

EDUCAUSE Board of Directors Meeting Minutes

May 8, 2008, Washington, D.C.

Attending: Board Members Jerry Campbell, James Hilton, Rebecca King, Lucinda Lea (by phone), Thomas Maier, Marilyn McMillan, Tracy Mitrano, Diana Oblinger, Margaret Plympton, Carrie Regenstein, Kathleen Santora, Scott Siddall, and David Smallen

Also present: Guests Mary Beth Baker, Linda Deneen (by phone), and Bruce Wieder; and staff members Peter DeBlois, Cynthia Golden, Richard Katz, and Mark Luker

The meeting was called to order by Chair David Smallen at 8:01 a.m.

Motion: *That the minutes from the January 31, 2008, board meeting be approved.*

Motion made by: Marilyn McMillan

Seconded by: Thomas Maier

Passed by unanimous vote

Introduction

David welcomed the board and asked members to complete the meeting evaluation form and to return to Diana after the executive session.

President's Report

A. ELI Online Spring Focus Session

- Using the Acrobat Connect tool, the ELI Online Focus Session enabled desktop engagement for participants with features of a *learning commons* that included exploring resources, joining the conversation, weighing in on issues, concept brainstorming, pausing for reflection, starting campus conversations, and sharing participant-developed blueprints.
- Staff planning and the Acrobat tool yielded good design and use of member-generated content.

B. Conferences

- New features being used at the spring regional conferences and that will be adapted for the annual conference include:
 1. Identifying session level (basic, intermediate, advanced)
 2. Expanded abstract length (from 50 to 100 words)
 3. Newcomer message
 4. Tips page for getting the most from a conference
 5. More interactive room configurations
 6. Meet the staff table
 7. Lightning rounds (5 minutes/10 slides per speaker)
 8. Power stations
 9. Informal learning spaces
 10. Redesigned, more user-friendly program, with exhibitor guide
 11. Management and leadership institute refresher seminars

C. EDUCAUSE Now Podcast Series

- This is a new monthly podcast series to highlight “faces and voices” of EDUCAUSE and point to deeper resources

D. EDUCAUSE Online, ELI NEWS

- The monthly e-newsletters have evolved from a plain text e-mail, to an intermediate text-heavy HTML message, to a more vibrant blend of text, graphics, and photos.

E. New Branding Strategy

- EDUCAUSE is hiring a marketing firm to review and recommend changes to how the association presents itself in print, online, and other media in alignment with the strategic directions.

F. File Sharing and Higher Education Reauthorization

- The College Access and Opportunity (Higher Education Reauthorization) Act is moving through Congress. EDUCAUSE, on behalf of higher education, opposes a provision in the House version that would require institutions to implement technologies to control illegal file sharing; so far the House leadership adamant about including such language. EDUCAUSE has taken the baton on this particular provision while ACE and other associations are focused on other aspects of the bill.

G. Frye Leadership Institute

- EDUCAUSE, CLIR, and Emory University have discussed a funding model to distribute Emory’s costs more equitably among the three organizations.
- The curriculum for 2009 will be redesigned.

H. 2009 board meeting dates

- The proposed 2009 board meeting dates are:
 1. *Thursday, January 22, 1:00–5:00 p.m.:* Orlando FL
 2. *Tuesday, May 12, 8:00 a.m.–5:00 p.m.:* Washington DC
 3. *Tuesday, July 28, 7:30 a.m.–2:30 p.m.:* Boulder CO
 4. *Monday, November 2, 1:00–5:00 p.m.:* Denver CO (annual conference)

Financial and Investment Update

- A. **Report of the Audit Committee**—(*Peggy*) The committee, consisting of Scott as treasurer, Dave, and Peggy, met with Michelle McIrvin, director of financial and administrative services, and three representatives of Mayer Hoffman McCann, the auditors. Peggy reviewed the financial statements and management letter in Tab 3 of the May board book. Two significant recommendations of the auditors were (1) to develop a formal policy for identifying internal control deficiencies and monitoring the effectiveness of internal controls; and (2) to complete thorough background checks of key employees. EDUCAUSE adequately addressed both areas of recommendation in a management response letter. The committee accepted the audit report and statements and recommended full board acceptance. Peggy distributed minutes of the committee meeting with Michelle and the auditors.

Motion: *That the Audit Committee report be approved.*

Motion made by: Carrie Regenstein

Seconded by: Thomas Maier

Passed by unanimous vote

- B. **Banking resolutions**—(*Dave*) Dave summarized the banking resolutions, in a single document at the end of Tab 3, to update the names of those board officers and staff members authorized to withdraw funds and access the safe deposit box.

