

Association of Teacher Educators 2009 Delegate Assembly Meeting

Hyatt Regency Dallas
February 14-15, 2009

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Call to Order

President Paul Paese called the First Session of the 2009 Delegate Assembly to order at 3:00 p.m. on Saturday, February 14, 2009. He welcomed the Delegates and introduced the members of the Board of Directors.

President Paese introduced ATE's Parliamentarian, Don Boileau. Don Boileau said he had served in his position for more than 30 years. The Delegate Assembly is the ultimate policy setting group for ATE, he said. Delegates have two main functions: to attend the Delegate Assembly meeting, and to report back to their state units. This second responsibility is very important. He is available to ATE members and the state units if they have questions or need assistance.

President Paese then introduced the Past Presidents who were in the room and asked them to stand. He led a round of applause for them. He then introduced the Distinguished Members who were present.

Report of the Credentials Committee

Dean Cristol, Credentials Chair, reported that his committee seated 35 delegates representing 17 states. He said this is a quorum.

Approval of Agenda

President Paese brought up the agenda. He asked for approval through voice vote.

Motion by Larrabee, Michigan, seconded by Thomas, New York to approve the agenda. Motion passed by voice vote.

Approval of Minutes of Last Meeting

President Paese noted that all Delegates had received the draft minutes of the last meeting. He called for a motion to approve them. Linda Austin noted on page 11 she seconded the motion, not Linda Houser (name listed wrong in draft minutes).

Motion by Brown, Arkansas, seconded by Alouf, Virginia, to approve the minutes of the last meeting as amended. The motion passed by voice vote.

Report of the President

President Paese said he appreciated the opportunity to serve as President of ATE. He discussed the years he has been in teacher education. He said as his year comes to an end as President he has really enjoyed the experience. He expressed his thanks to the members, the Board, the Executive Director and the meeting planner, Billy Dixon.

President Paese highlighted some of the accomplishments he felt had been made during the past year:

- **Restructuring and filling ADS slots**
- **Task Force on By-Law Revisions** - (David Byrd and Marilyn Nicholas)
- **Ad Hoc Committee on Membership** – (Terry James)
- **Task Force on Conference Structure** - (Annette Digby)
- **Restructuring of Standing Committees** – (Terry James & Frances van Tassell)
- **Image of ATE** (Agreements – NEA & PDS, Handbook, Position Statements, Transition to Teaching Grant)
- **On-line Proposal Submission and data-base system** (David Ritchey)
- **On-going work with Technology Committee**
- **Broaden our financial base** – (\$20,000 to reserves etc.)

He talked about his two conferences in Washington and Dallas. With the economy in a recession it was gratifying to see membership numbers hold steady for the year. Also the planning committee was able to generate outside sponsorship. Recently, President-Elect Digby has appointed a Task Force that will make recommendations on the implementation of the Teacher Education Standards (Bob Fisher, Frances van Tassell and Bob Houston).

Within the past year, he attended three ATE regional conferences, (NWATE – Sea-Tac, WA, MWATE – in Champaign-Urbana, IL and SRATE – Myrtle Beach, SC). He also represented ATE at a conference on Globalizing Teacher Education this past October at the University of Illinois. The World Federation of Associations for Teacher Education (WFATE) made substantial progress this past year. Not only did WFATE meet last year in New Orleans and this year in Dallas, but also at ATEE in Brussels this past August. Of note, they met at UNESCO for 2½ days in Paris this past November. As a result of that meeting, a World Congress is in the planning stage for next year with ATE in Chicago 2010 and then another World Congress (every 2 years) in Kenya 2012.

As mentioned, standing committees are all in place with a Chair or Co-Chairs and available slots filled at approximately a 75-80% level. Shirley DeLucia has been working with all of ATE's SIG's and has provided organization and outstanding leadership. Progress has also been made on some of the Award Committees, especially the Distinguished Teacher Education Program Award led by Chair Tom Lucey.

There are many initiatives that he would recommend for the future, but key ones would be: 1. membership – member services; 2. conference restructuring; 3. continued

broadening of our financial base; and 4. a simplification of ATE's By-Laws by creating a Policy Manual and overall governance as far as committee appointments, etc.

He said he's been on the Board for more than seven years and he has been impressed with how well Board members have worked together. He feels the association is moving in a good direction.

He said membership and member services are always important. The structure of the Annual Meeting is very important, especially considering economic pressures.

He thanked the Delegates and the membership for their contributions.

Report of the President Elect

President Elect Annette Digby presented her report. She said the past year has been very exciting for her, and very challenging. She experienced many career changes herself, and she felt her work with ATE was very important.

She said the theme she has selected as President will be "Owning the Future through ACTION: An Inclusive Vision for Teacher Education." Two key phrases in her theme are very important, she said. They are "owning the future" and "inclusive vision." "Owning" implies both possession and responsibility, and "inclusive" seeks to broaden the definition of teacher educators and the context of teacher education. "Action" has been extended to six strands. The Planning Committees have already been very busy planning for the Annual Meeting in Chicago and the Summer Conference in Reno.

She said the Reno Summer Conference already has three confirmed speakers, and the Chicago Committee has already started doing a great deal of work.

She talked about task forces and commissions she is appointing. The Task Force for Teacher Educator Standards with Bob Fisher as chair has been reappointed and has done great work with already. The Commission for Community Colleges and Teacher Education has been appointed, and Beryle Baker as chair is spearheading this effort. ATE members received an email to serve on this commission, and from this email solicitation 20 individuals were selected. She thanked those who had responded. The Task Force on ATE Conference Structure, with Past President Terry James as chair, will be looking at ways to involve as many people as possible in the conference. We want to make conferences accessible to everyone, she said. Fortunately attendance at the Annual Meeting in Dallas wasn't affected very much by the economy, but it's something ATE has to watch. Finally she has appointed the Commission for Agency in Teacher Education, chaired by Ryan Flessner, and Grant Miller.

