
Minutes of the Regular Session of the EDUCAUSE Board

Wednesday and Thursday, June 22–23, 2022, Minneapolis, MN

Note: All times listed are Central Time (CT).

Attendance

Board members: Allan Chen, Elias Eldayrie, Tony Moore, Helen Norris (Chair), John O’Brien (President and CEO; *ex officio*), Amelia Parnell (Secretary), Sharon Pitt (Vice Chair), Celeste Schwartz (Treasurer), Carol Smith, Cheryl Washington, Melissa Woo, Sherri Yerk-Zwickl;

attending virtually: Gayleen Gray

Staff: Eden Dahlstrom, Nycole Joiner, Nicole McWhirter, Joe Ryan, Catherine Yang, Karen Mateer; **attending virtually:** Susan Grajek, Jim Hyatt

Invited Guests: Felix Zuniga, Incoming chair, DEI Advisory Committee (Wednesday); Matt Entenza, EDUCAUSE General Counsel (Wednesday); Brian Sponsler, SOVA Solutions (Thursday)

Wednesday, June 22, 2022

Call to Order / Review Agenda

The meeting convened at 12:15 p.m. by board vice chair Sharon Pitt. Pitt reviewed the agenda for the meeting and introductions were done for all participants.

President’s Remarks

O’Brien offered a special welcome to all who are joining the board for the first time, including board members Melissa Woo and Gayleen Gray, vice president and CFO Nycole Joiner, and interim CIO Joe Ryan.

O’Brien offered thoughts on the “great resignation,” which hit EDUCAUSE late, but nevertheless had an impact. He also shared that the two in-person events held this spring—the Cybersecurity and Privacy Professionals Conference and the ELI Annual Meeting—went very well with positive member feedback.

Consent Agenda

Norris reviewed the five items on the consent agenda: minutes from the March 2022 board meeting; the Conflict-of-Interest Policy and disclosure form; the board of director selection process update; an update to the EDUCAUSE Bylaws to note the change in our fiscal year; and the EDUCAUSE spending policy.

Sherrri Yerck-Zwickl moved to approve the consent agenda. Allan Chen seconded. The motion was approved.

Board Committee Reports

Audit Committee chair Amelia Parnell reported that the committee did not meet prior to the board meeting since the 2021 audit is still in process. The committee will meet once the audit is complete.

The Finance/Investment Committee report was given by John O'Brien on behalf of board treasurer Celeste Schwartz. The committee met with representatives from Merrill Lynch to discuss the investment policy. While the market has been down, Merrill Lynch is confident that we will be able to reach, if not exceed, the budget assumption of a 5% return. The committee also reviewed the finance report.

Governance Committee chair Sharon Pitt gave a brief overview of the committee's meeting with Sue Workman, chair of the Nominations and Leadership Development Committee, who presented the committee with the board election nominee finalists. Pitt shared that this information, and the Governance Committee's recommendations, is on the agenda for day 2 of the meeting. The Committee also reviewed and approved the new Conflict of Interest Policy and Disclosure, which was approved by the full board as part of the consent agenda.

DEI Advisory Committee board liaison Allan Chen reported that work is progressing on the DEI Hiring Kit. Committee chair Marcia Dority Baker will be transitioning out of her role as chair because she is leaving higher education. Felix Zuñiga will be the new chair, and he will join the board meeting later today to share additional information on the committee's activities and accomplishments.

Financial Report and FY23 Budgets

Interim CFO Jim Hyatt provided an update on the association's financial condition, sharing that revenue is 20% below budget estimates due to lower investment income and corporate sales. The investment income reflects an overall decline in the stock market, and corporate sales were substantially less than the same period in FY21 due to the change in the fiscal year from a calendar year to a July-through-June cycle. Correspondingly, expenses were 12% lower than what was budgeted, but 11% higher than the same period for FY21 due to increases in salaries, professional fees, technology costs, and vendor services. Membership numbers remain strong.

In presenting the FY23 budget, Hyatt started with a review of the budget assumptions that had previously been approved in December, including 1% growth in membership and no dues increase.

Hyatt reviewed the proposed revenue, reflecting increased grant revenue with the first full year of CourseGateway grant. He noted that EDUCAUSE will apply for a employee retention tax credits, which could result in an additional \$1.5M in funding, though this has not been built into the FY23 operating budget at this time. If received, this would be considered deferred revenue.

