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# Minutes of the Regular Session of the EDUCAUSE Board

Wednesday and Thursday, March 2–3, 2022 | Virtual

*Note: All times listed are Eastern time (ET)*

## 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, Sherri Yerk-Zwickl

**Staff:** Eden Dahlstrom, Susan Grajek, Jim Hyatt, Mairéad Martin, Nicole McWhirter, Catherine Yang, Karen Mateer

**Invited Guests:** Veronica Diaz, EDUCAUSE, Tiffany Yoon and Brian Sponsler, Sova

## Wednesday, March 2, 2022

### Call to Order / Review Agenda

Board chair Helen Norris called the meeting to order at 12:02 p.m., reviewed the agenda, and reminded board members about the executive session and optional social time following the meeting.

### President’s Remarks

President and CEO John O’Brien opened the meeting with general remarks on the state of the association. O’Brien updated the board on a recent flurry of staff turnover and shared that the organization has temporarily outsourced some functions within areas impacted by staff departures. Despite the vacancies, O’Brien remains confident about the future of EDUCAUSE, and he recognized that the organization’s staffing struggles are very familiar to member colleges and universities. He acknowledged the great work of the executive team and the remarkable staff. He noted that the backlog of vacancies will certainly result in capacity limitations.

### Consent Agenda

Norris reviewed the two items on the consent agenda: 1) the approval of minutes from the board meeting October 25, 2021; and 2) the approval of minutes from the board meeting on December 20, 2021.

*Sharon Pitt moved to approve the consent agenda. Allan Chen seconded. The motion was approved.*

## Board Committee Updates

Audit Committee chair Amelia Parnell reported on the group's first meeting of 2022, which provided an opportunity to meet Interim CFO Jim Hyatt and orient new members to the work of the committee. The group also reviewed the enterprise risk register.

Finance/Investment Committee chair Celeste Schwartz reported that at its first meeting of the year the committee reviewed its charter. The group also had a presentation from Merrill-Lynch, the association's investment advisors, about the portfolio investment performance. The association's investment strategy will be reviewed at the committee's next meeting.

Governance Committee chair Sharon Pitt reviewed the candidates whose names were put forward for the two vacancy positions, noting that this topic will be discussed in more detail later in the meeting.

Allan Chen, board liaison to the DEI Advisory Committee, reported that the committee has several new members who have energized the group. Felix Zuniga from California State University, Office of the Chancellor, is transitioning to the role of committee chair, replacing Marcia Dority Baker, who is leaving higher education. The committee is continuing its work on the DEI Hiring Roadmap and developing DEI talking points for CIOs.

## Financial Update

Norris welcomed Interim CFO Jim Hyatt, who briefly introduced himself. Reporting on the FY21 pre-audited financial statements, Hyatt shared that the overall financial health of the organization was strong. On the revenue side, EDUCAUSE exceeded its projected revenue due to PPP (Paycheck Protection Program) loan forgiveness and strong investment returns. He also noted that membership dues revenue came in above budgeted expectations. In addition, expenses were below budget due to savings in facilities, vendor services, salaries, and benefits. Hyatt shared that EDUCAUSE reserves are strong and that there was no need to borrow from the line of credit in 2021. While reserves levels continue to exceed board approved targets, the association continues to follow the board's guidance from December 2021 to avoid any spending of reserves beyond the 6–12-month target given uncertainty and potential market volatility.

While he does not anticipate much in the way of changes to the end-of-year financial statements, Hyatt did remind the board that the numbers presented are pre-audit and that it will take 3–4 months before we have the final audit numbers. On the topic of audits, Hyatt noted that because of the fiscal year change from a January 1 through December 31 fiscal year

to a July 1 through June 30 year, EDUCAUSE will go through two audits in 2022—one for the period covering January through December 2021, and another for the transition period budget of January through June 2022. The new fiscal year (FY23) will begin on July 1, 2022.

Board member Allan Chen asked about the reported 5% annual growth projection for 2022 from the investment advisors and the organization's comfort level with this number. Hyatt expressed confidence in the projection, noting that in both 2020 and 2021 the market fell significantly and built itself back up. Hyatt also noted that EDUCAUSE has been quite conservative in its investments, which means less overall exposure. Board treasurer Celeste Schwartz supported Hyatt's assessment, noting that she had recently noted the same 5% growth projection made by a different investment firm.