President Elect Digby has accepted some opportunities to speak at units, and she welcomes these opportunities. She looks forward to meeting and talking with as many ATE members as possible. She thanked those in attendance for the opportunity to serve as ATE President.

Report of the Immediate Past President

Past President James presented his report. He said he considers himself very lucky to have served as President. When he became President, the association was in sound financial shape, the membership was solid, and we were making progress. He felt the same was true when he completed his work. He thanked the individuals on the Board, the staff, and the members.

He said when he joined the Board there were some issues that had been brought forward. He commended Past President Frances Van Tassell for her work on the Governance Task Force. He said some initiatives had been tried at the Annual Meeting last year in New Orleans, including an entertainment evening in New Orleans which would be continued in Dallas. He recognized Jane McCarthy and the other members of the Executive Committee for the work they had done to put a new structure together that would be useful in working together in the future. He recognized Shirley Delucia for her work with SIGs. The Field Directors Forum was moved from a SIG to a unit, and he felt this represented a real step forward for the Field Directors Forum.

He recognized the New Orleans Planning Committee and the Louisiana unit for the work they had done, and he noted that over \$7,000 had been left in Louisiana in direct assistance to help with hurricane relief.

He said Former Assistant Secretary of Education Ray Simon would be the Distinguished Educator Lecturer in Dallas, and he was very pleased with this. He said Simon could provide some important information on education policy development, which continues to be critically important.

He thanked ATE for himself and on behalf of his wife, who felt she was always welcome with ATE. He thanked everyone for what they had done to make his Presidency successful.

Report of the Executive Director

President Paese asked the Executive Director to present his report. The Executive Director said the association continues to be in relatively good shape financially. He presented money currently available (2/7/2009) totals:

Checking account: \$109,127

Money Market: \$89,961

Reserves: about \$156,369 (as of December 2008)

He is working with the auditing firm to complete the review of ATE's assets and financial position, which will be used for the Form 990 which will be submitted to the IRS. The association had been granted the automatic extension for filing Form 990. ATE's Form 990 will be filed by April 15 to meet the new deadline.

He said the Board was working on a budget for the next fiscal year that would be fairly conservative in light of economic conditions but which would provide a projected addition to the reserve fund. He discussed membership levels and noted that had dipped somewhat recently, but he felt this was because of difficulties with the renewal process. He felt by the end of the spring renewal mailings should have been sent out and membership levels would be back where they should be. He pledged to work very closely with the reorganized membership-association development committee to develop new marketing and promotion materials and reach out to new groups of people.

ATE's current office lease in Manassas Park, Virginia, expires March 1, 2009, and the Executive Director has received a proposed new lease from the landlord for the space. The Board approved the new lease, which starts at \$1100 per month with a 3% escalation factor per year. Including utilities, storage space, and all other costs, ATE will still be paying significantly less for office space at 8503 Euclid, Suite 4, Manassas Park, than we were paying for the office space in Reston three years ago.

The Executive Director thanked the Delegate Assembly and said he'd be glad to answer any questions at any time.

Report on the 2009 Annual Meeting

President Paese introduced ATE Past President and Distinguished Member Ed Pultorak, who served as Chair of the 2009 Annual Meeting, to discuss the Dallas program and other features. He thanked Billy Dixon for his work putting the meeting together, especially with the problems created by the hotel renovation in some of the meeting space. He asked Delegates to encourage other attendees to respond to hotel changes with flexibility and understanding.

Ed Pultorak said attendance was good for Dallas, especially with the pre-service strand. He expected close to 500 young people to attend the pre-service strand. (Note: actual attendance for the pre-service strand was over 500.)

He noted several first-time initiatives for the 2009 Annual Meeting, including:

- A new web-based proposal submission system that had made proposal submissions easier and reviews much more efficient.
- An initiative by Past President and Distinguished Member Robert Houston to encourages sponsorships from deans of Texas colleges and universities, and this initiative had brought in more than \$20,000.
- A "Valentine's Night" with dinner and dancing, something new to share with ATE family.
- The opportunity to win an interactive whiteboard donated by Promethean.

- The 21st Century Classroom, presenting different ways to use technology put together by the Technology Committee with assistance from Apple Computers, Promethean, and other vendors.
- An award to the state unit sending the most members to ATE's Annual Meeting in Dallas and the state unit with the most new members. Awards in both instances are copies of the *Handbook of Research in Teacher Education*.
- The opportunity to interact with new President of NCATE, James Cibulka, through a "fireside chat" and a presentation during the first General Session.

He appreciated the opportunity to serve as Chair and urged everyone to enjoy the ATE 2009 Annual Meeting.

Report on the 2008 Summer Conference

President Paese asked James Alouf to present the report on the 2008 Summer Conference held in Washington, D.C. The conference attracted a lot of people and made money for the association. He said the workshops, NCATE and the Carol Tomlinson workshop in particular were very well received.

He discussed the speakers for the conference. Michelle Rhee cancelled at the last minute, but her office sent Jason Kamras, a former National Teacher of the Year who gave an excellent talk. Mary Futrell was very well received, and Tom Carroll of NCTAF gave an interesting talk on technology.

He thanked everyone for their work helping to make the Summer Conference successful.