For proposed expenditures, Hyatt noted increases in salaries and benefits to address market and inflationary pressures and improve retention. In addition, a few technology-related initiatives involve spending increases, and contract labor is up due to outsourcing needs for human resources and finance, though O'Brien noted that the outsourced costs are not significantly greater than previous salary expenses for those areas.

Hyatt reviewed one-time priority projects that have been brought forward by the executive team. Many of these projects are related to risk-mitigation efforts or strategic priorities for the organization.

Norris asked for a motion to approve the FY23 budgets, including: 1) operating budget; 2) capital budget; 3) risk mitigation/priority projects budget. O'Brien reminded the group that we will re-evaluate budget information at the board's December meeting.

Amelia Parnell moved to approve the FY23 budgets. Sharon Pitt seconded. The motion was approved.

DEI Update

Vice President of Digital Communication, Content, and DEI Initiatives Catherine Yang reported that current DEI Advisory Committee chair Marcia Dority Baker was unable to attend the meeting today and introduced Felix Zuniga, incoming chair of the committee. Allan Chen, board liaison to the DEI Advisory Committee, provided an overview of Committee, including its origins as the DEI Task Force, on which he served. Yang reviewed the committee's charge, noting that it provides advice on DEI strategy and programming for EDUCAUSE leadership and serves as the voice of the membership. Felix Zuniga reported that the committee membership was determined through a call for volunteers and that the committee is working on actionable items identified by the DEI Task Force, including a Guide to DEI and DEI Hiring Kit. Yang presented additional work done by the committee, including contributing and advising on DEI-related QuickPolls, creating a crowd-sourced list of DEI book and resource recommendations, and representing the various EDUCAUSE DEI communities at events. Zuniga recapped that this summer the committee will launch an email campaign based on the Hiring Kit. In addition, the committee will develop a long-term DEI strategy in alignment with the new EDUCAUSE strategic plan and will continue to refine and update DEI resources for the community. Chen led board members in a short activity to find out 1) what are the most pressing challenges on campuses related to DEI; 2) from where you sit, where do you think the profession is going with DEI; and

3) are there any categories (e.g., ageism, ableism) that are missing? Chen started a discussion around the idea of trying to hire in alignment with the makeup of the local community and board members in turn elaborated on the approaches and strategies they are using on their campuses to support DEI initiatives. The ensuing discussion touched on the challenges of hiring in today's difficult market; the difficulty of balancing diversity with the need simply to fill positions; ideas for growing the pipeline of prospective employees, including cultivating student employees; and exploring partnership opportunities, including institutional partners to support hiring and/or vendors to support training and staff development. Parnell commented that strategic communication is critical—both sharing one's commitment to DEI and showing progress that is being made.

Discussion of Demographics Review and Board Needs

Board vice chair Sharon Pitt, who also serves as chair of the Governance Committee, reviewed board demographics as context for the work of the committee in selecting board nominees. She then solicited comments from the board on what gaps/demographics they feel are important or if there are gaps that we should prioritize that have not been presented. Celeste Schwartz wondered if we could/should consider the small school category along with its institutional expense—especially since there are some small schools that have large budgets. Chen mentioned an article he read about diversity and hiring for perspective instead of for experience, suggesting that a young professional perspective may be a welcome addition to the board. Melissa Woo noted that for the Foundation board at her institution, for promising candidates, they created an advisory group that meets with the full board once per year. Carol Smith commented on the value and impact of the generational demographics, suggesting that the board might want to dig in to why we feel generational representation is important and what a candidate would bring or not bring because of the age group they are in. The board discussed the idea of adding an additional at-large member or even a non-voting board member who could be from a younger demographic. McWhirter reminded the board that any changes in composition would require bylaws change and that there needs to be a particular ratio between elected and appointed directors, as stipulated in the governance documents. Norris thanked the Governance Committee for its work and the demographic information. Before wrapping up the conversation, Norris pointed out that given the board members who are rotating off at the end of this year, the board will be losing the representation of smaller/baccalaureate institutions and community colleges.

