

**INTERNATIONAL LITERACY ASSOCIATION
BOARD OF DIRECTORS MEETING**

**Thursday, March 15, 2018
Town and Country San Diego, CA
8:30 a.m. PT**

OPENING AND ATTENDANCE

On March 15, 2018 at 9:36 A.M, Douglas Fisher, President of the Board, called to order a meeting of the Board of Directors of the International Literacy Association, which was held at the Town and Country San Diego in San Diego, California.

Participating Board Directors in attendance were President of the Board, Douglas Fisher; Vice President of the Board, Bernadette Dwyer; and Board Directors Gwynne Ash, Cathy Collier, Beverley Harris, Rachel Karchmer-Klein, Stephanie Laird, Susan Paasch, Julia Reynolds, Jennifer Williams, and Marcie Craig Post, Executive Director. Board Director, Stephen Peters was absent.

Staff in attendance included Linda Marston, designated Board Treasurer and Director Finance and Business Operations.

APPROVAL OF MINUTES

The Board of Directors approved the minutes for two special meetings of the Board held on January 23, 2018 and March 4, 2018.

Be it resolved that the International Literacy Association Board of Director's approves the minutes of meetings held on January 23, 2018 and March 4, 2018.

ACKNOWLEDGEMENT OF ITEMS

The following items were approved at previous meetings and acknowledged by the Board:

- Diane Lapp & James Flood Professional Collaborator Award
- Timothy & Cynthia Shanahan Outstanding Dissertation Award
- 2017 ILA Standards for the Preparation of Literacy Professionals

EXTENSION OF TERM OF LITERACY RESEARCH PANEL (LRP) CHAIR

A proposal was made and discussed to extend the term of Diane Lapp's service as Chair of the Literacy Research panel for one additional year. A motion was made by J. Reynolds, seconded by S. Paasch and prior to discussion, Doug Fisher recused himself from the discussion and the vote of the resolution. In the discussion, it was noted by the Board that Diane Lapp has done an incredible job deftly and ably managing the LRP in the production of numerous briefs. A comment was included that extending her role for an additional year would help to maintain the momentum of the

production of work, provide stability in the leadership of the LRP, and continuity which is ideal for completion of additional major projects assigned to the LRP.

Be it resolved that the Board of Directors of the International Literacy Association approves the extending the appointment of Diane Lapp as Chair of the Literacy Research Panel for one additional year.

It was noted that there will be five members of the LRP who will have fulfilled their terms and will be rotating off this year. The LRP is working on generating names and the Board is also welcomed to recommend names at any time. The LRP will put forth a list of names, which will be sent to the ILA Board of Directors for approval.

FINANCE & BUSINESS OPERATIONS

The Finance Committee report was reviewed and included a review of the internal financial statements as of December 31, 2017. A preview of FY 2019 budget planning was presented as well as an update on the status of the sale of the vacant lot and possible lease of space in the building.

It was reported that the December internal statements reflect normal activity for the first six months of the fiscal year. Operating revenue to date is \$3.9 million and \$659,000 behind last year's revenue for the same period. Expenses to date are \$4.5 million. This is an \$810,000 reduction in expenses compared to the same period last year. Year-end projections estimated at the end of December suggest about \$2.2m deficit. The ratio of liabilities to the organization's total assets of \$10.2m is 30%, reflecting minimal debt. Close monitoring of finances continues with only critical or contracted expenses authorized, including that any open staff positions will not be filled.

Investments reflect a 6% long-term growth rate and are well diversified. The period reflects more than \$200,000 generated in donation revenue, most of which is temporarily restricted per compliance with donor wishes.

FY 2019 Budget is in development with a draft planned for presentation to the Finance Committee in May or June and then presented to the Board in June for review and approval.