Report on Future Meetings

President Paese asked Billy Dixon to present the report on future meetings. He discussed meeting room changes at the current meeting necessitated by hotel renovations. He went over all changes and described how the hotel was helping to ease any confusion.

He then discussed future Annual Meeting sites which had been agreed to, listed in the Program Book on page 8.

2010: Hilton Chicago

2011: Caribe Royale, Orlando

2012: San Antonio Hyatt Grand Hotel on the Riverwalk

2013: Hyatt Atlanta

2014: St. Louis, now the Hyatt Regency Riverfront (used to be Adam's Mark)

2015: Not set

2016: Hilton Chicago

He then listed sites for the Summer Conference which have been approved:

2009: John Ascuaga's Nugget, Reno

2010: Crown Center in Kansas City

2011: Philadelphia Hyatt (Billy mentioned that this site had produced the highest net income for a Summer Conference ever in 2006)

2012: Hyatt Regency Cambridge (This site had produced the highest attendance for a Summer Conference ever in 2004)

2013: Hyatt Regency Washington

Report on Leadership Academy

President Paese asked Past President and Distinguished Member Robert Houston to present the report on the Leadership Academy. He discussed the history of the Leadership Academy and how participants were selected. He said Pearson/NES through the valued support of Richard Allan had sponsored it since its initiation. The Leadership Academy in Dallas would focus on exploring Museum Education includes visits to two museums and discussions with docents and museum specialists. He asked Delegates to keep the Leadership Academy in mind throughout the year and forward suggestions for participants to him.

Nominations and Elections Committee Report

President Paese asked Gwendolyn Middlebrooks to present the first Nominations and Elections report. Four positions, one President-Elect, one College University Board, and Two at-Large Board positions are available.

The committee is conducting interviews in Dallas using a rubric to review nominations. They welcome suggestions. She will present a final report from the committee tomorrow.

Corporate Bylaws Committee Report

President Paese asked Ann Shelly to present the report from the Corporate Bylaws Committee. The Corporate Bylaws Committee recommends approval of "Final Report of Governance Task Force" amendments. The Final Report is appended to these minutes.

Motion to approve the "Final Report of Governance Task Force" amendments to ATE's Bylaws. This was a motion from the Corporate Bylaws Committee and did not require a second. President Paese asked for discussion and there was none. The motion passed.

Ann Shelly then discussed the amendments to the Bylaws that had been passed by the Delegate Assembly in New Orleans as a first reading. She went over the amendments and said the Corporate Bylaws Committee recommended the approval as a second reading of the Bylaws amendments that were passed last year.

Motion to approve the Bylaws amendments that were passed last year as a second reading. This was a motion from the Corporate Bylaws Committee and did not require a second. President Paese asked for discussion and there was none. The motion passed.

Ann Shelly said the Corporate Bylaws Committee recommends an amendment to the Bylaws which would create a Committee on Committees. This would constitute a first reading of the amendment.

Motion to approve the Bylaws amendment that would create a Committee on Committees. This was a motion from the Corporate Bylaws Committee and did not require a second. President Paese asked for discussion, and a friendly amendment to remove the words “Bylaws Task Force developed” before “ATE Operations and Procedures Manual” was accepted. The motion passed.

Report on Standards for Teacher Educators

President Paese asked Robert Fisher, chair of the ATE Standards Task Force, to present the report on the Standards for Teacher Educators. He thanked the Board and Delegate Assembly for supporting his Task Force’s work. He mentioned the Task Force’s accomplishments:

--The new Standards have been published on ATE’s website.

--Professional brochures outlining the Standards have been printed and will be distributed.

--The Task Force has been making presentations on ATE’s Standards in a variety of venues, with information on presentations in Delegates’ packets.

He asked for Delegates’ reaction to the Standards themselves. The Task Force is trying as a next step to determine how the Standards are received and how they will be utilized. They are intended to help provide operational definitions of what a teacher is. How are they useful?

He noted the Standards would be applied to the strands for the current year meetings and hopefully those in the future as well. Almost everything that happens in ATE should relate to the Standards, he said.

President Paese thanked Robert Fisher for his work and the contributions of his Task Force.

Share Successes

President Paese asked Delegates to share the success of their units.

Scott Wise, Florida: Florida now has a full board of directors, and they have brought community colleges into the fold.

Kathryn Ruthkosky, Pennsylvania: The Pennsylvania Unit received an award from LFTE and is using it for assistance on professional development in the state.

Christina Pfister, New York: The New York Unit continues to have two successful conferences each year.

Tammie Brown, Arkansas: Arkansas has adopted ATE's Standards for the state. They have maintained good membership in the unit.

Beryle Baker, Georgia: The Georgia unit has established scholarship for two year students. They have had two excellent conferences.

Tim Larrabee, Michigan: The Michigan unit is clarifying its Standing Operations Procedural Manual (to be used by all standing committees) to be aligned with ATE's Operations and Procedures Manual.

Janet Mason, South Carolina: The South Carolina unit had a great regional meeting.

President Paese thanked everyone for attending and recessed the meeting at 6:00 p.m.

Call To Order

President Paese called the second session to order at 3:00 p.m. on Sunday, February 15.

Report of the Credentials Committee

Dean Cristol, Credentials Chair, reported that his committee seated 42 delegates representing 21 states. He said this is a quorum.

Report of the Council of Unit Presidents

President Paese asked Mary Goggins Selke, CUP Executive Secretary, to present the report of the Council of Unit Presidents. She said they met Sunday, February 15, from 10:00 a.m. to 12:00 Noon. They had 25 representatives from 15 states present. Their main action was to update the ATE CUP-LGA position statement, adding the most recent resolution on No Child Left Behind approved by the 2008 Delegate Assembly.

