EDUCAUSE Board of Directors
Meeting Minutes
February 4, 2010
Washington, D.C.

Board members attending: Joel Cooper, Ted Dodds (Chair), James Hilton, Joanne Kossuth, David Lassner, Thomas Maier (Secretary), Tracy Mitran (by teleconference), Pattie Orr, Diana Oblinger (President and Chief Executive Officer), Carrie Regenstein (Vice Chair), Kathleen Santora, Linda Thor, Brad Wheeler (Treasurer)

Staff attending: Jarret Cummings, Greg Jackson, Garth Jordan, Richard Katz, Michelle McIrvin (for the financial report and reserves strategy discussion)

Call to Order

- Dodds called the board to order at 8:21 a.m., eastern standard time (EST), and welcomed Lassner, Orr, and Thor as the board’s newest members.
- Oblinger reminded the board members about the need for them to complete the conflict of interest disclosure and code of ethics form, copies of which were distributed prior to the meeting. She also asked the board members to remember to complete the meeting evaluation at the end of the day.

Working Together as a Board

- Dodds engaged the board in a brief overview of board roles and responsibilities, noting the difference between the board’s governance role and the management responsibilities of the president and executive team.
- Dodds also discussed general ground rules for the board to use in managing its deliberations to maximize its effectiveness in terms of strategic thinking and decision making.
- The board members talked about their various communication styles to better understand how each approaches group dialogue. Oblinger noted that feedback from previous board members indicates that these conversations about communication styles contribute to the effective functioning of the board.

Approval of the Minutes

- Dodds asked if board members wanted to propose any edits to the minutes of the board’s November 2009 meeting. Hearing none, he requested a motion to approve the minutes as written.
- Cooper made such a motion, which Maier seconded and the board approved by acclamation.

President’s Report

- Oblinger provided information on recent EDUCAUSE events:
  - She noted that registration for the association’s Mid-Atlantic Regional Conference (MARC) was down 4% from 2009, but 93% of attendees who completed the conference evaluation identified themselves as “satisfied” or “very satisfied” with the experience.
  - She indicated that EDUCAUSE anticipates the Southwest Regional Conference (SWRC) will also experience lower attendance in 2010 compared to last year.
  - Oblinger reported that the 2010 Management Institute has reached its registration capacity and currently has a significant waiting list. She also noted that registration for the regional chief information officer (CIO) meeting to be held at the NERCOMP Annual Conference is up 19% from last year’s level.
  - Oblinger stated that it was too early to tell what the registration levels for other 2010 EDUCAUSE regional conferences will be.
  - Oblinger reported summary results from the EDUCAUSE Learning Initiative (ELI) 2010 Annual Meeting:
    - At close to 500 attendees, registration was up 5% compared to 2009.
    - Sixty-three percent of participants were first-time attendees, with growth in faculty attendance a significant factor. Faculty comprised nearly 40% of overall attendance.
    - Innovations this year included a virtual event as an analogue to the conference; session streaming through Sonic Foundry’s MediaSite; streaming of keynote presentations in Second Life; pilot projects on the use of Pathable, a social networking application for conferences and events, and Google Wave,
a real-time online communication and collaboration application; and use of Google Moderator to “crowdsource” questions for the keynote sessions.

○ Wheeler noted that encouraging faculty attendance at ELI is a positive step that should continue.

○ Lassner asked if there’s a way to see how ELI attendees utilized the online features provided for the annual meeting; Oblinger reported that staff are considering implementing an online discussion forum to encourage members to share how they utilized the online attendance and participation features.

- Oblinger reported that the professional development committee is working with the Council of Australian University Directors of Information Technology (CAUDIT) to develop a mentoring kit as an extension of the EDUCAUSE campus facilitation kit for online events.

- Oblinger summarized key findings from the experience audit of EDUCAUSE 2009. She identified increasing CIO participation, growing the conference margin, and establishing the conference as the standard for events by higher education associations as primary objectives arising from the audit.

