

On Monday, September 28, 2020, at 3:02 p.m. EDT, President of the Board Stephen G. Peters opened the virtual meeting of the Board of Directors of the International Literacy Association. All Board members were in attendance: Rob Tierney, Vice President; Kathy N. Headley, Immediate Past President; and Board members Kenneth Kunz, Wendy Carss, Juli-Anne Benjamin, Kia Brown-Dudley, Laurie Sharp, Rachael Gabriel, Danielle V. Dennis, Annette M. Kiberu, J. Helen Perkins, and Marcie Craig Post. Debbie Harris, Director of Finance, was also present.

S. Peters asked if there was a motion to approve the minutes of business meeting of June 5, 2020. The motion was made by L. Sharp and seconded by K. Headley. There being no discussion, the question was called and the resolution unanimously approved.

RESOLVED: *The Board of Directors of the International Literacy Association approves the minutes of the regular meeting held on June 5, 2020.*

S. Peters noted that as indicated in an email previously sent to the Board, the meeting format for 2020–2021 will be different, with one month being a business meeting and the following month being a work session and so on. In any month, the meeting scheduled could be converted to either a business meeting or work session as needed. A meeting may also be canceled if it's determined that no meeting is needed.

S. Peters opened a discussion to evaluate and determine actions related to the contract with Indianapolis Convention Center and hotels for hosting the 2021 Annual Conference. The Board had previously reviewed a summary that provided an analysis of education and meeting planning trends, different scenarios that could be pursued and a cost analysis of each. K. Kunz cited that ILA has successfully pivoted from hosting of a face-to-face meeting to digital events and should consider for the time being focusing on continuing to offer digital professional learning. It was noted that due to ongoing uncertainties related to the global pandemic that it is less risky to continue digital offerings and avoid hosting in person events through next year (2021).

K. Headley motioned and K. Kunz seconded a motion to cancel all contracts related to hosting the 2021 Annual Conference in Indianapolis. The question was called and the resolution was unanimously approved.

RESOLVED: *The Board of Directors of the International Literacy Association approves the cancellation of the contracts related to the conference to be held in Indianapolis in October 2021.*

M. Post reported that ILA has received a signed contract to purchase the property owned by ILA at 800 Barksdale Rd., located in Newark, Delaware, and that the contract has been reviewed by the Finance Committee. It was noted that the property has been for sale and/or lease since 2011. This is the only offer that has gone to contract in that time. It was noted that there is a tenant in the building that generates \$35,000 per month in net revenue. However, the tenant's lease is up in June of 2021, and we have no indication that the tenant will renew the lease. It was also noted as information that the contract includes a 90-day due diligence period during which time the buyer could walk away for any or no reason.

It was noted that upon review, the Finance Committee recommends that the Board approve the contract. D. Harris shared details related to the sale of the building. Offer for building is \$3.2 million, with seller's assistance of \$590,000, netting ILA \$2.6m at settlement before taxes and commissions. Following a successful due diligence period, the settlement is estimated to take place sometime in January 2021. K. Headley motioned to accept the recommendation of the Finance Committee, and J. Benjamin seconded the motion. There being no further discussion, the question was called and the resolution was unanimously approved.

RESOLVED: *The Board of Directors of the International Literacy Association authorizes the Executive Director to sign all documents and execute all actions necessary for the purpose of selling the property located at 800 Barksdale Rd., Newark, DE 19714 to NDG 302 LLC, for the sum of \$3.2 million USD.*

M. Post noted that information had been provided to the Board in advance in regard to establishing a Commission for National Recognition. The commission is to serve as a decision-making body charged with overseeing the periodic review and revision of the *Standards for the Preparation of Literacy Professionals*, evaluation and certification process of ILA's National Recognition program, and final decision-making regarding certification. Commission members are to have deep familiarity with the ILA Standards and also experience in review of institution programs.