The Council of Unit Presidents also reviewed membership promotion and recruitment. They created an electronic membership handbook which would include patterns of membership recruitment and retention. Its purpose would be to impart variable units could control directly, and to provide a series of "how-to's" for membership development for units. It would include sections on recruitment and retention, increasing commitment, promoting image and showcasing identity.

Action items include:

- Follow-up on implementation of membership handbook and work with Membership Committee to keep them informed.
- Create a CUP clearinghouse including publications from the units such as calls for manuscripts.
- Recommend that CUP unit presidents be invited to be part of ATE's Leadership Academy.

The Council of Unit Presidents set a goal for the coming year to develop specific professional development activities that would provide preparation for leadership roles in state and regional units, with emphasis on executive directors and unit presidents.

Report of the Corporate Bylaws Committee

President Paese asked Ann Shelly to present the Corporate Bylaws Committee report.

She said the Committee is recommending two additional changes to ATE's Bylaws. If approved, these would constitute first readings for both changes.

The first change would be to add an additional section, Section 6, to Article IX, Sundry Provisions. Wording would be as follows:

Section 6: Electronic Voting

The Association may use electronic voting provided that such voting:

- A. Be open for at least 30 days, and
- B. Allow voting by mail in addition to electronic voting.

All rules for such voting shall be posted on the Association website.

Motion to approve the addition of Section 6 to Article IX, Sundry Provisions, of ATE's Bylaws that would allow electronic voting. This was a motion from the Corporate Bylaws Committee and did not require a second. President Paese asked for discussion, and Ann Shelly was asked why thirty days was selected. She said thirty days seems to work pretty well. There was no further discussion, and the motion passed.

The second amendment was a change to Article III, Officers, Section 6, General Duties of Officers, paragraph D (14): Executive Director. This amendment would change the word "nominate" to "hire," so the paragraph would read: "...shall ~~nominate~~ hire all professional staff when a vacancy in that office occurs."

Motion to approve the change in wording in Article III, Section 6, paragraph D (14) from "nominate" to "hire." This was a motion from the Corporate Bylaws Committee and did

not require a second. President Paese asked for discussion, and there was none. The motion passed.

Ann Shelly reminded the Delegate Assembly that these two amendments were both first readings and would be brought up again in next year's Delegate Assembly meeting for second readings before the Bylaws would be changed.

Report of the Communications Committee

President Paese asked Nancy Gallavan to present the report of the Communications Committee. Four proposals have been proposed for publication and two are available for sale. The Commission on Teacher Education Standards and the Commission on Affective Teacher Education books have been released. Two more publications are in the process, and more will be coming soon.

She reported the Communications Committee has selected new co-Editors for the Yearbook. Cheryl Craig continues, Nancy Gallavan will replace Louise Deretchin.

Nancy Gallavan thanked the Delegate Assembly for allowing her to serve on the Communications Committee.

Report of the Fiscal Affairs Committee

President Paese asked Jon Engelhardt to present the report of the Fiscal Affairs Committee. He said the Committee had reviewed the Association finances and statements that were included in Delegate Assembly folders and they were satisfied that the Association was in good shape financially and information was available to all. He said the Committee recommends to the Executive Director that funds for the Leadership Foundation for Teacher Education be separated out from the Association income and expense reports. It is the Committee's judgment the Association's financial affairs are in good order. He thanked the Delegate Assembly for their attention and asked if there were any questions.

Report of the Legislative and Governmental Affairs Committee

President Paese asked Alicia Mendoza to present the report in place of Terry Blue. She suggested the Annual Meeting Planning Committee for Chicago might consider contacting Rahm Emmanuel as possible speaker. She would like LGA to rejoin working with CUP.

Report of the Standards and Performance Committee

President Paese asked Ann Shelly to present the report of the Standards and Performance Committee. She said the committee is presenting three items for consideration by the Delegate Assembly. First is a motion from the committee to approve an Educational Leadership Special Interest Group.

Motion to approve the creation of an Educational Leadership Special Interest Group. This was a motion from the Standards and Performance Committee and did not require a second. President Paese asked for discussion, and there was none. The motion passed. Ann Shelly said the Standards and Performance Committee had asked her to mention that the committee appreciates the tremendous amount of work Shirley Delucia has undertaken to organize the Special Interest Groups.

Each year the Standards and Performance Committee receives nominations for Distinguished Member status in the Association of Teacher Educators, and the committee can name up to two per year for this honor. Ann Shelly brought forward two nominations for Distinguished Member from the Standards and Performance Committee.

Motion to name Dr. Candace Wells a Distinguished Member of the Association of Teacher Educators. This was a motion from the Standards and Performance Committee and did not require a second. President Paese asked for discussion, and there was none. The motion passed. Dr. Candace Wells received a round of applause from the Delegates present.

Motion to name Dr. Carrie Robinson a Distinguished Member of the Association of Teacher Educators. This was a motion from the Standards and Performance Committee and did not require a second. President Paese asked for discussion, and there was none. The motion passed. Dr. Carrie Robinson received a round of applause from the Delegates present.

The third item the Standards and Performance Committee brought forward was a reminder that the Distinguished Membership Award is the one award ATE gives to its own in recognition of their contributions. Information and nomination forms are available on ATE's website.

