

NASDCTEc Board of Directors' Conference Call
MINUTES
September 25, 2015 3-5 p.m. ET

Attendees: Rod Duckworth, Marie Barry, JoAnne Honeycutt, Pradeep Kotamraju, Vanessa Cooley, Lee Burket, Jean Massey, Kathleen Cullen, Eric Spencer, Rich Katt, Wayne Kutzer, Mike Raponi, Eleni Papadakis, Bernadette Howard, Sheila Ruhland

Guest: Tim Hodges

Staff: Kimberly Green, Karen Hornberger, Kate Blosveren, Steve Voytek, Andrea Zimmermann

Welcome and Overview of Agenda: Duckworth welcomed the NASDCTEc Board and staff to the NASDCTEc Board of Directors' Meeting. Hornberger took a roll call of the NASDCTEc Board and confirmed attendance.

Review and Approval of NASDCTEc Board Minutes: Kotamraju presented the minutes from the August 26, 2015 NASDCTEc/NCTEF Board of Directors' conference call.

MOTION: To approve the August 26, 2015 NASDCTEc/NCTEF Board Conference Call Minutes as presented.
Raponi; Massey.
MOTION ADOPTED.

Discussion: Raponi raised a concern that the previous motion to approve the August 26, 2015 minutes may need to be amended to remove the information related to the proxy votes, as the Board learned yesterday that those proxies votes were not in keeping with the bylaws. Raponi made a motion to amend his prior motion to remove the proxy votes. Burket shared that the minutes reflect the call and discussion at the time the minutes were taken and suggested that the Board need not update the minutes but instead correct the practice going forward. Raponi withdrew this amendment.

Review and Approval of Consent Agenda: Duckworth presented the consent agenda and asked if any items should be removed for discussion. No items were identified for removal.

MOTION: To approve the consent agenda as presented.
Burket; Katt.
MOTION ADOPTED.

Overview of Financials: Kotamraju shared that the Finance/Audit Committee met with the Financial Advisor from Merrill Lynch. Friese talked about the current ups and downs in the market. He assured the Committee that the portfolio is in line with the investment policy statement and diversified enough that he does not recommend any changes in reaction to the recent market fluctuations. Kotamraju also stated that the Committee reviewed the NASDCTEc and NCTEF financials (FY15 year end and FY16 year-to-date) and generally speaking both were

in good financial standing. NCTEF's financial position was a little more conservative but overall is rebuilding.

NASDCTEc FY 15 Overview: Hornberger shared that the Association had received 100% of its dues and ended the year with 94% of budgeted income. She shared that all income categories were exceeded except for the reserve withdrawal funds – which were not needed due to the positive income position. In the case of the communication campaign, direct expenses were only 42% of the projected expenses and the second reserve withdrawal, which was not needed, was originally planned to balance the budget. Hornberger stated the expenses for FY15 year-end were on target and at 93% of the budget projections. There were a couple of line items that were slightly over budget due to the increased registrations for the fall and spring meetings. With these additional registrations, a few expenses increased in line with the increased revenue (audio visual, printing and credit card fees). Hornberger also shared that the audit went well and that no findings are expected. The auditors and accountant will share final draft reports with the Finance/Audit Committee in early December; the reports and 990s will be presented to the Boards in January 2016 for final approval. No questions were asked.

MOTION: To approve the NASDCTEc FY15 year-end financial statements as presented.
Kutzer; Cooley.
MOTION ADOPTED.

NASDCTEc FY 16 Financials: Kotamraju presented the FY 16 Financials and asked if anyone had any questions. No questions were asked.

MOTION: To approve the NASDCTEc FY16 financial statements as presented.
Ruhland; Howard.
MOTION ADOPTED.

The NCTEF Financials were also shared with the NASDCTEc Board for informational purposes. The NCTEF Board of Directors had reviewed and approved the FY15 year-end and FY16 financial statements on its call earlier in the month.