- Oblinger updated the board on the continuing discussion with Professional Media Group (PMG) about the company’s possible infringement of the association’s “EDUCOM” trademark; she noted that, via legal counsel, EDUCAUSE has initiated negotiations with PMG to settle the issue. The board discussed the association’s interest in the EDUCOM mark and the legal advice EDUCAUSE has received on managing the negotiations.

- Oblinger discussed plans for increasing the level and quality of member engagement on the CIO Constituent Group e-mail list. As part of that, she asked board members to volunteer to initiate dialogue on the e-mail list about key strategic issues, with staff providing support to facilitate the process. Board members supported the concept, indicated their willingness to participate, and talked about how to manage the dialogue their posts might generate; they also discussed how to encourage other community leaders to participate. Oblinger stated that she would e-mail board members to initiate the scheduling process.

- The board discussed the options that staff are exploring for housing the association’s Washington, D.C., office, pending the expiration of the lease on its current location in July 2010. Jackson noted that EDUCAUSE would continue to share space with Internet2; National LambdaRail could potentially join the arrangement as well.

- Oblinger reported that Wheeler, Regenstein, and Cooper would serve as the board’s audit committee for 2010.

- Oblinger noted that the nominating process for the 2010 Leadership and Catalyst Awards is open until February 10; she encouraged board members to suggest potential nominees. In response to a question, Oblinger discussed changes in the Catalyst Award criteria to focus on IT innovation and thought leadership, as well as to allow for individual and group/community winners.

- Board members indicated that the award nomination process may require too much information to facilitate effective response; Oblinger said that she would ask staff to explore options for simplifying the process.

Financial Report

- Oblinger asked McIrvin to provide the financial report.

- McIrvin requested board action on the following motion to adjust the authorized signatories on the association’s checking and brokerage accounts to reflect the election of new board officers:

  **Motion:** “RESOLVED, That Ted Dodds, Chair; or Brad Wheeler, Treasurer; or Diana G. Oblinger, President; or Richard N. Katz, Vice President; or Garth Jordan, Vice President; or Gregory Jackson, Vice President; or Catherine Yang, Senior Director; or Susan A. O’Rourke, Senior Office Manager; of this organization; be and are hereby authorized to withdraw funds of this organization from said Wells Fargo Bank of Boulder checking, money market, federal securities, repurchase agreements, and certificate accounts by transfer to other EDUCAUSE bank accounts and upon checks of this organization, signed as provided herein with signatures duly certified to said bank by the Director of Financial and Administrative Services of this organization; be and are hereby authorized to honor and pay any and all checks so signed, including those drawn to the individual order of any officer or any other person authorized to sign the same. Any check exceeding ten thousand dollars ($10,000) requires two authorized signatures.”

- Cooper made a motion to approve the resolution, which Santora seconded and the board approved by acclamation.

- McIrvin provided an overview of the statement of financial position, highlighting the 16% increase in the value of the association’s investment portfolio from November 30, 2008, through November 30, 2009. She indicated that the rebound in stock market valuations over that time frame accounted for much of the increase, while low interest rates dampened some of the overall improvement in the portfolio’s value.
McIrvin reviewed the statement of activities, noting that net income for the review period was $2.9 million, or approximately $2.6 million ahead of budget. She attributed this to the unrealized gain in the market value of investments; higher-than-budgeted income from EDUCAUSE 2009 and expense reductions achieved across all cost categories (including significant savings in annual conference expenses). McIrvin projected that net income for the full year (2009) would likely be approximately $2.4 million.

The board expressed appreciation for the staff’s accomplishments in reducing expenses for the 2009 Annual Conference while initiating new activities to facilitate member engagement, both on-site and remotely. Maier suggested that the board identify a way to convey this appreciation directly to the EDUCAUSE staff.

Business Meeting

Financial Reserves Strategy (Action: Review the association’s approach to managing its financial reserves)

Oblinger initiated an overview of the association’s strategy for managing its financial reserves, noting that the discussion would include staff recommendations for improving the strategy.

Oblinger reviewed the types of reserves the association maintains—operational, capital equipment, strategic initiatives, and leadership. She then discussed the current guidelines for funding and managing each.