EDUCAUSE Banking Resolutions

May 8, 2008

EDUCAUSE BANKING RESOLUTIONS, effective May 8, 2008—to remove Brian L. Hawkins and Denton K. Farnsworth as authorized signers on the Wells Fargo Checking and Wells Fargo Brokerage accounts.

“I, David Smallen, in my official capacity, hereby certify: that I am an officer, namely Chair of the Board of Directors of EDUCAUSE, a corporation duly organized and existing under the laws of the District of Columbia; that at a meeting of the Board of Directors of this corporation, duly and regularly convened and held on the 8th day of May, 2008, at which a quorum for the transaction of business was and acting, the following resolutions were duly and regularly adopted, and are still in full force and effect, and appear as follows in the minutes of the meeting.

“Wells Fargo Bank of Boulder, CO, Checking; Wells Fargo Brokerage Services, Money Market, Federal Securities, Repurchase Agreements, and Certificate Accounts—Signature Resolution “RESOLVED, that David Smallen, Chair; or Scott E. Siddall, Treasurer; or Diana G. Oblinger, President; or Richard N. Katz, Vice President; or Mark A. Luker, Vice President; or Beverly D. Williams, Senior Director; or Catherine Yang, Senior Director; or Susan A. O’Rourke, 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, and said bank is 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.”

Wells Fargo Bank of Boulder, CO, Safe Deposit Box—Access Resolution—to remove the right of access to the safe deposit box at Wells Fargo from Brian L. Hawkins and Denton K. Farnsworth.

“RESOLVED, that a safe deposit box at Wells Fargo Bank of Boulder be leased in the name of EDUCAUSE from said institution under the terms of the printed lease forms prescribed by said institution, that such lease agreement on behalf of EDUCAUSE shall be executed on its behalf by any of the following officers of this company: David Smallen, Chair; or Scott E. Siddall, Treasurer; or Diana G. Oblinger, President; or Richard N. Katz, Vice President; or Michelle A. McIrvine, Director of Financial and Administrative Services. RESOLVED FURTHER, that any of the above persons will have the right of access to such box and will have the right to remove from and /or add to contents thereof and have full absolute control of the same, and that this company hereby waives any liability of said institution arising out of the exercise by any said named persons of the powers herein granted. RESOLVED FURTHER, that neither cash nor other negotiable assets will be stored in the Safe Deposit Box.

“I further certify that the foregoing resolution is not contrary to any provisions in the charter or bylaws of the corporation, that I, David Smallen, am the Chair of the Board of Directors of this corporation, and that I have been duly authorized to make this certificate on behalf of this corporation.

“In witness thereof, I here unto set my hand and affix the seal of this corporation on this 8th day of May, 2008.”

David Smallen
Chair of the Board of Directors

Motion: *That the banking resolutions be approved.*

Motion made by: Carrie Regenstein

Seconded by: Thomas Maier

Passed by unanimous vote

Recommendations for Board Slate

- Linda Deneen, chair of the Nomination and Election Committee, joined via phone. She reviewed the process by which 82 initial nominations were narrowed to the ten names submitted to the board for selecting four for the election slate. In addition to a conference call with Diana, the committee read Richard Ingram’s booklet *Ten Basic Responsibilities of Nonprofit Boards*.
- For the first round of nominee screening, the committee evaluated three areas:
 - IT and higher education experience, expertise, and leadership qualities
 - Participation on IT or higher education boards and/or committees
 - Unique qualities
- For evaluating nominees in the second round, the committee used six criteria:
 - Strategic planning
 - Thought/issue leadership
 - Financial management
 - Collaborations/partnerships
 - Political savvy
 - EDUCAUSE involvement
- One important principle the committee kept in mind was that nominees are not recommended for the slate solely because they represent a particular institutional or Carnegie class constituency but for the skills they would bring to the board in its mission to represent the entire community’s interests, diverse as those might be.
- Diana pointed out that in addition to the two new members who will be elected by primary representatives during the August/September election, the board may appoint one or more additional members to achieve various kinds of balance and representation.
- Lucinda, who served as the board’s *ex officio* member on the committee, said that the preparation, development of evaluation criteria, and reference checking had been very thorough, and that while the committee decided near the end of the process to do an aggregate subjective ranking of the finalists, she thought what was most helpful was the reference comments on each that had been sent.
- After Linda left the call, there was a preliminary discussion about individuals on the committee’s recommendation list. A final decision on the slate was deferred to the executive session.