Report of the Leadership Foundation for Teacher Education

President Paese asked Cynthia Haggard, chair of the Leadership Foundation for Teacher Education Advisory Council to present the LFTE report. She reported that the first Peggy Witliff Award will be presented to a new ATE member, with pre-k-12 personnel eligible. The Stevenson Scholarship this year was awarded to William Young. The LFTE Advisory Council voted to give the Pennsylvania PACTE group a matching grant. She urged the Council of Unit Presidents to encourage states to apply for matching similar matching grants.

The LFTE Advisory Council is considering a proposal on managing its investment portfolio and has appointed a subcommittee to investigate this further.

She noted the passing of Duaine Lang and said LFTE had lost a tireless and enthusiastic supporter. The Advisory Council was considering ways to find someone to pick up Duaine's enormous responsibilities for LFTE.

Report of the Nominations and Elections and Elections Committee

Gwendolyn Middlebrooks said her committee had interviewed prospects for seats on the Board and was pleased to present the following slate:

For President-Elect: James Alouf

Motion by Whiteman, Ohio, seconded by Estes, Texas, to close nominations for President-Elect. Motion passed.

For College-University Representative: Nancy Gallavan

Motion by Nicholas, Maryland, seconded by Brown, Tennessee, to nominate Linda Houser for College-University Representative. Motion passed.

For At-Large Representative: Cari Klecka,

Motion by Auton, Virginia, seconded by Young, Virginia, to nominate Janet Mason for At-Large Representative. Motion passed.

For At-Large Representative: Patricia Tate and George Fero.

Motion to close the nominations to the Board of Directors by Austin, Indiana, seconded by Dorton, Indiana. The motion passed.

Gwendolyn Middlebrooks reminded the floor nominees that there would be a two week deadline for them to get nomination information to the ATE office.

Report of the 2010 Annual Meeting Planning Committee

President Paese asked Linda Houser and Emma Savage-Davis, co-chairs of the 2010 Annual Meeting Planning Committee, to report on plans for that meeting. The 2010 Annual Meeting will be held in Chicago at the Hilton Chicago, February 13-17, 2010. Theme for the meeting will be **Owning the Future through ACTION: An Inclusive Vision for Teacher Education**. They said this would be the first Annual Meeting to link the ATE's Teacher Education Standards to meeting presentations. They urged everyone to attend.

Report of the 2009 Summer Conference Planning Committee

President Paese asked Shirley Lefever-Davis and Ann Shelly, co-chairs of the 2009 Summer Conference Planning Committee, to discuss that meeting. The 2009 Summer Conference will be held at John Ascuaga's Nugget Resort Casino and Hotel, Reno, Nevada, August 1-5, 2009. Theme for the meeting will be **Owning the Future through ACTION: An Inclusive Vision for Teacher Education**. They urged everyone to attend.

New Business

President Paese asked if there was any new business. The Executive Director asked the Delegate Assembly to consider the Sample Governance Policies which were included in Delegate folders. He said these policies had been developed by the American Society of Association Executives' Legal Counsel for associations to use in completing the new Form 990s required by the U.S. Internal Revenue Service. According to ASAE's Legal Counsel, "To a significant extent, the revised Form 990 is IRS's reaction to concerns expressed by key committees in Congress for greater disclosure and improved governance in nonprofit tax-exempt organizations. IRS also asserts its view that appropriate governance enhances compliance with federal income tax exemption requirements.

"Among other new features, the form asks in Part VI if the filing organization has adopted a series of five governance policies; the organization must answer "yes" or "no" for each. While a "no" answer does not indicate any violation of law or inconsistency with federal income tax exemption requirements, it could trigger scrutiny by the IRS. To minimize that risk, many organizations using the new form will want to be able to answer "yes" to all five of these governance policy questions."

The Executive Director said the five policies had been modified to fit the Association of Teacher Educators, and he suggested the Delegate Assembly might want to approve the policies so the questions in Part VI of Form 990 could be answered "yes." The five policies are (1) Conflict of Interest Policy; (2) Whistleblower Policy; (3) Document Retention and Destruction Policy; (4) Policy on the Process for Determining Compensation; and (5) Joint Venture Policy. The policies are included in these minutes as an appendix.

President Paese asked for a motion to approve the policies.

Motion by Walsh, Michigan, seconded by Nicholas, Maryland, to approve the five policies. The motion passed.

Jim Whiteman asked the Delegate Assembly members to give a standing ovation to Paul Paese in recognition of the work he had done for the association during his year as ATE President. Everyone stood and applauded.

President Paese thanked the Delegate Assembly and asked for a motion to adjourn.

Motion by Nicholas, Maryland, seconded by Dorton, Indiana, to adjourn. President Paese adjourned the meeting at about 4:00 p.m.

Appendix I: Policies

Association of Teacher Educators Conflict of Interest Policy

This Conflict of Interest Policy of Association of Teacher Educators: (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. **Definition of conflicts of interest.** A conflict of interest arises when a person in a position of authority over the Organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
2. **Individuals covered.** Persons covered by this policy are the Organization's officers, directors, chief employed executive and chief employed finance executive.
3. **Facilitation of disclosure.** Persons covered by this policy will annually disclose or update to the Chairman of the Board of Directors on a form provided by the Organization their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
4. **Procedures to manage conflicts.** For each interest disclosed to the Chairman of the Board of Directors, the Chairman will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the Organization; or (d) ask the person to resign from his or her position in the Organization or, if the person refuses to resign, become subject to possible removal in accordance with the Organization's removal procedures. The Organization's chief employed executive and chief employed finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Chairman of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

Association of Teacher Educators Whistleblower Policy

This Whistleblower Policy of Association of Teacher Educators: (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Organization; (2) specifies that the Organization will protect the person from retaliation; and (3) identifies where such information can be reported.

