

COUNCIL FOR EXCEPTIONAL CHILDREN

BOARD OF DIRECTORS MINUTES

October 5, 2007 – 5:30 p.m.-8:30 p.m.

October 6, 2007 – 8:30 a.m.-5:00 p.m.

October 7, 2007 – 8:30 a.m.-12:00 noon

Arlington, Virginia

Day One – October 5th

1.0 Call to Order and Official Items

Record of Attendance; Determination of Quorum (Agenda Item 1.1)

President Mary Ruth Coleman called the meeting of the Board of Directors (BOD) to order at 5:35 p.m. President Coleman asked the Secretary, Bruce Ramirez, to call the roll. A quorum of the following members was present:

Mary Ruth Coleman	President
Susan Fowler	President-Elect
Jamie Hopkins	Immediate Past President
Stan Dublinske	Treasurer
Marci Brauchie	Member-at-Large
Elizabeth Drame	Member-at-Large
Carol Eisenbise	Member-at-Large
Patricia Hensley	Member-at-Large
Sharon Ishii-Jordan	Member-at-Large
Barbara Kozma	Member-at-Large
Caroline Marrett	Student Member
Sherry Meschko	Member-at-Large
James Siders	Member-at-Large
Jennifer Tong	Member-at-Large
Roberta Unger	Member-at-Large

Adoption of the Agenda (Agenda Item 1.2)

Without objection, the Diversity Committee and Professional Standards and Practice Committee Reports were removed from the Consent Agenda for discussion as Agenda Items 3.8 and 3.9.

**MOTION: Patricia Hensley moved to adopt the agenda as amended.
Sherry Meschko seconded.**

Motion carried.

Approval of July 30-31, 2007 Board Meeting Minutes (Agenda Item 1.3)

MOTION: Sharon Ishii-Jordan moved to approve the July 30-31, 2007 Board Meeting Minutes as presented. Caroline Marrett seconded.

Motion carried.

Consent Topics (Agenda Item 1.4)

The amended Consent Topics included the August 28, 2007 Board Informational Conference Call Minutes; electronic motion on Professional Employer Organization Agreements; Reports from the Elections, Honors, Nominations, and Student Committees; and Reports from the U.S./Canada Workgroup and Committees, Workgroups, and Other Advisory Groups Workgroup.

MOTION: Susan Fowler moved to receive the amended consent topics. Barbara Kozma seconded.

Motion carried.

2.0 Strategic Planning

President Coleman called upon President-Elect Susan Fowler to summarize the Board's strategic planning to date, and objectives for this meeting. Bruce Ramirez outlined CEC's Strategic Planning phases. President-Elect Fowler introduced William Kruidenier, facilitator for the strategic planning process. Bill Kruidenier discussed the outcomes and process for reviewing and revising the Council's core values, mission, and vision statements. The Board divided into four small groups to discuss and propose a set of core values; each group reported back to the full Board and Board dialogue ensued on common values, terms and themes.

President Coleman declared the meeting in recess at 9:42 p.m. on October 5, 2007.

COUNCIL FOR EXCEPTIONAL CHILDREN

BOARD OF DIRECTORS MINUTES

October 5, 6, 7, 2007

Arlington, Virginia

Day Two – October 6th

1.0 Call to Order and Official Items

Record of Attendance; Determination of Quorum (Agenda Item 1.1)

President Mary Ruth Coleman called the meeting of the Board of Directors to order at 8:37 a.m. Secretary Bruce Ramirez called the roll. A quorum was present. The following Board members were present:

Mary Ruth Coleman	President
Susan Fowler	President-Elect
Jamie Hopkins	Immediate Past President
Stan Dublinske	Treasurer
Marci Brauchie	Member-at-Large
Elizabeth Drame	Member-at-Large
Carol Eisenbise	Member-at-Large
Patricia Hensley	Member-at-Large
Sharon Ishii-Jordan	Member-at-Large
Barbara Kozma	Member-at-Large
Caroline Marrett	Student Member
Sherry Meschko	Member-at-Large
Theodore Pikes	Member-at-Large
James Siders	Member-at-Large
Jennifer Tong	Member-at-Large
Roberta Unger	Member-at-Large

2.0 Strategic Planning

The Board resumed its strategic planning with facilitator Bill Kruidenier. The BOD divided into four small groups to discuss and propose revisions to the Council's mission and vision statements. This was followed by full Board dialogue to identify common elements and terms. Teams were designated to further refine the core values, mission, and vision statements for BOD e-Community discussion prior to Representative Assembly e-Community discussion. Board members also identified goals for consideration in the next phase of strategic planning. Bill Kruidenier summarized accomplishments and next steps.