Oblinger asked the board to consider the following recommendations:
- Change the association’s operational reserve target from six months to a range of six to nine months, which would provide a greater cushion for unanticipated negative events; direct income from operations to fund the operational reserve first.
- Allocate any operational reserve funds in excess of the target range to the strategic initiatives fund and set a $2 million target for it.
- Cease including a draw on reserves in the operational budget each year, given that the organization has not utilized such draws since their inception.

Oblinger reviewed potential needs that the strategic initiatives reserve might finance in the future, particularly in relation to the board’s guidance about enhancing EDUCAUSE leadership on higher education IT issues.

The board discussed how quickly the organization should try to increase its operational reserve to the proposed nine-month ceiling, given the importance of funding the strategic initiatives reserve. It was suggested, for example, that the association might try to reach the nine-month ceiling over a few years as opposed to as quickly as possible.

It was noted that the association is close to the target levels of its other reserve funds, such that funding an increase in the operational reserve to the new target ceiling might be well-advised.

The board discussed the priority in which the reserves other than the operational reserve would be replenished when funds are drawn from them.

The board also talked about how the organization funds its capital equipment reserve and recommended that EDUCAUSE adopt a life-cycle approach.

In response to a question about where income in excess of the reserve targets, if any, would go, Oblinger noted that the organization has historically run on a very lean basis, such that any additional income would go to bolster the organization’s operational capacity.

It was noted that the association might reconsider the number of reserve funds it maintains; the discussion particularly focused on the conceptual overlap between the strategic and leadership reserves. It was suggested that those funds might be combined into a general, undesignated strategic reserve fund.

Board members agreed that the board should review the status of the reserves annually, but it didn’t need to revisit the reserves strategy on an annual basis.

It was suggested that the board might receive staff recommendations each year on how to allocate income to various reserve funds based on current conditions and the organization’s strategic priorities, with the exception of funding and targets for the operational reserve, which should be relatively fixed. Board members also agreed on the importance of having fixed targets and funding for the capital equipment reserve.

Dodds asked the board for a motion approving the staff recommendations, with the caveat that the board would review priorities and targets for the strategic and leadership reserves annually and/or reserve the right to restructure reserve funds beyond the operational reserve.
• Wheeler proposed that, as treasurer, he work with several other board members and staff to revise the reserves strategy document further based on the board’s discussion, such that the board would vote on a final version incorporating its feedback at a subsequent board meeting.
• The board approved Wheeler’s recommendation, with a request that the final version of the reserves strategy be available to the board for review by the end of February.
• Oblinger reviewed key public messages about the purposes for which EDUCAUSE maintains reserves. It was suggested that those messages be reiterated each year at the association’s annual business meeting.

What’s Next for EDUCAUSE? (Action: Consider the next steps EDUCAUSE should take to address member needs)
• Dodds set the context for consideration of EDUCAUSE’s strategic options by revisiting recent board discussions about the association’s competitive landscape, emerging trends in higher education and IT, and the association’s operational capabilities. He indicated that Hilton would lead the board through a set of exercises to identify and prioritize the potential strategic options EDUCAUSE might pursue.
• Hilton noted that people and organizations often become trapped in a default mind-set of passivity in which they ascribe their condition to actions or events beyond their control. He indicated that his goal for the discussion was to move beyond that mind-set and have the board collectively engage in delineating the opportunities EDUCAUSE might actively pursue to achieve its mission and strategic directions.
• Hilton asked the board members to work in small groups to identify the major strengths they brought to the process. Responses included:
  o The board members’ direct knowledge of the faculty perspective.
  o The broad array of skills, abilities, knowledge, and experience each had to offer in identifying and evaluating various options.
  o The degree to which board members complemented each other in terms of their knowledge, experience, strengths, etc.
• The board brainstormed strategic opportunities for EDUCAUSE, based on the initial ideas board members had been asked to generate prior to the meeting. After voting, the board identified three leading opportunities:
  o Establish an EDUCAUSE Analytics Center to provide a common framework for data analysis and decision making across higher education IT.
  o Work to fundamentally change the cost structure of higher education in this decade.
  o Make EDUCAUSE the steward of demand aggregation in higher education.
• Hilton asked the board members to work in small groups to write “statements of possibility” for each option, with the idea being to generate initial thinking about what EDUCAUSE might achieve in each area. The working groups presented their statements for review and discussion by the board as a whole.
• After considering the proposed statements, the board agreed to set them aside and revisit them later in the meeting to discuss which of the options EDUCAUSE might pursue.
• It was noted that the board and staff would need to revisit the other ideas that received significant support in the board’s voting besides the top three to discuss what, if anything, EDUCAUSE might do about those as well.
• The point was also made that the board and staff should review the full set of ideas generated through this process to see which ones might support the major opportunities selected.

