American Association of Collegiate Registrars and Admissions Officers
Minutes of the Meeting of the Board of Directors
December 3-4, 2009

Board Members in Attendance: Sam Conte, Cherie Hatlem, Betty Huff, Adrienne McDay, Glenn Munson, Wanda Simpson Munson, Michele Sandlin (via telephone), Jeffrey von Munkwitz-Smith, Robert Watkins, Paul Wiley

Staff Members in Attendance: Janie Barnett, Barmak Nassirian, Matt Ogle, Jeff Petrucci, Jerome Sullivan

Call to Order
President Simpson Munson called the meeting to order at 10:56 a.m. Eastern Time.

Approval of Agenda
MOTION 2009.12.01 – It was duly moved and seconded that the agenda be approved as presented. ADOPTED

Reading and Approval of Minutes
MOTION 2009.12.02 – It was duly moved and seconded to approve the minutes from the meeting of the Board of Directors via conference call on November 18, 2009 as amended. ADOPTED

Reports of Board Committees

Finance & Investments Committee
The chair of the Finance & Investments Committee presented its report.
MOTION 2009.12.03 – It was duly moved and seconded to shift $1.5 million from operating reserves to the three long-term investment funds over the next 12 months, using the proportions detailed in the AACRAO Investment Policy. ADOPTED

Compensation Committee
The chair of the Compensation Committee presented its report.

Governance Committee
The chair of the Governance Committee presented its report.

Audit Committee
The chair of the Audit Committee presented its report.

Strategic Planning Committee
The chair of the Strategic Planning Committee presented its report.

Program Review & Development Committee
The chair of the Program Review & Development Committee presented its report.

President Simpson-Munson ordered the reports to be filed.

Reports of Individual Officers

Vice President Munson

- Reported on the results of the latest Registrar 101 workshop.

Vice President Conte

- Provided a synopsis of the October 2009 financial report.

Vice President Hatlem

- Received first draft of proposed agenda for the State & Regional meeting at the annual conference.

Vice President von Munkwitz-Smith

- Reported on the status of the leadership of the SPEEDE Committee.

Vice President Watkins

- Reported that people have been added to international education committees.
- Reported on the results of the EDGE meeting.

Vice President McDay

- Reported on the status of her communication with various groups under her area of responsibility.

Past President Wiley

- Reminded the Board of the deadline to submit award nominees.

President-Elect Huff

- Discussed upcoming meeting with Program Committee.

President Simpson-Munson

- Discussed the "Schedule at a Glance" for the Annual Meeting in New Orleans.

President Simpson-Munson ordered the reports to be filed.

Reports from Ad Hoc Committees

Ethics Task Force – the Board reviewed the proposed Professional Practices and Ethical Standards document from the Ethics Task Force.
MOTION 2009.12.04 – It was duly moved and seconded to accept and endorse the revised Statement of Professional Ethics and Practices. ADOPTED

Board Meeting in Recess – 4:56 p.m. Eastern Time (12/3/09)

Board Reconvened – 9:10 a.m. Eastern Time (12/4/09)

Reports from Ad Hoc Committees, continued

Public Policy Task Force – Associate Executive Director Nassirian updated the Board on the status of current and anticipated public policy issues.

Governance Task Force – the Board discussed the report from the Governance Task Force.

MOTION 2009.12.05 – It was duly moved and seconded that the Board endorse in principle the first recommendation in the initial report of the Governance Task Force. Vice President Munson called for a roll call vote. DEFEATED (by a vote of five to three)

Unfinished/Old Business

Action Items – the Board's action items list was reviewed and updated.

Leadership Project – Executive Director Sullivan updated the Board on the status of the Leadership Project with Vanderbilt University.

Report of Executive Director
Executive Director Sullivan presented a review of the highlights of his written report.

President Simpson-Munson ordered the Executive Director's report filed.

Executive Session
The Board of Directors met in Executive Session.