3.0 Governance and Organizational Reports

President's Report (Agenda Item 3.1)

President Coleman reported on the partnership with the National Association for Gifted Children and progress relative to professional standards, advocacy, and mutual products, and upcoming meeting commitments.

President Elect Report (Agenda Item 3.2)

President-Elect Fowler reported on the 2009-11 strategic planning process and the recommendations the Board will be considering from the Workgroup on Unit Participation and Governance.

August 2007 Statement of Accounts (Agenda Item 3.3.1)

Treasurer Stan Dublinske reviewed the August 2007 statement of accounts and identified revenue and expense variances of 10 percent or more.

Finance and Audit Committee Report/Recommendations (Agenda Item 3.3.2)

Treasurer Stan Dublinske, Chair of the Finance and Audit Committee (FAC), reviewed key features of the Committee Report which included meetings with the auditor and investment advisor, and FAC review of the budget assumptions and key features of the proposed 2008 program plan and budget and corresponding recommendations. The FAC recommended BOD approval of the 2008 CEC Program Plan and Budget as presented by the Executive Director with the exception of reducing the retired member's dues ratio from .8 to .6.

Nominations Committee (Agenda Item 3.4.1)

Nominations Committee Chairperson Jamie Hopkins reported that there will be a full slate of candidates for all three open positions (member-at-large, division, international) on the Nominations Committee for election by the Representative Assembly in November.

Past President's Forum (Agenda Item 3.4.2)

Immediate Past President Jamie Hopkins reported on the Past President's Forum scheduled for October 27, 2007 at the Headquarters Office. The agenda will include governance and management updates and related discussion topics.

Unit Participation in CEC Governance Workgroup Final Report (Agenda Items 3.5.1 and 3.5.1a)

Workgroup Chairperson Susan Fowler reviewed key findings and five recommendations of the final report. BOD discussion followed.

MOTION: Theodore Pikes moved to adopt the five recommendations submitted by the Workgroup on Unit Participation in CEC Governance. These recommendations focus on ways to foster a synergistic relationship and rich exchange of information between the Board of Directors, the Representative Assembly (RA), and CEC Units. The recommendations include: (a) establishing firm dates for state/provincial affiliates and divisions to appoint their representatives to the Assembly in

order to maintain their RA participation and voting privileges; (b) continuing to provide orientation to RA members within a month of their appointment; (c) enhancing the orientation to new Board of Director members about the role and responsibilities of the RA; (d) evaluating the electronic methods of communication employed by the RA; and (e) providing substantive summaries and regular updates on actions taken by the Board of Directors relating to advice provided by the RA or discussions conducted by the RA. Patricia Hensley seconded.

Motion carried.

Professional Standards and Practice Committee CEC Professional Standards: Enhancing Their Influence Report and Supplement (Agenda Item 3.5.2)

President Coleman reviewed the Supplement to the CEC Standards Enhancement Report requested by the BOD after its examination of the 2006 CEC Professional Standards: Enhancing Their Influence Report. The report and supplement will be a resource and reference for the Council's 2009-11 strategic planning. President Coleman will convey the BOD's appreciation for report to the Committee Chair.

4.0 New Business

2008 Proposed Program Plan and Budget (Agenda Item 4.1)

Executive Director Bruce Ramirez reviewed the Council's annual 2002-07 net assets relative to the proposed program plan and budget and noted key budget features. The BOD conducted a discussion on the proposed program plan and budget and Finance and Audit Committee recommendations.

MOTION: Roberta Unger moved to approve the 2008 Program Plan and Budget as presented by the Executive Director. Caroline Marrett seconded.

Motion carried.