MOU Between NASDCTEc and NCTEF: Green presented the draft MOU between NASDCTEc and NCTEF stating that we usually try to secure tax exempt status in the state we are holding our conferences in an effort to reduce meeting-related expenses. We were able to do so in Florida, but only through NCTEF, which is a 501(c) 3, while the Association is a 501(c) 4. As such, we shifted the hotel contract over to the NCTEF to benefit from the tax-exemption. However, we need documentation in the form of a MOU between the two organizations to allow NCTEF to pay the bill and be reimbursed by NASDCTEc. Green shared that there are no fees or surcharges to be paid by NASDCTEc. The organization will be saving about \$5400. The NCTEF Board has already approved the action but we would like NASDCTEc Board approval as well.

**MOTION: To accept the MOU between NASDCTEc and NCTEF as presented.
Howard; Burket.
MOTION ADOPTED.**

Methods of Administration: Green shared as background that in April 2015, the Board of Directors directed staff to proceed with three actions related to Methods of Administration (NOA):

1. A survey of the states to determine costs to implement the MOA requirements and to gather best practices
2. A Freedom of Information Act Request to be submitted to the U.S. Department of Education's Office of Civil Rights
3. The drafting of legislation language that would seek to achieve parity across federal program with regard to the MOA requirements.

All three actions have been completed. In June, the Board received copies of the legal documents drafted by Brustein and Manasevit in response to items 2 and 3. Staff is using the results of the survey in advocacy efforts to advance the legislative language noted above. In August, we received responses from the Office of Civil Rights, however this response could be more aptly named a non-response, as the information received did not respond to the query made but instead provided templates and samples of MOA tools rather than a summary of prior findings. We shared the responses with Brustein and Manasevit. We now seek the Board's advice on how to proceed. Continuing to pursue a remedy from the U.S. Department of Education (USDE) is not expected to meet our goals. Instead, it is recommended that we continue to pursue the fix through the legislative process, although this could be complicated by the looming, potential government shutdown. It's likely that there will be a continuing resolution through the end of the calendar year, which does not afford us an opportunity to attach our fix to a permanent legislative package. Instead, we need to wait for an appropriations bill or omnibus bill to proceed through Congress. Voytek has been reaching out to Congressional offices to find a champion for this language. At this time, we wanted to share the update and get validation for the recommendation to focus our efforts on the legislative fix and to abandon further efforts at USDE.

Raponi thanked the staff for their work on this and agreed with the recommended approach. Katt is also fully supportive of pursuing legislative language. Duckworth agreed this is the best course of action at this time. Green affirmed that we will continue to move forward and offered to share the proposed legislative language again if any Board member would like it.

Papadakis noted that she has been contacted by legislative contacts on Perkins reauthorization and asked if we should highlight this issue to them. Voytek responded that the legislative language is intended for appropriations bill rather than reauthorization. This is because the appropriations bill is more likely to evoke a response by USDE because it ties the hands of the Office of Civil Rights from spending resources on MOA compliance until it moves forward with the regulatory process it was supposed to implement as a result of the court order, whereas an authorizing bill has no similar mechanism to encourage action. He encouraged the Board to raise this issue with Congressional representatives but not necessarily within context of reauthorization.

On Boarding Initiative: Hornberger shared that it is NASDCTEc’s mission to provide ongoing, high-quality professional development to its members. Over the years, this professional development has taken many forms such as the New State Directors Institute, State Directors Boot Camp or NASDCTEc 101. We have seen a lot of turnover this year. Hornberger continued that our organizational strategic plan calls for a new member on-boarding program and our primary objectives are:

- a high-level of understanding of NASDCTEc’s resources/assets;
- become active members of NASDCTEc;
- are better positioned to be effective state leaders; and
- are receiving the appropriate, high-quality professional support called for in our strategic plan.

To accomplish this staff are developing a comprehensive on-boarding program targeted to new State Directors. Zimmermann shared that the idea really emerged after our last Spring meeting when kicked off a mini mentoring program, matching existing and new State Directors. The positive feedback spurred our thinking about how to more intentionally match new State Directors with experienced members and to built a cohort. Zimmermann described our new approach as having a rolling schedule over the course of a year that will include a mix of in-person meetings, virtual webinars, and regular e-email communications connected to our work, as well as topical issues that are priority areas as identified by new State Directors. Our goal is to better connect new State Directors with existing member resources and professional development, and then scaffolding new opportunities for engagement over time. Zimmermann asked for any thoughts or feedback on how we can continue to or better support new State Directors, as well as any cautionary tales from the Board. She requested Board members email with any feedback or ideas (azimmermann@careertech.org).