Reports from Ad Hoc Committees, continued

Governance Task Force (continued) – the Board continued with discussion of the report from the Governance Task Force.
MOTION 2009.12.06 – it was duly moved and seconded that the Board acknowledges receipt of the initial report of the Governance Task Force and thanks the Task Force for its hard work. The Board looks forward to reviewing and discussing its recommendations in detail in the coming months. ADOPTED

Adjournment
MOTION 2009.12.07 – It was duly moved and seconded that the Board of Directors meeting be adjourned. ADOPTED
The Board of Directors meeting adjourned at 5:55 p.m. Eastern Time.

Attachments
Board of Directors Meeting Minutes, November 2009
Board of Directors Financial Update, October 2009
Audit Committee Report
Schedule-at-a-Glance Draft
Executive Director Report
Governance Task Force Initial Report to the Board of Directors

American Association of Collegiate Registrars and Admissions Officers
Minutes of the Meeting of the Board of Directors
November 18, 2009
via Conference Call

Board Members in Attendance: Sam Conte, Cherie Hatlem, Betty Huff, Adrienne McDay, Glenn Munson, Wanda Simpson Munson, Jeffrey von Munkwitz-Smith, Robert Watkins, Paul Wiley

Staff Members in Attendance: Matt Ogle, Jerome Sullivan

Call to Order
President Simpson Munson called the meeting to order at 2:04 p.m. Central Time.

Approval of Agenda
MOTION 2009.11.01 – It was duly moved and seconded that the agenda be approved as amended. ADOPTED

Approval of Minutes
MOTION 2009.11.02 – It was duly moved and seconded to approve the minutes from the meeting of the Board of Directors on October 15-17, 2009. ADOPTED

Reports of Individual Officers
President-Elect Huff presented an update of the conference program
MOTION 2009.11.03 – It was duly moved and seconded to nominate Stan DeMerritt as Program Committee Vice-Chair for 2010-2011. ADOPTED

Vice President Conte presented the pre-audit financial report for the end of the fiscal year (September 30, 2009.

President Simpson-Munson presented an update on the Centennial Celebration.

Past-President Wiley presented an update on the Governance Task Force.
MOTION 2009.11.04 – It was duly moved and seconded to advise the Governance Task Force to consider incorporating the principles prepared by Past President Wiley, Vice President von Munkwitz-Smith, and Executive Director Sullivan into their original report. ADOPTED

Executive Director Report
Executive Director Sullivan presented his report on the SEM conference.

President Simpson Munson ordered the reports filed.

Discuss Agenda for December 2-5, 2009 BOD Meeting (Washington, D.C.)
The Board discussed the tentative agenda for the December Board of Directors meeting.

Executive Session
The Board of Directors met in executive session.

Adjournment
MOTION 2009.11.05 – It was duly moved and seconded that the Board of Directors meeting be adjourned. ADOPTED

The Board of Directors meeting adjourned at 3:14 p.m. Central Time.

Attachments
Board of Directors Financial Update, September 2009

AACRAO Monthly Financial Update

Highlights | Fiscal Year 2009 | October 2009

Presented: Jerry Sullivan and Samuel Conte

Overview

AACRAO's financial statements for the first month (October) of the new fiscal year (FY 2010) are reporting total operating revenue in excess of expenses by $42,192.

The Association's investments portfolio resulted in net loss of ($41,068) for the month compared to net loss of ($81,333) for the entire fiscal year ending September 30, 2009.

AACRAO's combined operating and investment activities generated a surplus of $1,124 for the month of October.