1. **Encouragement of reporting.** The Organization encourages complaints, reports or inquiries about illegal practices or serious violations of the Organization's policies, including illegal or improper conduct by the Organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Organization has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Organization's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. **Protection from retaliation.** The Organization prohibits retaliation by or on behalf of the Organization against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Organization reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. **Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Organization's chief employed executive or Chairman of the Board of Directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to ATE's Legal Counsel, George E. Cranwell, Esq., 4113 Lee Highway, Arlington, VA 22207. The Organization will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Organization may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

Association of Teacher Educators

Document Retention and Destruction Policy

This Document Retention and Destruction Policy of Association of Teacher Educators identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the Organization's documents and records.

1. **Rules.** The Organization's staff, volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Human Resources, Legal or Administrative staffs/departments or their equivalents; (b) all other paper documents will be destroyed after three years; (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year; and (d) **no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.**

2. **Terms for retention.**

a. Retain permanently:

Governance records – Charter and amendments, Bylaws, other organizational documents, governing board and board committee minutes.

Tax records – Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.

Intellectual property records – Copyright and trademark registrations and samples of protected works.

Financial records – Audited financial statements, attorney contingent liability letters.

b. Retain for ten years:

Pension and benefit records -- Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.

Government relations records – State and federal lobbying and political contribution reports and supporting records.

c. Retain for three years:

Employee/employment records – Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of basis for independent contractor status (retain for all current employees and independent contractors and for three years after departure of each individual).

Lease, insurance, and contract/license records – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain

- during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).
- d. Retain for one year:
All other electronic records, documents and files – Correspondence files, past budgets, bank statements, publications, employee manuals/policies and procedures, survey information.
3. **Exceptions.** Exceptions to these rules and terms for retention may be granted only by the Organization’s chief staff executive or Chairman of the Board.

Association of Teacher Educators

Policy on the Process for Determining Compensation

This Policy on the Process for Determining Compensation of Association of Teacher Educators applies to the compensation of the following persons employed by the Organization:

xx The Organization's **chief employed executive**¹ (CHECK IF APPLICABLE)
 Other **Officers**² or **Key Employees**³ of the Organization by title: _____

_____ (CHECK IF APPLICABLE; SUPPLY TITLES).

The process includes all of these elements: (1) review and approval by the board of directors or compensation committee of the Organization; (2) use of data as to comparable compensation; and (3) contemporaneous documentation and recordkeeping.

1. **Review and approval.** The compensation of the person is reviewed and approved by the board of directors or compensation committee of the Organization, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.
2. **Use of data as to comparable compensation.** The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.
3. **Contemporaneous documentation and recordkeeping.** There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

¹ **Chief employed executive** – The CEO (i.e., Chief Executive Officer), executive director, or top management official (i.e., a person who has ultimate responsibility for implementing the decisions of the Organization's governing body or for supervising the management, administration, or operations of the Organization).

² **Officer** – A person elected or appointed to manage the Organization's daily operations, such as a president, vice-president, secretary or treasurer. The officers of the Organization are determined by reference to its organizing document, bylaws, or resolutions of its governing body, or as otherwise designated consistent with state law, but at a minimum include those officers required by applicable state law. Include as officers the Organization's top management official and top financial official (the person who has ultimate responsibility for managing the Organization's finances).

³ **Key Employee** – An employee of the Organization who meets all three of the following tests: (a) \$150,000 Test: receives reportable compensation from the Organization and all related organizations in excess of \$150,000 for the year; (b) Responsibility Test: the employee: (i) has responsibility, powers, or influence over the Organization as a whole that is similar to those of officers, directors, or trustees; (ii) manages a discrete segment or activity of the Organization that represents 10% or more of the activities, assets, income, or expenses of the Organization, as compared to the Organization as a whole; or (iii) has or shares authority to control or determine 10% or more of the Organization's capital expenditures, operating budget, or compensation for employees; and (c) Top 20 Test: is one of the 20 employees (that satisfy the \$150,000 Test and Responsibility Test) with the highest reportable compensation from the Organization and related organizations for the year.

Association of Teacher Educators Joint Venture Policy

This Joint Venture Policy of Association of Teacher Educators requires that the Organization evaluate its participation in joint venture arrangements under Federal tax law and take steps to safeguard the Organization's exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

A. Joint ventures or similar arrangements with taxable entities. For purposes of this policy, a joint venture or similar arrangement (or a "venture or arrangement") means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the Organization controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:

- (a) 95% or more of the venture's or arrangement's income for its tax year ending within the Organization's tax year is excluded from unrelated business income taxation [including but not limited to: (i) dividends, interest, and annuities; (ii) royalties; (iii) rent from real property and incidental related personal property except to the extent of debt-financing; and (iv) gains or losses from the sale of property]; and
- (b) the primary purpose of the Organization's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

2. Safeguards to ensure exempt status protection. The Organization will: (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the Organization's exempt status is protected; and (b) take steps to safeguard the Organization's exempt status with respect to the venture or arrangement. Some examples of safeguards include:

- (i) control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the organization;
- (ii) requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;
- (iii) that the venture or arrangement not engage in activities that would jeopardize the Organization's exemption; and
- (iv) that all contracts entered into with the organization be on terms that are arm's length or more favorable to the Organization.

Appendix II: Final Report of Governance Task Force

Suggested Changes to Standing Committee Responsibilities

Note: All recommended changes are in bold.