Perkins MOE Recommendation: Voytek shared that at the direction of the NASDCTEc Board of Directors, staff conducted a survey of its State CTE Director membership this past May, in part, regarding state perceptions of the Perkins Act’s “Maintenance of Effort” (MOE) provisions—requirements in current law that obligate states to maintain the same amount of fiscal effort (or exceed it) for Career Technical Education (CTE) as they had in the previous fiscal year in order to qualify for Perkins funding from the U.S Department of Education (USDE).

Until this past April, NASDCTEc had refrained from taking a formal position on this provision because states remained divided into two camps—those who view the provision as a protection for current state CTE investments and those who view it as a disincentive for further state CTE investments.

At the direction of the NASDCTEc Board of Directors, staff included a *temporary* policy statement in the organization’s formal Perkins Act reauthorization recommendations supporting the current Perkins MOE provision. This addition was made with the understanding that this survey would provide further clarity on State CTE Directors’ collective position regarding

Perkins' MOE provisions and allow staff to articulate that position during upcoming Perkins reauthorization negotiations.

With 45 states and two territories participating, the survey results indicated widespread support for Perkins' MOE provision. Five key takeaways from the MOE portion of this survey (*NOTE--the 10 point scale used in the survey is: 1 = MOE is a critical protection / 10 = MOE is a disincentive for further state investment*):

1. 68% of respondents indicated “strong” levels of support for the current Perkins MOE provision
2. Only 4 states indicated concern regarding Perkins' MOE provision and the intensity of that concern skewed primarily towards the middle of the “10” point scale used for the survey
3. No states chose the “9” or “10” options for MOE—selections that view MOE as a disincentive
4. The average of all responses on Perkins' MOE provision was “3.13”—a strong indication that the majority of State CTE Directors view the requirement as a protection
5. The most common option chosen by states was “1”—the strongest selection supporting current MOE provisions

Staff also presented states with various policy alternatives and options for inclusion in Perkins V and were asked to prioritize them from most to least desirable. Staff also provided opportunity for states to suggest additional legislative alternatives outside of the ones listed in the survey. From these responses, three interrelated policy options emerged:

- 1.) Maintain Perkins' current 100% MOE requirement
- 2.) Allow states to “reset” their MOE baseline at the start of Perkins V
- 3.) Strengthen Perkins MOE's waiver provisions to make the state application and approval process more transparent and flexible

Additionally, staff posed a question regarding the possibility of a local MOE provision to be included in Perkins V—a provision that was included in Perkins' predecessor legislation but has not been included since. Responding states were evenly split on this issue. As a result, NASDCTEc has crafted legislative language (on the next page) that seeks to achieve the three objectives listed above and to provide states the options to “opt-in” to a local MOE.

Staff are seeking Board approval for the inclusion of the following paragraph in NASDCTEc's formal Perkins recommendations, to replace the temporary language added in April:

- **Maintenance of Effort**— Current “Maintenance of Effort” (MOE) requirements should be maintained in future Perkins legislation. States should be provided the flexibility at the outset of new legislation to “reset” their MOE calculation based upon their fiscal effort during the first year of a new law. Moreover, the process for granting waivers to states related to this provision should be strengthened, allow for a greater degree of transparency during the approval process, and require formal justification in writing from the Secretary of Education if a state's waiver application is denied. States should also

have the opportunity opt-in or out of a local version of MOE—a decision that should be left to the discretion of the State Perkins eligible agency.

Discussion: Raponi asked for elaboration under computation around excluding competitive or incentive based programs. Voytek clarified this language refers to temporary, one-off and/or competitive grant programs that may not have full authorization, which can sometimes be counted against states for MOE; what we would be advocating for on the Hill is that these types of state-run programs not included be in the MOE calculation (or that their inclusion is at the request of the state). Voytek clarified for the Board that legislative language has been shared for information only purposes and is not part of the staff request for approval. The only language being considered for approval is the single paragraph noted above.