Patent Issues Illustrated by Blackboard

- Diana explained that while the Blackboard-Desire2Learn (Bb-D2L) case continues and is involved with a series of patents surrounding course management systems, there is a broader concern about the possibility of future patent claims that might touch on intellectual property in higher education systems. EDUCAUSE on behalf of the community seeks guidance on thinking about patent law as it could be affected by pending court cases and what will serve academe best as it tries to balance the concept of sharing with ownership.
- Attorney Bruce Weider of DowLohnes presented on the background, recent developments, and legal context of the Blackboard patent matter.
- The Patent Reform Act of 2007 has not yet passed in the Senate and probably won't go much further this year. It aims to lower damages associated with patent infringement.
- The Bb-D2L case for many in higher education revolves around the fundamental principle that the US Patent and Trademark Office (USPTO) should not have granted the series of patents in the first place because they relate to innovations created by and for higher education. Key points in the controversy include:
 - Until 1998, business methods were not patentable.
 - USPTO looks for "prior art" and existing similar patents when considering new applications. In a completely new field, a reasonable, but not absolute, assumption is that there is no prior art.
 - USPTPO is piloting a "community patent review" with NYU Law School.
 - Patents may be requested for one of four entities: *process*, *machine*, *manufacture*, and *composition of matter*. If one of these four, the criteria for issuing a patent are *new and useful*, *nonobvious*, and not known in prior art.
 - Reexaminations of patents are conducted by a separate division in USPTO than the one that make initial review.
- On March 25, USPTO issued a Non-Final Action on the reexamination of the Blackboard Patent, rejecting Blackboard's claims. In a non-final action, Blackboard and Desire2Learn will have an opportunity to comment before a final action will issue, and after that, the decision will be subject to appeals.
- Questions/comments:
 - Perhaps EDUCAUSE should sponsor "patent camps" to educate the community and provide a forum for education and airing issues (in partnership with NACUA?).
 - Should EDUCAUSE file an amicus brief in subsequent litigation?
 - Is there a role for EDUCAUSE in setting standards or in representing the community's interests in patent disputes? Does IMS already do this?
 - Bruce and James Hilton are doing an EDUCAUSE Live! webcast later in May about patents and implications for higher education of the Bb case.

Strategic Plan

- Diana provided an update on strategic directions for EDUCAUSE. In three years, EDUCAUSE will be known for high value to members, leadership, engagement, partnerships, coherence, and continuous innovation.
- EDUCAUSE enters its second decade with many positives: a reputation for quality, national and international demand for events and resources, high level of trust in institutional and corporate communities, committed staff, and financial stability.

- Numerous programs, services, and associated graphic identities make it challenging to identify who and what EDUCAUSE is. We're sometimes perceived as trying to be all things to all people, without a clear focus. We need to concentrate on high-impact areas, knowing the areas will change as the profession does over time.
- Another emerging need is for a more member-centric rather than association-centric model.
- All associations are facing changes (reference board book Tab 4, Jeff De Cagna's essay "The Next Traditions of Association 3.0") such as:
 - More options for information and affiliation.
 - Needs and interests of the next generation of members may be different.
 - The current model of association-delivered conferences, services, and products is dated.
 - Web 2.0 concepts are being put into action: communities, innovation, exploration, diversity of perspectives.
- Board members are critical for confirming that the emerging strategic directions are right for EDUCAUSE, for providing concrete reactions and suggestions, and to endorse key success factors.
- Outlining a Design for the Future, Diana summarized data collection results that were included in Tab 5. Included were board and individual CIO interviews, conversations with other IT groups, focus group results, a survey of CIOs and senior IT leaders, and internal SWOT analyses.
- Several themes emerged that can be translated into guiding principles:
 - Responsive member focus—*EDUCAUSE will be driven by members' strategic needs.*
 - More agile and focused organization—*EDUCAUSE will be a proactive, responsive, and agile organization.*
 - Leadership on community issues—*EDUCAUSE will foster engagement and dialogue.*
 - Members need to be campus change agents—*EDUCAUSE will serve members better by working collaboratively rather than alone.*
 - Proactive surfacing of emerging trends and synthesizing information—*Research and community dialogue will inform EDUCAUSE decision making and actions.*
- The process identified four focus areas:
 - Teaching and learning
 - Managing the enterprise
 - Cyberinfrastructure and e-scholarship
 - Evolving role of technology and leadership
- The four focus areas will be addressed through such activities as knowledge creation and dissemination, collaboration and community, policy analysis and advocacy, career and leadership development, and experimentation. Diana provided slides with possible examples of these activities.
- Operational implications point to a strategic agenda based on member needs; active collaboration to strengthen the community and identify its needs; building interaction and engagement into events, services, and resources; continuous innovation for service to members and higher education; providing leadership on issues and policies that affect members and their institutions; and maintaining a strong financial base to facilitate changes. While there will be changes over time, many things will stay the same in terms of basic services, even as they are transformed by new directions.