2012 Site Convention and Expo Site Selection (Agenda Item 4.2)

Anmarie Kallas, Senior Director of Conventions reviewed the 2012 Convention and Expo Site Selection Report recommending Denver, Colorado as the site for the 2012 Annual Convention and Expo. Board discussion ensued during which staff clarified the existence of city and state nondiscriminatory policies.

MOTION: Marci Brauchie moved to approve April 11-14, 2012 and Denver, Colorado as the date and site for the 2012 Annual Convention and Expo, subject to contract negotiations. Stan Dublinske seconded.

Motion carried.

Two-year Professional Student Transition Membership (Agenda Item 4.3.1)

Associate Executive Director for Membership Services Linda Marsal reviewed the favorable results from the student transitional pilot as well as comparative

professional and student dues data for other associations. BOD discussion followed.

MOTION: Roberta Unger moved to amend SECTION TWO, Part 4, CHAPTER 06, Paragraph b of the CEC policies as follows: Add the following new provision and renumber subsequent existing Paragraph b provisions (4) through (10): (3) Professional member dues apply to a member who is actively engaged in professional work related to the education of children and youth with exceptionalities. The professional member dues ratio is 1.0. Dues for current student CEC members transitioning to professional membership shall be 0.6 of professional member dues for the first and second year of professional member status. Carol Eisenbise seconded.

Motion carried.

Retired Member Dues Ratio Reduction (Agenda Item 4.3.2)

Associate Executive Director Linda Marsal reported on the two-year decline in retired members following a raise in dues for this member category and comparative dues data for retired members from other education associations. The Finance and Audit Committee recommended against reducing retired member dues from 0.8 to 0.6 of professional dues. BOD discussion followed.

MOTION: Roberta Unger moved to amend SECTION TWO, Part 4, Chapter 06, Paragraph 1(b)(4) of CEC's Financial Procedures as follows: Dues for retired professional members are 0.6 of professional dues. Carol Eisenbise seconded.

Motion carried.

Division Requirements Policies – Technical Amendments (Agenda Item 4.3.3)

The amendments revise the dates for reporting division governing board members and submitting assurances to conform to the CEC administrative/fiscal year and require divisions with a differing administrative/fiscal year to report its governing board at the onset of its new administrative year.

MOTION: James Siders moved to amend CEC's division policies (SECTION TWO, Part 3, Chapter 05, Paragraph 3 (g) and (l) to (1)) change the date for reporting division governing board members to January 1st or prior to the beginning of the divisions' administrative year if it differs from the January 1-December 31 CEC administrative year; and (2) change the date for the submittal of assurances to January 1st. Theodore Pikes seconded.

Motion carried.

Student Board Member Appointment (Agenda Item 4.4.1)

Following candidate telephone interviews and discussion, the BOD took action.

MOTION: Patricia Hensley moved to appoint Trisha Steinbrecher as Student Board Member for a one-year term beginning January 1, 2008 and ending December 31, 2008. Caroline Marrett seconded.

Motion carried.

Treasurer Appointment (Agenda Item 4.4.2)

Following candidate telephone interviews and discussion, the BOD took action.

MOTION: Barbara Kozma moved to appoint Carol Eisenbise Treasurer for a three-year term beginning January 1, 2008 and ending December 31, 2010. Susan Fowler seconded.

Motion carried.

Board Member Nominations Committee Appointment (Agenda Item 4.4.3)

MOTION: James Siders moved to appoint Lou Tutt to serve on the Nominations Committee for a two-year term, January 1, 2008 through December 31, 2009. Sharon Ishii-Jordan seconded.

Motion carried.

Professional Standards and Practice Committee Chair Appointment (Agenda Item 4.4.4)

MOTION: Barbara Kozma moved to approve the nomination of Kathlene Shank to serve a three-year term, January 1, 2008 through December 31, 2010, as chairperson of the Professional Standards and Practice Committee. Jennifer Tong seconded.

Motion carried.

Response-to-Intervention Position (Agenda Item 4.5)

Associate Executive Director for Policy and Advocacy Services, Deb Ziegler, summarized the changes to the position based on the August 30-September 17, 2007 Representative Assembly e-Community discussion. BOD discussion revised the second paragraph under the Interventions Subsection to further clarify the basis and integration of special education within a response to intervention framework.