K. Kunz motioned a resolution to approve such a committee and the motion was seconded by Rachael Gabriel.

R. Tierney noted opposition to the creation of the commission due to impingement on the independent development of curriculum by private institutions and requested more time to review the document. The President sought clarification as to whether the item was being requested to be tabled, but tabling was not requested. It was noted that ILA's National Recognition certification for university programs is not obligatory and that participating institutions independently choose to pursue certification. It was also clarified that although this program is currently operating in the U.S. only, the National Recognition team has had conversation with non-U.S. institutions interested in modifying the process to obtain certification.

The question was called and the motion carried 10-2 with opposing votes from R. Tierney and K. Headley.

RESOLVED: *The Board of Directors of the International Literacy Association approves the establishment of a Commission for its National Recognition program.*

Before asking each chair of the committees to provide a brief overview of their charges for the year and meetings to date, S Peters noted that he will be striking a committee in January 2021 to develop and execute fundraising goals and strategies for ILA, and he asked Board members to consider a donation. The time that Board members give to ILA was gratefully noted, but it was also recognized that if we are to be successful in raising money it will be important that we lead that effort by our own gifts.

S. Peters then thanked committee chairs for the hard work the committees have been doing and asked R. Tierney for a report from the Finance Committee.

R. Tierney noted that the committee will continue to focus throughout the year and at the committee's monthly meetings on the difficult financial challenges ILA faces. He then asked D. Harris to provide a summary of ILA's finances to date.

Financial packets were provided to Board members prior to the meeting and D. Harris provided an overview of August financials. She noted that the line of credit balance is \$1 million and revenues are lower in journals, membership, and advertising compared with last year. An

overview of year-to-date statement of activities noted that we're tracking well against budget; however, maintaining adequate monthly cash flow remains an issue. The liabilities to asset ratio is 53% due to increased debt on the balance sheet from the Paycheck Protection Program loan, which is forgivable debt. Once that debt is forgiven, the ratio is expected to decrease. Although we anticipate full forgiveness, we may be liable for paying back the \$10,000 EIDL grant we received due to government program rules.

W. Carss reported on behalf of the Global Committee that the committee has developed and sent information to each region chair of the new funding procedure. The committee is in the process of arranging and carrying out separate virtual meetings with each region and their representatives to discuss the new procedure, answer questions and, in general, exchange information as to what activities and projects regions are working on. The meetings have proven valuable in connecting to regions and opening more dialogue. One region noted that the decrease in funding is an issue because it may preclude affiliate chairs from attending the annual conference, where the region committee meets.

The Global Committee is working on refining charges, especially strengthening the reciprocal roles with the affiliates and is also quite interested in exploring how ILA might work in partnership with regions to host events featuring our international affiliates.

K. Kunz reported that the Program Committee has met twice since the beginning of August. The committee has reviewed its charges and received updates on digital events, including ILA Next. It was noted that members are taking advantage of on-demand offerings and that the digital events are also picking up new members. It was particularly noted that the Science of Reading program has generated approximately \$40,000. In upcoming meetings, the committee will be reflecting on questions related to the future professional learning path for ILA and expects to set goals and identify strategies for reaching them in this area.

R. Gabriel reported that the Research-Practice Committee includes one non-Board member, Steve Graham, and has met three times since late July. The committee generated ideas for structure focus and content spaces where ILA can do bridge-building and bring principles and ideas to inform what we could do. The committee is also working on the February Research Intensive and in particular, how to connect themes and create space for research discussion. The committee has great interest in meeting with and integrating their discussions with the Global Committee, Program Committee, and Policy Task Force on Anti-Racism, Social Justice and Equity in effort to help bridge the discussions and bring ideas to other areas.

K. Brown-Dudley reported that the Policy Task Force on Anti-Racism, Social Justice and Equity has focused on further shaping and refining the charge and is now looking at baseline ILA data that will inform their work. She stated that the committee is excited about collaborating across the organization to affect change focused on people, program, and policy.

There being no further business, the meeting was adjourned by S. Peters at 3:59 p.m., EDT.