Burket noted the language the removal of competitive funding from MOA calculation may hurt Pennsylvania as the state has about \$8 million in state competitive funding. Green noted that section of the draft legislative language provides for the establishment of a new baseline for MOE so a state could exclude or include competitive funds out of the baseline calculation, therefore hopefully not causing harm to the state. Green noted that we are asking for Board approval on the draft bullet to be added to NASDCTEc's Perkins recommendations; the draft legislative language is not part of formal Board vote. Further, Green noted that should the Board have feedback on the draft legislative language, specifically noting any unintended consequences of what has been proposed, to please send those recommendations to Voytek (voytek@careertech.org).

MOTION: To amend the NASDCTEc Perkins recommendations to include the proposed provisions related to Maintenance of Effort, which will replace the previously authorized, temporary position on Maintenance of Effort.
Ruhland; Papadakis.
MOTION ADOPTED.

Branding Discussion: Duckworth recounted the process and the Board's engagement in the rebranding initiative. He shared that there has been a lot of opportunity for input. Last week, Green provided a narrated PowerPoint to the membership that summarized the process and outlined the recommended name for Board consideration, as well as articulated how the proposal aligns to the brand platform. Duckworth asked the Board to share any feedback or comments that they had received from the members they represent.

Raponi shared that he has communicated with Duckworth about a few concerns that he has personally. He also shared that Russ Weikle, State Director of California, approached him after he sent out an email to his region requesting feedback. Weikle wanted to know if the new name was a done deal, as that was his perception. Raponi shared his concerns, as well as that of Weikle, with Duckworth. Duckworth also brought Raponi and Weikle's concerns to the Executive Committee. The concerns stem from the rapid pace of the rebranding process and a concern that there has not been enough opportunity for input. Further there is a concern that the name change is a change away from our core members and work we do. Raponi shared that he is not advocating to not change the name but advocating to not lose who we are in the change process. He also shared that Jeanne Roberts, State Director of Arizona, responded positively to

the name change but thought that Weikle's concerns were valid. Raponi thanked the Board for letting him share his point of view.

Papadakis shared that we have had a lot of discussion with our staff and the question has come up asking if this the right time to change the name. CTE is in the spotlight. Now that we finally have recognition, do we want to change the name? She reiterated this was a question of timing, not of the proposed name itself. She noted the most important stakeholder is Congress.

Duckworth asked if we have enough information to proceed with a vote. Raponi stated no.

Ruhland stated that she does believe we have enough information and noted she felt the process was very inclusive, with a high level of professionalism throughout. She noted that it is difficult any time we are looking at significant change. She also suggested that if the Board doesn't proceed with a vote, it's important to articulate next steps.

Katt seconded Ruhland's comments. In particular, he appreciated the video shared with membership and noted that in some casual conversations he has had, he has received positive comments. Katt also appreciated Papadakis' comments about Congress but shared that what he likes about the proposed name is that it allows us to pitch a broader tent and to connect with partners in a more meaningful way.

Kutzer agrees with moving forward with a vote, noting that it is good timing for a name change because it's going to be more impactful and will add to the building momentum. Cullen agreed and added that while change is going to be hard at any time, we are in the middle of renaissance of CTE, bringing it into 21st century, making this a good time to market and share this information even more widely.

Kotamraju acknowledged the concerns about losing the prestige of 'state director' in our current name but encouraged the Board to keep in mind that the new name will be a 'doing business as' and that the NASDCTEc name will be retained - which should be sufficient for internal processes and membership payment issues. He added that externally, we are in the right position to advance CTE and need to expose CTE to different groups that are just coming to know more about it and its importance. He noted he is in favor of moving forward with the new name.

Cooley added that she is in favor of changing the name but asked for clarification on the choice of the term 'state leaders' and what it means to the state directors and associate members. Green shared that the vote today will not impact our membership structure and that the term 'state leaders' was taken directly from the unanimously-approved brand platform. The term was changed intentionally to be more inclusive.