MOTION: Carol Eisenbise moved to adopt the Position Statement on Response to Intervention: The Unique Role of Special Education and Special Educators. Elizabeth Drame seconded.

Motion carried.

Further BOD discussion made clear this position was a special purpose governance action expressing the Council's view on a specific topic for a designated period of time and that the position could be revisited.

5.0 Executive Session

Without objection, President Coleman declared an Executive Session to discuss legal, personnel, and financial matters. The BOD met in Executive Session.

At the conclusion of Executive Session, President Coleman stated that the Board of Directors met in Executive Session for the purposes stated above and discussed only those items identified for discussion prior to going into Executive Session. There were no disagreements or objections filed.

President Coleman declared the meeting in recess at 5:07 p.m. on October 6, 2007.

COUNCIL FOR EXCEPTIONAL CHILDREN

BOARD OF DIRECTORS MINUTES

October 5, 6, 7, 2007

Arlington, Virginia

Day Three – October 7th

1.0 Call to Order and Official Items

Record of Attendance; Determination of Quorum (Agenda Item 1.1)

President Mary Ruth Coleman called the meeting of the Board of Directors to order at 8:30 a.m. Secretary Bruce Ramirez called the roll. The following Board members were present which constituted a quorum:

Mary Ruth Coleman	President
Susan Fowler	President-Elect
Jamie Hopkins	Immediate Past President
Stan Dublinske	Treasurer
Marci Brauchie	Member-at-Large
Elizabeth Drame	Member-at-Large
Carol Eisenbise	Member-at-Large
Patricia Hensley	Member-at-Large
Barbara Kozma	Member-at-Large
Caroline Marrett	Student Member
Theodore Pikes	Member-at-Large
James Sidors	Member-at-Large
Jennifer Tong	Member-at-Large
Roberta Unger	Member-at-Large

3.0 Governance and Organizational Reports

Finance and Audit Committee Report (Agenda Item 3.3.2)

MOTION: Stan Dublinske moved to accept the Finance and Audit Committee Report.

Motion Carried.

CEC Canada (Agenda Item 3.6)

Jennifer Tong, BOD Member-at-Large, Canada, provided a report on the convention, awards, strategic planning and other activities of the Canadian Council for Exceptional Children.

Awards Workgroup Agenda Item 3.7)

James Siders, Chairperson of the Awards Workgroup, reported on the workgroup membership, initial dialogue, and timeline for completing its charge.

Diversity Committee Report (Agenda Item 3.8)

By earlier BOD action, the Diversity Committee Report was removed from the Consent Topics for BOD discussion on the Committee's review and rating of the 2004 Representative Assembly Diversity Recommendations and the development of a policy on school climate. Identified follow-up actions include diversity terminology, appointment of a committee chair, and completion of the school climate policy.

Professional Standards and Practice Committee Report (Agenda Item 3.9)

By earlier BOD action, the Professional Standards and Practice Committee Report was removed from the Consent Topics for BOD discussion on the Interim Evidence-Based Practices (EBD) Pilot Performance Report. Richard Mainzer, Associate Executive Director for Professional Services, reported and BOD discussion followed.

6.0 Management Reports and Other Information Items

Executive Director Update (Agenda Item 6.1)

The Executive Director and Assistant/Associate Executive Directors highlighted key aspects of the Executive Director Report covering the period August-September 2007 and engaged in dialogue with the BOD on the report.

Strategic Plan Strategies Update (Agenda Item 6.2)

The Executive Director and Assistant/Associate Executive Directors reported on the status of 2007 action plan strategies. BOD discussion followed.

7.0 Discussion Topics and Emerging Issues

International Role of CEC (Agenda Item 7.1)

President Coleman outlined previous international activities and reports and suggested that the discussion focus on the Council's international presence, role and responsibilities. Board member comments included the following: current programs and services could have more universal application with countries determining what to access; international role definition in relation to our strategic direction and implications for fiscal and staff resources; electronic membership, differentiated membership for those in developing countries; global interest in networking opportunities for content, expertise, funding; alliances with other organizations rather than establishing CEC units in other countries; being receptive to learning from other countries. It was agreed that President Coleman would draft a motion to establish a workgroup for Board discussion at the November Informational Conference Call.