Financial Position

The following summarizes AACRAO's financial position as of:

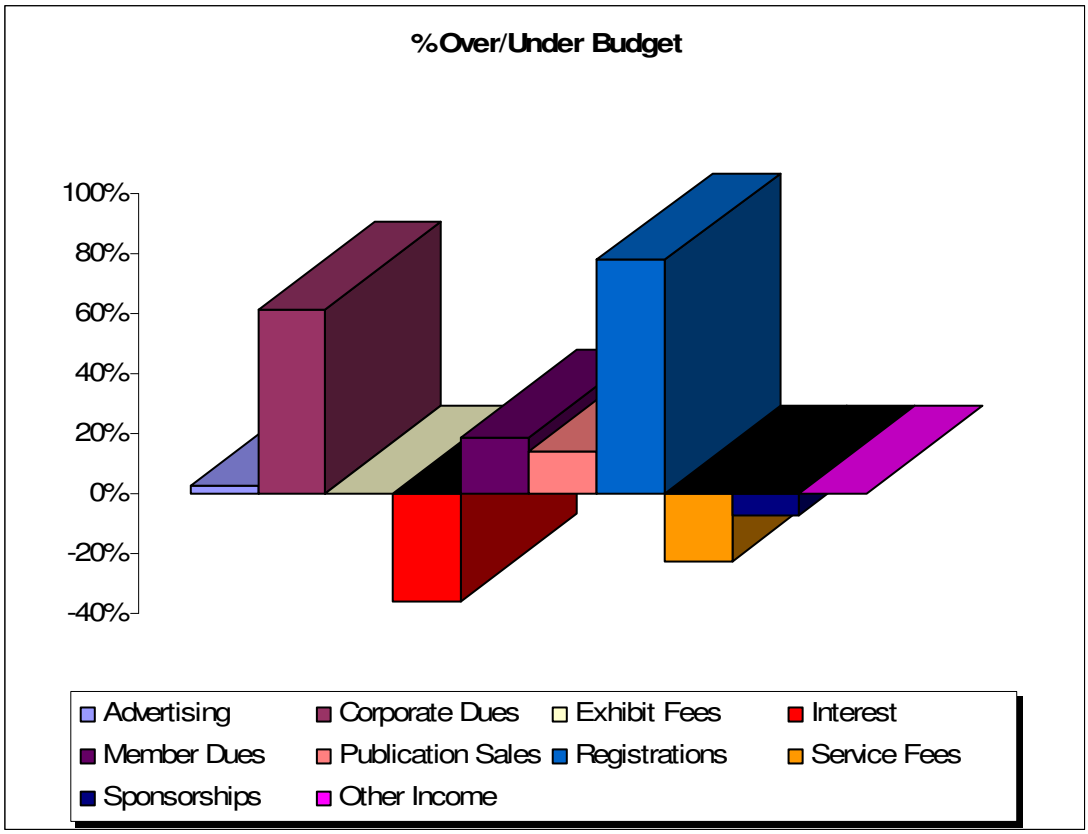
	October 2009	September 2009	Change
Cash	**$1,346,434**	$1,051,639	$294,795
Investments	**5,562,636**	5,602,385	($39,749)
Accounts Receivable	**213,231**	160,881	52,350
Prepaid Expenses	**253,127**	212,179	40,948
Total Assets	**7,716,911**	7,363,088	**353,823**
Accounts Payable	**133,770**	96,541	37,229
Unearned Income	**2,405,895**	2,090,435	315,460
Total Liabilities	**2,899,335**	2,546,637	**352,698**
Net Assets	**$4,817,577**	**$4,816,451**	**$1,124**

The change in cash reflects increase in monies collected for AACRAO's operating activities mainly related to SEM conference and membership dues. The change in investment portfolio reflects decline in the financial markets performance. Prepaid expenses increased during the month as a result of SEM conference related expenditures. The change in accounts payable reflects the increase in expenditures related to the SEM conference that were accrued in October. Unearned income distinctly increased during the month, primarily as a result of receipts related to SEM conference registrations and membership dues.

As a result of the cross over between the dues year (July through June) and the fiscal year (October through September), three months of 2009/2010 dues were recognized in FY 2008/2009 and the other nine months will be recognized in FY 2009/2010. For the 2008/2009 membership year, $2,415,435 was collected for membership dues and $121,675 for corporate dues. Dues notices for membership year 2009/2010 were mailed on May 19, 2009, a week earlier than the previous year. As of October 31, 2009, $2,153,405 and $87,233 has been collected for membership dues and corporate dues, respectively.