- A. *Association Development and Membership Committee* (No updated recommendations; charges merged from the two previous separate committees)
1. Shall annually solicit ideas from the membership, coordinate and communicate these ideas to the other standing committees, the Delegate Assembly and the Board of Directors, for the future development of the Association.
 2. Shall develop and implement membership recruitment;
 3. Shall develop and implement membership participation;
 4. Shall develop and implement membership recognition;
 5. Shall develop and implement membership retention;
 6. Shall promote membership development locally, regionally, and nationally;
 7. Shall be a broad-based, diverse committee, representative of all sections of the country and all levels of the educational establishment;
 8. Shall meet twice annually; and
 9. Shall work with the Executive Director and Board of Directors to maintain oversight of membership development.
- B. *Corporate Bylaws* (Charges merged from previous Standards and Performance Committee)
1. Shall be responsible for the language and format of the Corporate Bylaws;
 2. Shall prepare, consider and/or review amendments to the Corporate Bylaws in accordance with the purposes of the Association;
 3. Shall be responsible for the analysis of proposed amendments to the Corporate Bylaws and make recommendations to the Delegate Assembly and/or voting membership;

4. Shall file a statement of the current Corporate Bylaws annually to the Association office'
5. Shall develop and/or work with other professional organization in teacher education in the development of quality standards that refer to the intent and scope of the Association, and recommend for approval;
6. Shall serve as the study and recommending body for unit constitution;
7. Shall recommend censure, suspension, expulsion and reinstatement of members, units, and affiliated organizations, where appropriate;
8. Shall be empowered to hear grievances from members arising from Association policies and recommend procedures for resolving them;

C. *Credentials Committee* (No report related to changes)

1. Shall review the credentials of all unit representatives designated to serve as delegates to the Delegate Assembly;
2. Shall certify the seating of all eligible representatives as delegates;
3. Shall, if requested by an unseated representative, refer his/her status to the Delegate Assembly for final action.

D. *Fiscal Affairs Committee* (Changes in bold type)

1. Shall work with the Executive Director and the Board of Directors **in reporting** fiscal matters;
2. Shall work as a liaison with the Board of Directors to review the budget prepared by the Executive Director;
3. Shall serve as a channel for accepting fiscal information from the general membership and standing committees;
4. Shall provide the Delegate Assembly with a yearly status report of the fiscal matters of the Association;
5. Shall work with all standing committees to coordinate the generation of outside monies for special projects;
6. Shall identify and pursue external sources of operating capital.
7. **Shall, for the protection of both the Association and its Executive Director, designate a member of the committee whose responsibility is to**

annually (March or April) review the financial records (receipts and expenditures) of the Association, in addition to the annual professional review.

- E. *Honors and Awards Committee* (New charges approved by Task Force; #4 moved from Standards and Performance)
1. Shall obtain names of award nominees from selection committees/panels;
 2. Shall provide names of nominees to conference planning committee;
 3. Shall recommend guidelines for creation of new awards to the ATE Board of Directors;
 4. Shall evaluate recommendations and nominate candidates for distinguished membership and shall recommend the nominees to the Board of Directors and Delegate Assembly. Recommendations must be accompanied by documentation of fifteen years of consecutive membership and outstanding contributions to the Association and teacher education
 5. **Shall monitor the selection process each year and ensure that selection panels are successful in their charges.**
- F. *Legislative and Governmental Relations Committee*
1. Shall be a committee representative of all sections of the country and all levels of the educational establishment;
 2. Shall assign committee members to be responsible for **monitoring** legislative matters emanating from the states, Congress, and the U.S. Department of Education;
 3. Shall **work with the Bylaws Committee** to organize a system by which individuals from the Association will establish relationships with national and state legislative and governmental bodies;
 4. Shall **work with the ATE organizational leadership including but not limited to the ATE Executive Director, Current President, Past President, and/or members of the Board of Directors** to establish a relationship with the legislative chairpersons of other education-related organizations to share information and collaborate;
 5. Shall conduct membership training programs to improve working relations with education policy makers;

6. **Shall work with the Bylaws Committee to prepare and monitor membership training programs to improve working relations with political decision making bodies.**

G. Nominations and Elections Committee

1. Shall secure recommendations from authorized units and membership at-large for the offices to be filled;
2. Shall verify the eligibility of all prospective nominees through information furnished by the Association office;
3. Shall prepare a slate consisting of a minimum of two nominees for each office to be filled;
4. Shall secure from each nominee a resume of professional activities, which shall be furnished to the Executive Director for use in the preparation of the ballot;
5. Shall be responsible, in cooperation with the Executive Director, for **approving** the election ballots for mailing to the current eligible;
6. **Shall appoint two ATE members to work with the Executive Director for the receipt, counting and certification of the completed ballots and to be responsible for the simultaneous notification of the results to the Nominations and Elections committee chair and to the ATE Executive Director;**
7. Shall confirm that the ED has notified all candidates of the results and has publicized to all ATE members the names of those duly elected
8. Shall be responsible for developing guidelines for the conduct of campaigns, and for recommending these guidelines to the Delegate Assembly, for informing candidates of campaign guidelines and for monitoring and maintaining guidelines.

H. Professional Journal Committee (No reported recommendations for changes)

1. Shall meet at least twice annually;
2. Shall make content and publication decisions concerning the Association of Teacher Educators official journal;
3. Shall prepare and submit an annual budget request to the Fiscal Affairs Committee for consideration and in preparation of the budget;
4. Shall include the editor of the journal and his/her associates/assistants as ex-officio, non-voting members;

5. Shall develop and recommend to the Delegate Assembly, criteria and procedures for the selection of journal editor(s);

6. Shall review applications for the editorship and make recommendation to the Board of Directors and/or Delegate Assembly.