8.0 For the Good of the Order and Adjournment

Public Comment (Agenda Item 8.1)

None.

Miscellaneous Handouts (Agenda Item 8.2)

BOD Liaison State/Provincial Affiliate and Division Contacts listing (October 2007); and 2008 convention strand and program chair invited session titles.

Upcoming Meetings (Agenda Item 8.3)

November 14, 2007 Board Informational Conference Call as well as electronic discussion and motions on other issues. BOD members received the 2008 BOD Meeting calendar.

Acknowledgements and Appreciations (Agenda Item 8.4)

President Coleman thanked the following retiring Board members for their outstanding leadership, dedication, and unparalleled service: Immediate Past President Jamie Hopkins; Treasurer Stan Dublinske; Members-at-Large Michael Hardman, Barbara Kozma, Sherry Meschko, Theodore Pikes, Jennifer Tong; and Student Board Member Caroline Marrett. Special appreciation and recognition was extended to Stan Dublinske for his two-term service as Treasurer.

On behalf of the Board, Immediate Past President Jamie Hopkins presented President Coleman with a gift of appreciation and thanked her for her exemplary leadership and service. Executive Director Bruce Ramirez presented President Coleman with a CEC 75th anniversary statue and extended appreciation for her collaborative leadership, guidance, and support. President Coleman expressed her deep appreciation to the Board and staff for their support throughout the year.

Adjournment

President Mary Ruth Coleman declared the Board of Directors Meeting adjourned at 11:50 a.m. on October 7, 2007.

**CEC Board of Directors Voting Record
October 5-6, 2007**

(Y=Yes, N=No, A=Abstain, O=Absent)

BOD Member	Motion	1.2 (10-5-07)	1.3 (10-5-07)	1.4 (10-5-07)	3.5.1.a (10-6-07)	4.1 (10-6-07)	4.2 (10-6-07)	4.3.1 (10-6-07)	4.3.2 (10-6-07)	4.3.3 (10-6-07)	4.4.1 (10-6-07)	4.4.2 (10-6-07)	4.4.3 (10-6-07)	4.4.4 (10-6-07)	4.5 (10-6-07)	3.3.2 (10-7-07)
Mary Ruth Coleman*		A	A	A	A	A	A	A	A	A	A	A	A	A	A	A
Susan Fowler		Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Jamie Hopkins		Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Stan Dublinske		Y	Y	Y	Y	N	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Marci Brauchie		Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Elizabeth Drame		Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Carol Eisenbise		Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Michael Hardman		O	O	O	O	O	O	O	O	O	O	O	O	O	O	O
Patricia Hensley		Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Amanda Hopkins		O	O	O	O	O	O	O	O	O	O	O	O	O	O	O
Sharon Ishii-Jordan		Y	Y	Y	Y	O	Y	Y	Y	Y	Y	Y	Y	O	Y	O
Barbara Kozma		Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Caroline Marrett		Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Beverly McCoun		O	O	O	O	O	O	O	O	O	O	O	O	O	O	O
Sherry Meschko		Y	Y	Y	Y	O	Y	Y	Y	Y	Y	Y	Y	O	Y	O
Theodore Pikes		O	O	O	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
James Siders		Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Jennifer Tong		Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Louis Tutt		O	O	O	O	O	O	O	O	O	O	O	O	O	O	O
Roberta Unger		Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
TOTAL YES		14	14	14	15	12	13	13	13	13	15	15	15	15	13	13
TOTAL NO		0	0	0	0	1	0	0	0	0	0	0	0	0	0	0
TOTAL ABSTAIN		1	1	1	1	1	1	1	1	1	1	1	1	1	1	1
TOTAL ABSENT		5	5	5	4	6	6	6	6	6	4	4	4	4	6	6
OUTCOME		Passed	Passed	Passed	Passed	Passed	Passed	Passed	Passed	Passed	Passed	Passed	Passed	Passed	Passed	Passed

* "The president (chair) does not vote unless it is to break a tie vote or create a tie vote." (*Robert's Rules of Order, 1999, p. 153.*)