Relationship Strategy (Action: Discuss how EDUCAUSE might advance its mission through selected relationships, the criteria for choosing them, and the desired outcomes)
• Dodds indicated that the goal for the conversation was to generally affirm relationship development as a key element of the association’s approach to achieving its mission and strategic directions. Oblinger also asked for board discussion of potential criteria for identifying and prioritizing relationship opportunities to see if a consensus emerged.
• The board agreed that it is important for EDUCAUSE to look at external relations as a key component of achieving its mission and strategic objectives.
• Oblinger then reviewed the common criteria for evaluating and selecting relationship opportunities that arose from board members’ individual suggestions. Board members proposed a few edits to clarify different points,
but generally agreed to the criteria as presented. The board also agreed that such criteria are helpful to executive leaders in explaining their relationship decisions to potential partners and others.

- The board recommended that EDUCAUSE refer to the criteria as “guiding principles for external relationships.” It was noted that the elements of the discussion do not point to a strategy for pursuing relationships, but rather provide guidance for how to address relationship opportunities as they arise.

**EDUCAUSE Priorities Update (Action: Confirm 2010 updates to EDUCAUSE priorities initially set in 2009)**

- Oblinger indicated that the organizational priorities document the board was asked to review is an internal document to help guide staff thinking and planning on operations and program development.
- Oblinger requested the board’s confirmation that the updates to the document as originally approved by the board in 2009 are appropriate for guiding staff activities in 2010.
- She noted that key edits reflect the progress the organization has made on its marketing and branding efforts, which will now allow it to focus on maximizing the value and quality of the member experience.
- The board suggested clarifying the point raised about the association’s technology development to emphasize that EDUCAUSE should strive to be a leader among associations in the use of technology and to model the uses of technology for which it advocates.
- Jordan cited a number of changes, such as annual conference innovations and the user experience audit conducted at the conference, as examples of outcomes from the application of the priorities to staff planning.
- Jordan also indicated that pursuit of the priorities as part of the operations plan the board had previously reviewed has led to shifting the organization’s marketing operations into a market segment mode; refocusing IT planning; and evolving the organizational culture to embrace a more thoughtful approach to operational issues and challenges as they arise.
- The board approved by acclamation the priorities document as revised, based on a motion from Dodds that was seconded by Cooper.