- Key success factors include:
 - Board endorsement and staff buy-in
 - Member enthusiasm
 - Implementation resources, including reallocation where needed
 - Alignment of programs and activities with strategic directions
 - Performance/management metrics
 - Cross-functional integration and internal communication
 - Openness to new approaches and risk-taking
- Next steps will include implementing and operationalizing; auditing programs for alignment or supplanting with new initiatives; increasing engagement; strengthening branding, market strategy, and messaging; working with potential partners; defining metrics; and establishing an ongoing process for listening and planning.

Strategic Plan Discussion (Mary Beth Baker)

- Mary Beth facilitated a discussion with the board, starting with a Decision Continuum tool to help guide the “buy-in” review. The continuum had four points: *1 (Start over), 2 (I support...with major changes), 3 (I support...with minor changes), and 4 (I fully support)*.
- Questions, comments, and suggestions that arose during the discussion:
 - Board micromanagement is always a danger; consider this a rolling planning process.
 - The board should be able to revisit past practices, being informed but not bound by history.
 - EDUCAUSE created a large community out of many smaller communities; that achievement should be acknowledged. In the second decade, we need to appeal to a broad community while tailoring activities for microcommunities.
 - Need to create a graphic that builds from members to guiding principles to focus areas to practice/activity areas.
 - Add a guiding principle that acknowledges focus areas may change.
 - The summary of strategic directions needs more detail on how, with timelines.
 - Key success factors are really “enablers.” They should include not just perceptions but tangible evidence of engagement and transactions.
 - Planning documents should be publicly accessible for community comment.
 - While the current model has institutions as the official members, the message should be that the community is really the *people* from the institutions. *EDUCAUSE is a member institution funded organization that serves a wide community of individuals.*
 - Advocacy for “members” is complex and tricky when dealing with institutions, which have their own boards, legal counsels, government relations people, and unique missions.
 - Identify specific things that EDUCAUSE will do in the next six months.
 - Experimentation should include trying new products, new technologies, etc.
 - There are many ways to collaborate. Hone in on a key one; it will be time consuming. Staff should determine which collaborations are partnering versus brokering.
- The entire board expressed full support for the current strategic directions document—member focus, guiding principles, focus areas, and activity/practice areas.

Policy Conference Announcement

- Mark Luker shared a statement he made at the opening of the Policy Conference about the conference's discontinuance after 2008 due to having served its original purpose of making the case for IT policy as an important element of the CIO's role. EDUCAUSE now focuses year-round efforts on educating higher education about IT policy and IT policy makers about higher education, moving beyond the effectiveness of a once-a-year policy-focused event.

The Principle of Openness (James Hilton)

- Diana introduced the discussion by citing the guiding principles of collaboration and agility that will inform the association's future strategic directions. This is an important topic about which EDUCAUSE should be catalyzing discussion rather than taking absolutist positions on what is right and wrong. James has done very focused work at the University of Michigan that illustrates the important thread of openness in higher education knowledge creation, sharing, and innovation.
- In a report done in the late 1990s for Michigan's vice president for research and the provost, James's major finding was that at Michigan, the culture increasingly saw ideas as property.
- The technology transfer people seem to get it right in what they say they want: The most efficient path to transfer technology and information to the public. However, their fundamental focus on behalf of their institutions is on commercial licensing and protection.
- When faculty and students reorient their thinking to protection and potential commercialization, the academy's identity as a place for the free exchange of ideas is threatened. Recognition, credit, and collaboration are (or should be) distinct from the control of ideas.
- The Sakai Project had its roots in a "principled opportunism" of openness that the provost at Michigan urged James to implement in working with faculty; the only proviso was to deeply involve other institutions. The Michigan information studies school had a nascent course management system which was shared with Indiana, MIT, and Stanford which collaborated on development.
- The Google book digitizing project is a similar example of institutions collaborating with the community's self-interest rather their own being uppermost.
- If we can't control the legal and regulatory infrastructure of copyright and intellectual property, we can set norms and rules of the higher education community, and model those for the community.
- Diana said that this topic raises questions about the implications for EDUCAUSE. Does it mean, for example, that everything has a standard Creative Commons license? How open is "open"? Should we make our conference registration system available? What does the principle of openness imply for possible future incubation projects?