Chen then asked about the sustainability of controlling conference expenditures going forward as events go back to in-person. Hyatt shared that for the past two years the organization has been able to realize significant savings in this area by doing things differently, and John O'Brien added that this was part of the driving force behind his decision to bring in a general counsel, who has been carefully reviewing all contracts and renegotiating contracts with vendors, resulting in significant savings. However, O'Brien added, while we need to be mindful of the cost of events, we do not want to overly diminish the experience for participants, who have come to expect a certain type of event from EDUCAUSE. Vice President of Professional Development and Membership Eden Dahlstrom, who oversees conference and events, shared that there is an unseen benefit in all of this in that it is forcing us to have conversations we would not have had otherwise and encouraging us to be creative and innovative.

Carol Smith turned the discussion toward staffing. In light of the required downsizing in 2020, Smith asked if the association had a target number for total staff. She also inquired about the strategy the association was taking for creating new positions. O'Brien responded noting that there was not a set staffing level that the association was working toward and no firm commitment to return to pre-2020 numbers. The strategic planning process will point the way as to how we will support our members in the future.

## Membership Update

O'Brien began by providing context for the recent move of the membership team, which includes corporate relations, under Vice President of Professional Development and Membership, Eden Dahlstrom. Dahlstrom then shared her approach and the discoveries she made since taking on the role. In addition to getting to know the new staff in her area, she conducted a "listening tour" with each unit at EDUCAUSE to provide opportunities for open ended conversations about the membership and corporate engagement functions. Dahlstrom noted that member engagement, like professional development, is not just a unit; rather, it is an important function that happens across the organization and in many ways and shapes. She

plans to socialize ideas around our language and terminology around corporate sales engagement, being mindful of future needs and priorities within the organization. Norris, who had served as board liaison to the Corporate Member Advisory Committee, commented on her experience working with this group, noting that they expressed an interest in being more engaged and not just being asked to sponsor events. She added that the group struggled to know its purpose and the level of engagement was challenging since the committee included high-level participants with less time to be involved. Carol Smith, who will be the new board liaison role, asked if we have clarity on what corporate members want to be doing to be engaged, and if there are organizations with more to bring than just sales. Parnell offered the perspective that some corporate members will remain just for the sales, while others want to be able to market their own research to our institutional members. Grajek commented that we already do research for corporate members and we're careful to enter into relationships to do research that will be of value to our members while covering our costs. Dahlstrom reported that if we do corporate engagement right, our members wouldn't care if it was a corporate session because it would be of interest to the participants. She cited a win-win example of a corporate session on accessibility that was also of interest members. Pitt asked if there a way for vendors to be engaged in the programs we offer (e.g., Leading Change Institute) since we can learn from their training methods. She also asked about involving corporate members in mentoring and DEI initiatives, since they are heavily engaged in this work; however, she acknowledged the conflict-of-interest factor, especially if there are potential business relationships between institutions and vendors, and the need to educate corporate partners in the shared governance approach within higher ed regarding procurement practices. Dahlstrom pointed out the section of the board book referencing "Higher Ed 101" with an approach to orienting corporate stakeholders to working with higher education. She added that our mentoring platform is open to corporate members, and we should host a QuickTalk to socialize this opportunity. In addition, there are opportunities for corporate members to serve as institute faculty. Washington commented that she resonated to the value of information sharing so that corporate partners can understand the threats universities deal with and learn how their products can better serve clients. Offering a counter-perspective, Eldayrie expressed the view that we should arguably pay less attention to corporations and more to regular members; rather, we should allow vendors to do the work that they need to do with potential customers, with EDUCAUSE focusing its efforts on helping members develop relationships with each other to strengthen the community. Dahlstrom clarified that we're not ramping up the corporate program. Rather, we have a community comprising solution providers and solution seekers, and part of what we do includes product discovery and how we can make it easier for members to discover products and each other. Yerk-Zwickl appreciated Eldayrie's perspective and commented that it is valuable for us to help train corporates to help their institutions. O'Brien noted that regarding the CMAC, we will reconsider the composition and charge of this

group in the months ahead. O'Brien noted that there is a lot of opportunity to explore how to make the most of corporate engagement and have the experience be more than simply transactional.

