the migration occurred without incident. More staff, especially all budget managers, now have direct, limited, and real time access to the system, processes have been streamlined, internal controls enhanced and less paper is being used.

Linda reported that the investment portfolio dipped slightly below \$10 million as of January 1, 2016 but is turning around consistent with market trends. She stated that Glenmede Advisors have positioned the portfolio to withstand this roller coaster.

Other items of note:

- IRS990 tax form was filed on time.

- FY2017 budget process has begun. The expense budget is expected to be very lean with continued support from the endowment for investment in ILA's strategic direction and new revenue initiatives.
- The sale of 700-750 buildings was completed at the end of October 2015 resulting in net cash proceeds of \$977,000. There has been some interest in the 800 building since then, but nothing solid.
- Staff is currently working on redesigning work space to accommodate all staff on one floor.

LRP DYSLEXIA PAPER

ILA's Literacy Research Panel (LRP) will be publishing a position paper on dyslexia. Dan Mangan will be connecting with ILA's communications consultant, GGA, to produce talking points for the Board, staff and LRP, should they need to speak to the issue on behalf of ILA. Dan also plans to work with GGA to produce guidelines and best practices for answering hot-topic questions on behalf of ILA.

ANNUAL CONFERENCE

Stephen Sye reported that preparations for the July 2016 Conference in Boston were on track with the website launched in early February, registration opening on February 23, and the pursuit of prominent opening and closing session speakers underway. Some highlights this year include Literacy Night at Fenway Park, the Steps for Literacy 5K, and afternoon closing session to encourage last-day attendee participation.

DELAWARE PROJECT

Marcie Post noted that ILA has received a total award amount is \$93,000 from an anonymous donor to launch a multi-year project in a local New Castle County, Delaware elementary school. The project will be designed in collaboration with a local school district and an elementary school principal to provide ILA resources for the purpose of improving teacher's instruction of literacy. Resources will include in-service training for teachers, memberships, access to conference and other support.

CREDENTIALING FEASIBILITY PROJECT

Shannon Fortner reported that the Credentialing Advisory Panel will hold a meeting with consultant ProExam on February 19, 2016, at which the implementation of the credentialing feasibility study will be discussed. The Board is encouraged to contribute the names and contact information of any sector professionals they'd like to see included in the study. The results of the study will be reviewed at the July 7, 2016 Board meeting.

NETWORK RESTRUCTURE

Marcie Post noted that the U.S. Network Restructure Team is currently awaiting recommendations from its three committees, and that once refined, the next step will be constructing a legal framework. In addition, Marcie noted that a team of three staff and four board members (Bill Teale, Bernadette Dwyer, Julie Scullen, Cathy Collier) will be attending a meeting of Global Task Force (participants from each of the 7 ILA regions) in Frankfurt, Germany to discuss restructuring of ILA's entire network.

UPCOMING EVENTS AND ACTIVITIES

Dan Mangan noted that ILA's second annual Leaders for Literacy Day is being held in New York on April 14, 2016, and will bring together a variety of perspectives, ideas, and solutions to inspire conversation on the importance of literacy leadership. Marcie Post stated that the UAE reached out to ILA about creating a partnership to lead literacy efforts in the country. They have offered to fly an ILA contingent to the UAE meetings to discuss and flesh out a potential long-term collaboration.

ADJOURNMENT

The next Board of Directors was confirmed for Thursday, May 12, at 1 pm EDT, and the group adjourned at 3:50 pm EST.

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