I. Public Relations and Communications Committee (Combined charges)

1. Shall develop and submit a program of publications and other types of communications media, except for the official journal, which conform to the guidelines as approved by the Delegate Assembly and/or the Board of Directors.

2. Shall be responsible for recommending appropriate changes in guidelines for publications and other types of communications media of the Association, except for the official journal, for approval of the Delegate Assembly and/or Board of Directors;

3. Shall regularly review the publications of the Association; except for the official journal;

4. Shall determine the specific publications or other media, except for the official journal, which best meet the priorities listed in the approved guidelines;

5. Shall deliver to the Executive Director recommended manuscripts and/or other media for technical editing, printing and distribution;

6. Shall assume no editorial responsibility for publications related to organizational maintenance such as the newsletter, Corporate Bylaws, committee procedures, programs for meetings, and position papers and policy statements of the organization.

7. Shall be responsible for planning a program to enhance the image and goals of the Association through print, electronic media and other sources;

8. Shall assist the Association office in development of publicity and publicizing association clinics, workshops, conferences, and other events;

9. Shall cooperate with the Executive Director in the production of materials and techniques to enhance the image of the Association.

J. Research Committee (No reported recommendations for changes)

1. Shall promote, initiate and coordinate program development and research, placing special emphasis on collaborative efforts;

2. Shall recognize and report exemplary research and program development efforts;

3. Shall identify and sanction needed research;
4. Shall submit recommendations for publications to the appropriate committees.

K. Resolutions Committee

1. Shall consider and formulate resolutions based upon:
 - A. the thinking and concern of the diverse membership,
 - B. the recommendations of authorized units,
 - C. the deliberations and actions of the Delegate Assembly, committees, and the Board of Directors,
2. Shall solicit and present with recommendations to the Delegate Assembly resolutions which state the principles, policies, and goals of the Association, and resolutions which direct action or state the position of the Association on matters of importance,
3. Shall collect and provide for the publications (electronically and in print) of all resolutions approved by the Delegate Assembly.
4. Shall review all resolutions passed by the Delegate Assembly five years before the current year for continued relevance and timeliness. The review will include actions taken by the Association related to the Resolution. The review will result in a recommendation to the Delegate Assembly to:
 - A. reaffirm a resolution,
 - B. delegate a resolution,
 - C. approve a revised/rewritten resolution, and/or
 - D. declare a resolution “historical” and no longer in effect.

L. Diversity Committee

1. Shall promote, initiate, and coordinate programs and initiatives in ATE related to diversity;
2. Shall make reports and recommendations to the Board of Directors regarding diversity in ATE.

M. Technology and the Future of Teacher Education Committee

1. Shall inform members of the Association on emerging trends in technology and their applications in teacher education;
2. Shall work with national meeting planning committees and the leadership of the Association to integrate technology trends into the programs of national meetings;

3. Shall work with the elected leadership of the Association and the Executive Director to increase the technological capability of the association and its operations;
6. Shall work with the Executive Director to seek external support for the Association's efforts in increased technology;
5. May invite representatives of the private sector and funding agencies to ex-officio membership on the Committee, with approval of the Board of Directors, to build linkages for the Association with those organizations;
6. Shall make an annual report to the Delegate Assembly on its activities.

Committee on Committees

Add to Bylaws Article V, Section 2, page 14, rules for initial membership, as follows:

The Committee on Committees shall be composed of nine appointed members. At its inception, three members shall be appointed to serve for one year, three for two years, and three for three years, to establish the normal rotation.

Recommended Charges/Responsibilities

1. Shall receive and review all requests for new committees;
2. Shall verify that proposed new committees do not duplicate existing committees;
3. Shall oversee standing committees regarding whether they are following and achieving their responsibilities;
4. Shall annually analyze the need for new standing committee responsibilities;
5. Shall oversee all responsibilities, review any proposed changes, and oversee standing committees' compliance with Corporate Bylaws;
6. Shall develop a Standing Operations Procedural Manual to be used by all standing committees (to be aligned with the Bylaws Task Force developed ATE Operations and Procedures Manual)
7. Shall assist the President in identifying potential committee members.

Honors and Awards Committee

Add to Bylaws, Article V, Section 2, page 14

The Honors and Awards Committee shall be composed of at least six appointed members, one of whom is an active Association member who holds the title of Distinguished Member. At its inception, two members shall be appointed to serve for one year, two for two years, and two for three years, to establish the normal rotation.

Add to the charges/responsibilities approved for first reading in 2008 (New Orleans), the following:

Shall monitor the selection process each year and ensure that selection panels are successful in their charges.

Rules for Reviewing and Approving New Standing Committees

1. Any proposed committee must advance the mission of the Association of Teacher Educators;
2. If a committee exists with a purpose that is in concert with the identified purpose of the proposed committee, the nominating person should work with the ATE Board of Directors and the current chair of the related committee to determine the feasibility of merging the proposed committee with the existing committee. If this is accomplished, the appointment of members for the merged committee must follow the standard rules for appointment members and a chair;
3. If the proposed committee has no relationship to an existing standing committee, the ATE Corporate Bylaws Committee and the Membership and Association Development Committee will first review the proposal to determine whether or not the proposed committee is in concert with the mission of ATE;
4. After these two committees review the proposal, the ATE Board of Directors will make a decision as to whether or not the committee should be appointed and added to the list of standing committees.