**Bylaws Revisions (Action: Review and approve proposed revisions to the EDUCAUSE bylaws)**

- Dodds asked Maier as board secretary to initiate the review of the executive committee’s discussion and proposed actions on revising the bylaws.
- Maier pointed the board members to the minutes of the executive committee for a review of the committee’s discussion, as well as a summary of the points that remained outstanding following the committee’s review. (Please see appendix A for the minutes of the executive committee meeting.)
- Maier noted that the executive committee agreed to recommend for board approval all but a few of the proposed revisions as written by staff. He reviewed all proposed changes with the board, focusing particular attention on the points that required additional discussion.
- Maier reported that the executive committee recommended deleting from the bylaws the references to the president and chief executive officer (CEO) serving on the board as an “ex officio” member; instead, the committee proposed that the text simply identify the president and CEO as a voting member of the board.
- It was noted that the term “ex officio with vote” is not inconsistent with Robert’s Rules of Order, since technically speaking “ex officio” simply specifies that one serves on a group as a function of his or her position. However, the executive committee felt that most member representatives would probably understand “ex officio” as referring to nonvoting membership on a board or committee. Thus, the committee proposed that the board delete the reference from the bylaws to avoid undue confusion about the president’s status as a voting member of the board.
- The board agreed that the bylaws should read: “The president and CEO is a voting member of the board,” with the reference to “ex officio” deleted as recommended by the committee.
- The executive committee recommended language for Article V to ensure that a new director-at-large would be appointed in sufficient time to assume his or her seat at the last regular board meeting of the year. Maier also noted that the executive committee recommended changing director terms from four years to three as part of revising Article V, in addition to revising Article V to clarify when director terms start and end.
• The board agreed to the proposed Article V revisions, clarifying when a director-at-large would assume his or her position after being appointed, as well as when director terms would start and end. However, the board decided to postpone action on a possible change in the length of director terms, pending a recommendation by the executive committee on a plan to implement such a transition.

• The board discussed the proposed revision that would allow directors-at-large from regular member organizations (i.e., representatives of member institutions and other organizations approved by the board for regular membership) to stand for election to board chair or vice chair. It was suggested that, instead of the proposed revision, the board change the bylaws to allow any member of the board to serve as board chair or vice chair if so elected by the board. A different perspective was also shared, though, that the board should retain the existing provision in the bylaws restricting service as chair or vice chair to elected directors only.

• Dodds made a motion, seconded by Mitrano, that the bylaws be revised to allow any member of the board to serve as chair or vice chair if so elected. The board approved the motion by acclamation.

• Santora noted that the District of Columbia Nonprofit Code under which EDUCAUSE is chartered will not allow for e-mail voting on issues, although that change is under consideration, so care must be taken in implementing the bylaws revisions on acceptable forms of notice and communication to account for that.

• Dodds made a motion that the board adopt the revised bylaws as presented by the executive committee with the following additional stipulations:
  o Article VII will be revised to allow any member of the board to serve as chair or vice chair.
  o Article V will reflect the language recommended by the executive committee, allowing for the appointment of directors-at-large in time for them to take their seats at the final regular board meeting of the year.
  o References to the president and CEO as an “ex officio” member of the board will be removed from the bylaws, such that the president will be identified as simply a voting member of the board.
  o Consideration of a change in the length of director terms from four years to three will be deferred, pending a recommendation by the executive committee on a plan to implement such a transition.

• Lassner seconded Dodds’s motion, and the board approved it by acclamation.

**Return to “What’s Next for EDUCAUSE?” Options**

• Oblinger asked the board to revisit the three major areas of opportunity it had identified earlier in the meeting to determine which, if any, EDUCAUSE should pursue:
  o Stewardship of demand aggregation
  o Changing the cost structure of higher education
  o An analytics center

• The board members discussed the various options, with different members advocating for pursuing the three major areas in different orders of priority.

• Some members suggested that perhaps more work was needed to better define the opportunity areas before the board could effectively assign them priorities and choose one to start with.

• It was also suggested that the three major areas are all interrelated, such that EDUCAUSE may need to pursue them in unison.

• The board discussed whether starting with the analytics center concept made the most sense, given that analytic approaches might generate the information necessary to effectively pursue the other two options.

• Others argued that the need for demand aggregation is such that pursuing it has to be a priority if higher education is going to play an active role in how fields such as cloud services develop. Analytics would certainly be helpful in guiding the development of a demand aggregator over time, it was argued, but the pressures of the current economic environment are such that EDUCAUSE should start with demand aggregation and then evolve the approach as data become available.

• The point was made that agreeing to the goal of changing higher education’s cost structure would set a guiding framework in which multiple parallel efforts in pursuit of that goal, including demand aggregation, could be identified, developed, and implemented.