Papadakis asked if staff had received any feedback from our members. Green shared the staff has received feedback and what was sent to the staff has all been overwhelmingly positive. Green didn't want to bias the process by sharing that with the Board ahead of this meeting but she did pass the feedback on to the Executive Committee. She offered to share any emails received. Green noted that it's important for our staff to hear both concerns and positive feedback; if we do have a positive vote, the concerns will be critical to make sure we address them in the roll out

strategy. She also noted that we will only move forward if we have a name the membership can support and stand behind.

Papadakis offered the idea of changing the tagline to “State leaders connecting learning to careers.” Green shared that the decision was to connect our tagline and overall brand with the Learning that Works campaign, based on feedback and input during the process. Papadakis is still concerned about connotation of ‘work’ and felt that going forward a stronger explanation would be needed about the choice of the word “work” in the tagline.

Burket asked what was the proposed new name? Green shared that the proposed name and tagline, shared with the Board membership last week, is Advance CTE: State Leaders Connecting Learning to Work.

Cooley shared that she is in favor of changing the name.

Raponi shared his concern that if Board members are asking what is the proposed new name, this may mean that our members and leadership do not have enough information to move forward.

Duckworth asked if there were others who have received feedback, noting the only feedback he received was from Raponi and Weikle. Green reminded the Board that she had encouraged the Board to make outreach to the members they represented to capture that feedback and bring it to the Board for this discussion. Further, the members were encouraged to make outreach to the Board prior to the vote. Green shared that the staff really want to hear the feedback because if the Board does vote to proceed with the DBA, this feedback will be vital to how we move forward (e.g. what we do a better job of explaining, what we can lift up, etc.) Green stated that we want this brand and name to be something the Board and members can stand behind and be proud of.

Raponi asked that if we vote today, are we are voting on the proposed name? Green answered yes, what is on the agenda is to consider the new name if the Board is ready to vote.

Duckworth conducted a straw poll to see if the Board is ready to proceed with a vote on the proposed new name and tagline. The results of this poll are below:

Barry – Yes
Duckworth – Yes
Honeycutt – Yes
Kotamraju – Yes
Cooley – Yes
Burket – Yes
Massey – Yes
Cullen – Yes
Spencer – Yes
Katt - Yes
Kutzer – Yes
Raponi – No
Papadakis – Yes

Howard – Yes

Ruhland - Yes

Straw poll summary:

Yes – 14

No – 1

Cooley asked if the vote will go to the full membership or just to the Board of Directors. Green answered that the planned vote is a vote of the Board of Directors as the elected representatives of the membership. This is consistent with the process shared with the membership and approved by the Board in June.

Duckworth asked Green to share the proposed motion. Green shared that the proposed ballot language would read – “Do you approve NASDCTEc to implement a DBA of "Advance CTE: State Leaders Connecting Learning to Work"? There would be three responses to choose from on the ballot – yes, no and abstain. Ruhland asked why we would include the opportunity to someone to abstain from voting. Green shared that it was her understanding that Roberts Rules of Order call for recorded votes to give voting members the opportunity to vote “aye,” “nay,” or “abstain.” Katt confirmed that including the opportunity for abstention was appropriate and in keeping with parliamentary procedures.

Duckworth asked about the actual ballot and when we will receive the vote. Green shared that the ballot will be ready to go out immediately after the Board meeting, assuming an affirmative vote from the Board to proceed. The question was asked if the ballot should be held until the minutes can be provided. Raponi stated yes. Cooley stated that she believes we have had plenty of opportunity for discussion and is fine with moving forward on a vote now. Duckworth concluded that the ballot would be sent out after the call and the minutes to follow as quickly as possible. Green shared that the ballot will be via Google forms, requiring each Board member to write in his/her name and to mark his/her vote. For Board members who cannot access the Google form, that an email can be sent to record the vote as long as the email is sent from the Board member’s email address.

Duckworth asked Green to share the proposed draft wording of the ballot. Green stated that the motion would be to approve the approve a ballot that asks the question “Do you approve NASDCTEc to implement a DBA (doing business as) of "Advance CTE: State Leaders Connecting Learning to Work"?”

MOTION: To approve a ballot that asks the question “Do you approve NASDCTEc to implement a DBA of "Advance CTE: State Leaders Connecting Learning to Work"?”