## Enterprise Risk Register 2.0

Vice President and CIO Mairéad Martin provided an overview of the association's enterprise risk register (ERR), which was recently reviewed by the Audit Committee. The original ERR was created in 2018 and was a significant development for the association; however, it focused heavily on operational risks. Recently, Martin shared, the original version was updated to retire operational risks that had been mitigated or managed and to include strategic risks as well as a category for cybersecurity. Martin conducted a brief exercise with the board for their thoughts on strategic risks that deserve our highest attention and validated those against a list developed by the executive team. She commented that going forward, the executive team will review and update the ERR on a quarterly basis, to be sure that the ownership of each risk is at the right level within the organization. In addition, a process will be put in place for adding and retiring risks, as well as regular reporting to the board. As we embark on the strategic planning process, she noted that high priority risks may lead to organizational projects to manage or mitigate these risks. The Audit Committee will continue to have access to the risk register and reporting dashboard and may request updates at any time.

## Professional Development Pathways

Vice President of Professional Development and Membership Eden Dahlstrom provided an overview of the "Reimagined Professional Learning" strategic priority from the 2017-2021 strategic plan. She then shared key developments in products and services, such as mentoring, online offerings, Institute programs, and learning technologies, which were implemented as a result of the priority. Director of Professional Learning Veronica Diaz elaborated on how the pandemic provided an opportunity to develop new Institute programs and expand and improve online offerings, which resulted in a scalable model that is both affordable and accessible. The capstone to this expansion in the area of professional development is the EDUCAUSE Professional Pathways. The Pathways work, which will be available to the community through a microsite launched later in March, is a tool to help members prepare for future roles and to help leaders/mentors develop their team. Within the four pathways (Information Security, Information Technology, Innovation, and Teaching and Learning) users can identify where they are in their career (early-, mid-, or late-career). Based on their selection, they are provided a variety of resources, such as job descriptions; stories and relevant narratives; an overview of required skills needed for advancement; and action steps that EDUCAUSE can provide as an association to help them be successful. The pathways are meant to be dynamic and will be

updated on a quarterly basis. Board reaction to the pathways model was very favorable. Moore suggested considering extending the program to students. O'Brien agreed that this is an emerging resource that allows us to support the development of the workforce for all kinds of IT careers in higher education.

## Vacancy Appointments

Board Vice Chair and chair of the Governance Committee Sharon Pitt introduced the topic of the vacancy appointments to fill the seats of Jennifer Sparrow, an elected board member whose term ends in October 2023, and Mark Roman, an at-large board member whose ends in December 2023. She began highlighting some of the gaps in our current board makeup, as well as the categories in which some areas are over-represented. She reviewed the process for selecting the five candidates who are being put forward for consideration and opened the floor for any other names for to be considered. No additional names were added. She reviewed each of the five candidates put forward by the Governance Committee, noting that all have strong engagement with the EDUCAUSE community and that any of the five could fill either vacancy. Following a discussion of the candidates presented for the board's consideration, the board selected two candidates to fill the current vacancies.

*Carol Smith moved to appoint Melissa Woo to fill the vacancy of Jennifer Sparrow and serve in the capacity of an elected director on the EDUCAUSE Board of Directors until the term of that vacant seat ends in October 2023. Allan Chen seconded. The motion was approved.*

*Tony Moore moved to appoint Gayleen Gray to fill the vacancy of Mark Roman and serve in the capacity of an at-large director on the EDUCAUSE Board of Directors until the term of that vacant seat ends in December 2023. Cheryl Washington seconded. The motion was approved.*

O'Brien let the board know that he will notify those who have been selected and will also contact the other candidates to inform them of the outcome of the appointment process and thank them for their willingness to be considered.

## Open Discussion / Questions about Items in the Written Materials

During the discussion of written materials for the meeting, Pitt asked if the yellow and red status designations on the organizational goal tracking are related to staffing issues. O'Brien commented that any status designation in gray is related more to capacity issues. McWhirter commented that some of the status changes to yellow were related to resource shifting because of the annual conference, and Grajek added that some of the goals in her area (e.g., partnership with NACUBO) were related to the pandemic because of capacity issues on their end. Parnell noted her appreciation for the section on the Department of Labor and the overtime rule as some campuses are struggling with this. O'Brien noted that this would be a

good topic to raise during the policy discussion on Day 2 of the board meeting. Smith asked about rebranding the Analytics Services to become Decision Support, and Grajek explained that several things came together to make Decision Support a better name for this area; for instance, the name Analytics Services implied that we provided this service for members, whereas the Core Data Service is more of a benchmarking tool. The new name responds to the fact that members want and need resources that will help them get tasks done at their institutions. In response to Washington's question about how areas are decided on for research, Grajek noted that her staff look at data on trends and issues across higher education and gather information internally. They also listen to what members have told us they want and there is also an advisory group who provides input. Norris commented that it was good to see some growth in membership in 2021 but wondered why international membership is not rebounding. Dahlstrom commented that international members have been affected by resource constraints. Also, one of the value propositions is that members get a discount for events, and international members are often less able to take advantage of that.