It was noted that the land sale contract of \$2.8m is moving forward as planned and that there is possibility of settlement on the contract by the end of December 2018 and even more likely that closing will occur within FY 18–19. The projected net proceeds after commission, transfer taxes, and attorney fees is approximately \$2.4m once settlement occurs.

ILA has received a Letter of Intent (LOI) from the University of Delaware (UD) to lease ILA's building at 800 Barksdale Road, Newark, DE. This LOI offers an opportunity to generate considerable gross revenue in the first year estimated at \$400,000 with minimum impact to staff and the business of ILA, even with the expenses ILA would incur with leasing space in a different location. Having lessees in the building also makes it more attractive to investment property buyers.

REMEMBERING DR. WILLIAM H. TEALE

The Board noted and discussed the recent sudden loss of Past President, Dr. William H. Teale. It was reported that plans are underway to memorialize his many contributions at the ILA 2018 conference, including dedication of the general conference and Children's Literature Day to Dr. Teale. It was noted that a fund has been established at ILA by his widow, Junko Yokota and that staff will be in communication with Junko to establish the guidelines for use of that fund per her wishes.

It was proposed that the Board of Directors should address the Board seat vacancy left by Dr. Teale's passing. A resolution was made by C. Collier and seconded by J. Williams to not fill the Board seat vacancy. In the discussion, Dr. Teale's duties were discussed and it was pointed that his primary role at this point in time was chairing the Nominating Committee. It was noted that Diane Barone, recent past president, had agreed to serve as Chair of the Committee and was thus appointed by the President, Doug Fisher. Finally, it was recommended that given the few months left in the term and all duties of Dr. Teale being accounted for and covered, that the Board not appoint a replacement for the vacant Board seat.

Be it resolved that the Board of Directors of the International Literacy Association approves not filling the Board seat vacancy left by the passing of Past President member Dr. William H. Teale.

AMENDMENT TO THE ILA BYLAWS

It was reported that approval of the move of the annual ILA conference in the March 4, 2018 special meeting of the Board created a need for the ILA Board of Directors to address the beginning and end of the terms of service as indicated in the ILA Bylaws. It was noted that as stated in the current Bylaws, the end of the term of service for sitting third-year Board members and the beginning of term of service for newly elected Board members occurs at the conclusion of the annual conference. The issue discussed related to the fact that as the dates of the conference are or may be adjusted in any given year, so it follows that the term of service of Board members changes, which could result in longer or shorter terms of service for Board members. A motion was made by D. Fisher and seconded by S. Laird to amend the ILA Bylaws to end the three-year term of Director Members and the one-year term of the Past President on June 30th of each year and to start the three-year term of newly elected Director Members and the one-year term of Vice President on July 1st of each year.

Be it resolved that the Board of Directors of the International Literacy Association approves an amendment to Article IV, Section 3. Term of Office to read: "The Directors of the Board shall serve three (3) year terms and shall be divided into three (3) classes by year elected for purposes of staggering terms of office. One class of Directors shall be elected annually. Newly elected Directors shall assume office on July 1 in the year in which they are elected and serve until June 30 three (3) years later unless earlier terminated." and an amendment to Article V, Section 2. Term of Office to read: "The Vice President of the Board shall serve for a term of one (1) year and shall then automatically succeed to the office of President of the Board. The President of the Board shall serve for a term of one (1) year and shall then automatically succeed to the office of Past President. Elected Officers shall assume office on July 1 of the year the Vice President is elected and shall serve until the June 30 of the next year or until their successors assume office.

NEW BUSINESS

It was reported by the President that all committees and task forces will be asked to submit reports in June to be included in the Board Book for the July meeting. Ongoing committees will be provided with a room at the conference to meet and chairs will be able to schedule their meetings in the room as needed.

There being no further business of the Board, the meeting was adjourned at 11:10 A.M. PST.

**NEXT MEETING OF THE BOARD OF DIRECTORS
MAY 16, 2018, 4:00–5:00 P.M. EDT - VIRTUAL MEETING**