• The board agreed that it wanted to track the full list of ideas it had developed as a source for continued strategic thinking moving forward. For example, collaboration with other higher education associations was seen as a potentially key component for pursuing any of the three major areas of opportunity. In particular, it was noted
that positively affecting the cost structure of higher education represents a goal that would entail a great deal of outreach and coordination across higher education.

- It was suggested that each of the three major areas be assigned to a subcommittee or team to better define the proposed areas for planning and implementation.

- The point was made that each area might lend itself to a different set of next steps. For example, it was suggested that developing a proposal for an analytics project might be fairly straightforward, while pursuing a major role in demand aggregation might be something that requires staff development and framing for further board decision making.

- Along those lines, it was suggested that board members might identify the various concepts and options they had in mind in voting for stewardship of demand aggregation as a major area of opportunity so that staff would have a greater understanding of the context for developing related proposals.

- It was proposed that convening a member group to further develop the concept of and proposals for demand aggregation might be a better way to pursue those efforts (i.e., this discussion might present a great opportunity to harness the energy and expertise of the community to advance the association’s progress).

- Oblinger noted that the upcoming cloud computing workshop with NACUBO might provide a forum for addressing some of the development issues around the demand aggregation concept. She also indicated that the EDUCAUSE Executive Team would take the board’s feedback on the major areas of opportunity and develop proposals for moving them forward.

- The point was made that EDUCAUSE needs to maintain a fair balance in how it develops and pursues potential proposals to avoid appearing overly biased toward any specific community or approach. The board also discussed the importance of harmonizing potential new endeavors with the organizational priorities previously approved, which might include identifying which existing activities to terminate in favor of new projects related to the proposed major areas of opportunity.

- It was noted that the three major areas identified arose from a facilitated process involving the full board, which should allay any potential member concerns about their identification and selection arising from a bias toward a given model of community action and development.

The board moved into executive session at 3:25 p.m., EST; the meeting adjourned at approximately 4:00 p.m., EST.
Appendix A

EDUCAUSE Board of Directors
Executive Committee Meeting Minutes
January 28, 2010

Executive Committee: Ted Dodds, Chair; Carrie Regenstein, Vice chair; Tom Maier, Secretary; Brad Wheeler, Treasurer; Diana Oblinger, President and CEO

Staff: Jarret Cummings, Special Assistant to the President

- Dodds initiated the discussion at 3:06 p.m., EST, noting that Wheeler would join the discussion when he arrived. The committee agreed to use the brief summarizing the proposed revisions to the bylaws as the basis for its discussion.
- Regenstein suggested that we add pagination and dates to the footer of the bylaws document itself once a revised version has been approved.
- The committee agreed to the proposed changes for Articles II and IV without comment.
- On Article V, Regenstein indicated approval of the proposed revisions, but wanted to discuss the proposal of moving from four-year terms for directors to three-year terms. She indicated that a policy for grandfathering existing directors would need to be discussed if the board were to approve the proposed change in term length.
- The committee agreed to discuss the proposed change in term length after reviewing the overall set of proposed revisions.
- Dodds asked about the proposal to appoint new directors-at-large at the next-to-last meeting of the year, as opposed to the final regular board meeting of the year. (Article V, Section 4)
- Oblinger noted that if the board wants all incoming board members—both elected and appointed—to assume their seats at the final board meeting of the year, then the incoming director-at-large would need to be appointed at the summer board meeting.
- The committee discussed whether that change would give Oblinger enough time to identify good candidates for the director-at-large nominee. Oblinger said that she believed it would, given that she currently has to have relatively solid information about potential candidates by the summer meeting in any case.
- Wheeler joined the meeting at 3:18 p.m., EST.
- Oblinger noted that, in recent years, some directors-at-large have come from outside the normal EDUCAUSE membership cohort, which makes it even more important that an incoming director-at-large be able to attend the final board meeting of the year.
- The committee discussed whether the board might establish the candidates for a director-at-large position at the next-to-last meeting, and then make the actual appointment of such a director after the meeting but in time to ensure he or she could be seated at the final board meeting of the year. Maier indicated support for the idea, but noted that such a provision would need to be reflected in the bylaws. The rest of the committee agreed to change the proposed revision to Article V, Section 4, accordingly. Maier and Dodds agreed to develop new text for the section to reflect the committee’s agreement.
- The revisions to Article V were approved, pending the further editing of Article V, Section 4.
- The committee approved the proposed revision to Article VI.
- The committee discussed whether or not to adopt the revision in Article VII, Section 2, which would allow officers to stand for reelection without limitation. Committee members decided that the issue warranted further discussion and agreed to revisit it after completing a review of the remaining proposed revisions.
- The committee also agreed to discuss further the proposed revision to Article VII, Section 1, which would allow all directors who are representatives of regular members (i.e., institutional representatives) to stand for election to chair or vice chair.
- The point was raised that the description of the president and CEO in Article V, Section 2, as an “ex officio member of the Board with vote” seemed internally inconsistent. Committee members agreed that the standard use of “ex officio member” indicates someone serving on a body without voting privileges. The committee
agreed to add this to the set of discussion items to revisit after completing its overall review of the proposed revisions.