## Adjourn

The regular meeting was adjourned at 4:21 p.m.

## Executive Session

The board entered executive session at 4:25 p.m. and adjourned at 5:00 p.m.

## Thursday, March 3, 2022

### Call to Order/Review Agenda

The meeting was called to order at 11:02. Norris reviewed the actions from yesterday's executive session, including the board's recommendation that John O'Brien complete a 360 review in 2023 (the last one was completed in 2019).

### Policy Update

Norris introduced Jarret Cummings, EDUCAUSE Senior Advisor for Policy and Government Relations, who gave a general update on policy-related matters. Cummings highlighted two key points from President Biden's recent state of the union address: 1) a proposed increase the Pell Grant award amount by an additional \$2,000 for low-income students; and 2) increasing funding for HBCUs, tribal colleges, and other minority-serving institutions, especially in STEM fields. President Biden's address also included mentions of research funding and touched on issues related to cybersecurity. The ensuing discussion included questions from board members

about the proposed overtime rule under consideration by the Department of Labor, which, Cummings noted, would have a significant impact on higher education institutions over time. Cummings shared that EDUCAUSE is following this issue closely and are aligned with the recommendations of partner associations such as CUPA-HR, who are taking the lead. Other discussion focused on the student loan forgiveness program, which Cummings believes is dormant for the time being; a National Security memorandum having to do with the Department of Justice's "China initiative" that provides structure around reporting potential conflicts of interest; FACT Act penalties; the level of funding being proposed for HBCUs by the Biden Administration; and activity by the National Federation of the Blind and other advocacy groups urging the Department of Justice to finalize accessibility regulations. O'Brien added that the American Council on Education (ACE) will be partnering with the Carnegie Foundation to develop the next version of the Carnegie Classifications framework. This will potentially transform the current structure and could impact our membership categories.

## Strategic Planning

Nicole McWhirter introduced Tiffany Yoon and Brian Sponsler from Sova, who are working with EDUCAUSE on the strategic planning process. Yoon reviewed the agenda and planned activities and Sponsler gave an overview of Sova and its approach to strategic planning. Sponsler shared that Phase 1 of the planning process, which we are currently in, focuses on vision, mission, and values.

Yoon and Sponsler then engaged board members and the EDUCAUSE executive team in an exercise to review and discuss example vision and mission statements as a starting point for further refinement. The board discussed pros and cons to using IT vs technology as a modifier for who and what EDUAUSE serves, noting how much the community has expanded since EDUCAUSE was formed with all kinds of technology professionals, cyber-security professionals, data scientists, and others. Today our community reflects a much broader group of members. Ultimately, the board agreed that we should signal inclusivity, while acknowledging that we cannot be all things to everyone. Wrapping up the discussion, McWhirter added that staff will be using upcoming in-person and online events to host town hall sessions to gather feedback and that they were discussing the use of a comprehensive member survey to solicit input.

## Review Parking Lot

Vice Chair Pitt noted that there were no parking lot items from the meeting but paused to see if there were any other questions or discussion points. Parnell asked about the location for the June board meeting and a discussion ensued around the idea of holding the meeting on a campus versus at an airport hotel. Also related to the June meeting, McWhirter asked if board members like the practice of not having the president's report on the meeting agenda—but

instead including it only in the written materials. Pitt and Norris both weighed in on keeping things as they currently are and providing the written reports with time on the agenda to ask questions but not to return to department level presentations. O'Brien mentioned that Cummings will follow up on the issues raised by Washington during the policy discussion.

## Round Robin

The meeting concluded with the opportunity for each participant to offer a take-away from the meeting. Comments focused on appreciation for the strong level of energy throughout the meeting; enthusiasm for the discussion around the strategic planning process; and the inspiring work being done in the areas of professional learning and the enterprise risk register.

## Adjourn Meeting

The meeting was adjourned at 3:02 p.m.