Open Discussion / Questions about Items in the Written Materials

Parnell asked about the procurement of a new event platform reported on in conference and events section of the board book, wondering if this was due to the growth in online conference

offerings? Dahlstrom responded that it was more about finding the right platform that can accommodate annual conference piece and that this was especially important given upcoming conferences in Tennessee, Texas, and Florida, as in-person participation at those locations could be problematic for some of our members due to state travel regulations, so the online experience will continue to be an important part of the annual conference experience, in general. Asked about the EDUCAUSE relationship with NERCOMP, Dahlstrom shared that the updated agreement referenced in materials resulted in a more balanced approach to risk and revenue sharing. Grajek shared that staff are in discussions to co-locate and/or blend the ELI Annual Meeting with a 1EdTech event. Yerk-Zwickl spoke in support of this approach, noting that for smaller schools, these combined events would provide more bang for the buck.

Parking Lot

Vice Chair Pitt reported on parking lot items, including the board's general desire to think about how we incorporate the young professional perspective to the board review process. This item will be taken on by the Governance Committee, which she chairs.

Adjourn

The regular meeting adjourned at 3:48 p.m.

Executive Session

The board entered executive session at 3:55 p.m. and included a presentation by EDUCAUSE general counsel Matt Entenza. The session adjourned at 5:00 p.m.

Thursday, June 23, 2022

Call to Order / Review Agenda

Board chair Helen Norris called the meeting to order at 8:00 a.m.

Strategic Planning: Phase 1 Overview and Wrap-Up

O'Brien introduced Brian Sponsler from Sova, the firm that has partnered with us on our planning thus far. Sponsler shared a bit about Sova and the team that has supported the strategic planning work. He then gave an overview of the strategic planning process EDUCAUSE is using, calling attention to the first phase: Setting the Purpose, the goal of which is to develop a clear, compelling, and contemporary vision, mission, and set of values, that, when taken together provide a foundation that articulates the purpose of the organization and supports the

direction in which we aspire to move. Sponsler reviewed the work completed thus far, including a process of discovery, sensemaking, and storytelling which involved reviewing historical materials, the website, etc., as well as conducting interviews with staff, board members, and other key stakeholders in the community. The key takeaways were a positive view of EDUCAUSE, but an inconsistent understanding externally about the value proposition regarding what the organization does, who it serves, and what space it could occupy. Sponsler shared that there exists a real desire to create additional value through a consistent mission, vision, and values, as well as a desire to think about moving the organization forward with a realistic view of what we do, rather than being all things to all people. Sponsler indicated that EDUCAUSE is in a position of relative strength with a good reputation. Sponsler reviewed the definitions of vision, mission, and values statements and Norris noted that the goal of the meeting today is to affirm these statements, in general. After discussion, the board was in favor of the vision statement and decided to convene a small group to refine the wording of the mission statement. The group endorsed the value statements presented; no official motion was required.

Tony Moore moved to approve the vision statement. Allan Chen seconded. The motion was approved.

Note: Following additional work on the mission statement, the board approved the mission unanimously. The vote was handled asynchronously and recorded in the board portal on July 11, 2022.

Presentation of Board Nominees and Slate Selection

Pitt opened the slate selection discussion with an overview of the process and the steps taken to get to this point. Pitt shared that the Nominations and Leadership Development Committee (NLDC) received 38 total nominations. The NLDC review process resulted in a list of 8 semi-finalists presented to the Governance Committee. The Governance Committee narrowed the list to four recommended candidates. The Committee members presented individual candidate profiles to the board. A full board discussion followed.

Allan Chen moved to approve the individuals selected as finalists by the Governance Committee for the 2022 EDUCAUSE board election. Cheryl Washington seconded. The motion was approved.

Open Discussion / Questions about Items in the Written Materials

O'Brien asked for feedback on the general counsel presentation. The board agreed it was very valuable and should become a semi-regular part of meetings. O'Brien noted that a regular

cadence will be determined for future updates at meetings. He also shared board members should reach out to the general counsel directly as things arise.

Parking Lot

Parnell shared that the Audit Committee would like to study a possible renaming or rescoping of the committee's charge. O'Brien and Parnell will discuss this further for next steps, including any needed changes to the bylaws or committee charter. Norris shared that she would be in touch with the other board members on the one parking lot item from the executive session.

Round Robin

The meeting concluded as usual with a round robin, where each participant offered comments on the part of the meeting that was most enlightening for them. Several expressed their appreciation for the information presented by the general counsel during executive session, and there was uniform support for the work toward our DEI initiatives and enthusiasm for the progress being made with the strategic planning process.

Adjourn

Norris thanked everyone for a productive session, and the meeting was adjourned at 11:42 a.m.