Ruhland. Spencer.

Voice vote taken with the majority voting yes and several voting no.

Green requested a recorded roll call vote.

Barry – Yes
Duckworth – Yes
Honeycutt – Yes
Kotamraju – Yes
Cooley – Yes
Burket – No
Massey – Yes
Cullen – Yes
Spencer – Yes
Katt - Yes
Kutzer – Yes
Raponi – No
Papadakis – Yes
Howard – Yes
Ruhland - Yes

Vote summary:

13 - Yes
2 – No

Duckworth asked if there was anything else anyone wanted to add for the record. Raponi noted it wasn't prudent to move forward on something as significant as this decision without more information and that the Board should proceed more slowly.

Duckworth asked if there were any other comments. Green raised the communication that was shared with the Board on September 24, which shared that staff was in error when it allowed for Board votes via proxy; this is prohibited in the bylaws. She suggested that the language and updated votes be formally included in the minutes of this meeting, thus entering them into the organization's official record.

MOTION: To enter the following language and updated votes into the formal record of NASDCTEc.

Raponi, Kutzer.

MOTION ADOPTED

“PRIOR REBRANDING VOTES: *In three of the four rebranding votes, we provided the Board with the opportunity to assign his/her vote to a proxy should that Board member not be available for the call. This was done to try to provide the maximum opportunity for inclusiveness in voting, given the tight timeline and schedule to move us through the rebranding plan that was approved by the Board in June. Earlier today, it was brought to our attention that the bylaws do not allow for Board voting by proxy. I take full responsibility for this error and apologize for the mistake. Below you will find the summary of the votes that have all proxy votes removed from the counts. We will update the formal records of the organization to reflect these vote counts. As you will see, each call still had a quorum and all votes still had the requisite “yes” votes to move forward. If you have any questions, please feel*

free to contact me or Rod or please raise any concerns on tomorrow's call.

NASDCTEc Board of Directors June 23, 2015 vote

Quorum present: 9 of 14 attended the June 23, 2015 conference call meeting

Question to vote on: Approval of the proposed plan to pursue the rebranding of both NASDCTEc and NCTEF.

Vote counts: (vote by electronic ballot; no proxy option offered)

- 13 yes
- 0 abstain
- 0 no

NASDCTEc/NCTEF Board of Directors July 23, 2015 vote

Quorum present: 15 of 17 attended the July 23, 2015 conference call meeting

Question to vote on: Do you approve of Brand Architecture/Platform as presented? This motion will approve the brand architecture/platform as presented on the slide that was sent to the Board via the email that included the link for this survey. Revisions were made to the "essence" and "positioning" language to reflect Board discussion.

Vote counts: (proxies removed from count below)

- 14 yes
- 0 abstain
- 0 no

NASDCTEc/NCTEF Board of Directors August 6, 2015 vote

Quorum present: 14 of 17 attended the August 6, 2015 conference call meeting

Question to vote on: Do you support sharing the draft set of names and tag lines, as presented on the August 6, 2015 NASDCTEc/NCTEF Board of Directors' conference call, with the membership - via an online survey - for feedback?

Vote counts: (proxies removed from count below)

- 14 yes
- 1 abstain
- 0 no

NASDCTEc/NCTEF Board of Directors August 26, 2015 vote

Quorum present: 12 of 17 attended the August 26 conference call meeting

Question to vote on: Approval of Proceeding with Additional Membership Survey: This motion will approve NASDCTEc/NCTEF staff to survey the membership on the full names/taglines to further inform the rebranding decision to go out on August 28, 2015

Vote counts: (proxies removed from count below)

- 11 yes
- 0 abstain
- 0 no

Green provided an update on a recent meeting with the CEO of JPMorgan Chase that will position the Summit's outcomes as a potential framework for JPMC's investments in Career Technical Education.

Duckworth reiterated his appreciation for the Board's input and commitment. The ballot will go out right after this call, the minutes sometime this evening and voting results will be shared as soon as all ballots are received. He shared that he looks forward to seeing everyone in Orlando in a few weeks and closed the meeting at 4:41 p.m.