- The committee agreed that the legally specific language and structure of the proposed new Article IX, Section 1, made it difficult to follow, but it approved the addition of the new section as written in light of the legal purposes for which it was developed—to clearly define the board’s authority to establish additional governance committees as well as the scope of authority those committees might exercise.

- It was noted that in adding the executive committee description and charge as a proposed new Article IX, Section 3, a provision about the executive committee working with the president and CEO to set his or her performance plan had been excluded. Staff explained that the provision was excluded because the evaluation criteria are agreed upon by the board at the first meeting, and therefore accountability is clear. The direction of the organization is modified over the course of the year by board decisions. The wording reflects the more flexible process the executive committee and board have followed over the past two years. With that explanation, the committee approved the proposed Article IX, Section 3, as written.

- The committee agreed with a suggestion from Regenstein that all of the various references in the bylaws to the forms in which notices or communications should be provided (written, electronic, fax, etc.) should be standardized in a single section within the bylaws.

- Dodds asked the committee to return to a discussion of the issues it had not yet resolved:
  - To consider whether director terms should be changed from four to three years, and what grandfathering policy would be necessary should such a change be made. (Article V, Section 5)
  - To clarify the voting privileges/ex officio status of the president and CEO as a director. (Article V, Section 2)
  - To discuss whether service as chair and vice chair should be restricted solely to directors who are representatives of regular (i.e., institutional) members, as opposed to all directors. (Article VII, Section 1)
  - To discuss whether officers should be able to stand for reelection. (Article VII, Section 2)

- After a brief review of the issues, the committee approved the proposed revision to Article VII, Section 2, allowing officers to stand for reelection without limit.

- On the proposed change in term length for directors from four years to three (Article V, Section 5), the committee agreed to adopt the change, citing the increased opportunities for service and renewal of perspectives on the board it would provide.

- The committee also agreed, though, that a “grandfathering” provision to harmonize the change in term length with the terms of existing board members would need to be developed. Oblinger indicated that she would work with staff on a proposal to address the issue.

- Oblinger recused herself from the committee’s discussion of possible changes to Article V, Section 2, to resolve the “voting ex officio member” inconsistency. The remaining committee members agreed to continue the discussion via e-mail after the meeting.

- The committee returned to the issue of whether the chair and vice chair must be representatives of regular members (i.e., institutional members). (Article VII, Section 1) Once it was clarified that the provision would allow all institutional representatives on the board, both elected and appointed, to stand for election to those positions, the committee approved the proposed revision.

- Dodds noted the only outstanding issues would then concern a proposal for a grandfathering provision to address the impact of a change in the length of director terms, and a resolution of “voting ex officio member” provision in Article V, Section 2.

- Maier reminded the committee that he and Dodds would also develop the new text for Article V, Section 4, which would allow for the appointment of a new director-at-large prior to the final board meeting of the year.

- With that, the committee adjourned.

[Staff noted after the meeting that development and approval of a consolidated section identifying the standard forms notices or communications would take also remained to be accomplished.]