Statement of Activities

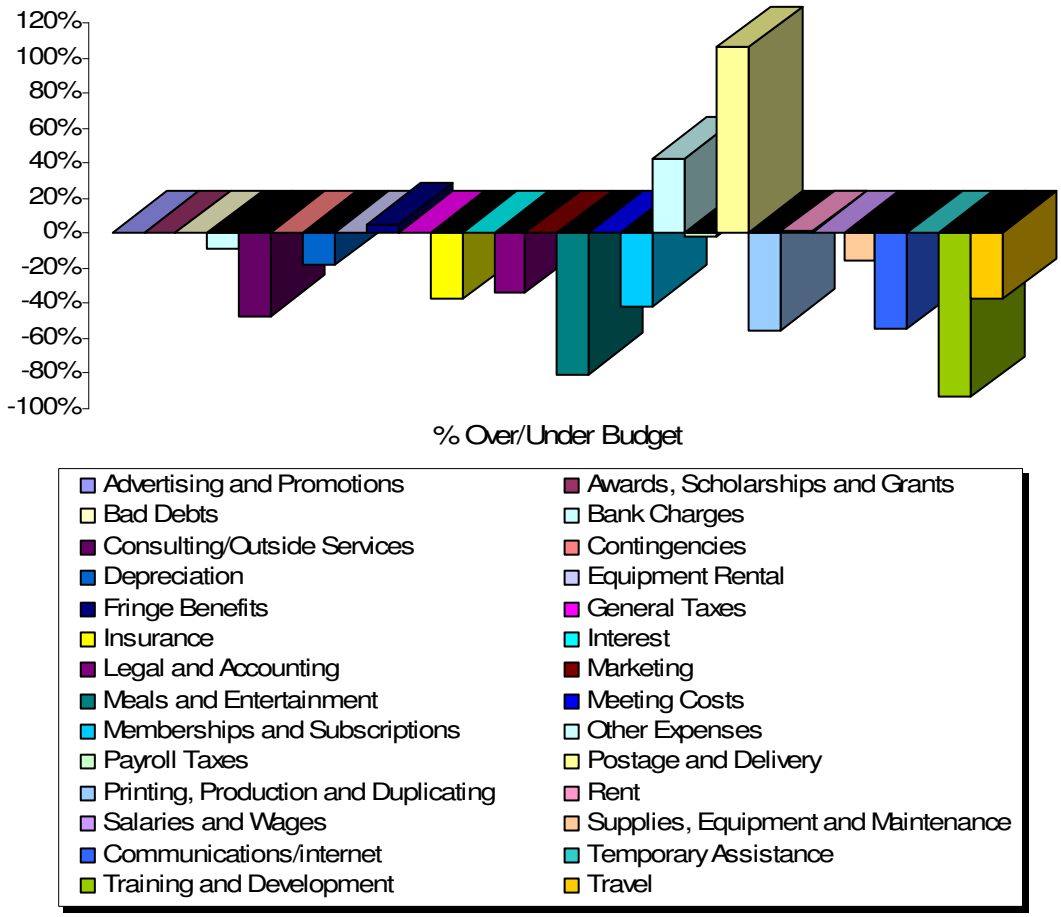
Revenue: Revenue generated for October totaled $474,079 or 103% of the month's budget (3% above budget expectations). Five revenue generating activities exceeded their budget target while others are either at or fell below expectations. The following chart summarizes the variances between actual and budget amounts:



Exceeding Expectations:
Advertising: 3% | $300
Corporate Dues: 62% | $5,000
Member Dues: 19% | $36,000
Publication Sales: 14% | $5,600
Registrations: 78% | $10,000

Publication sales revenue exceeded its budget target for the month. Registration revenue reported better than expected results due to online workshops and webinar held in October. Membership dues revenue also reported better than expected results.

Expenses: Expenses for the month of October, totaled $431,887 or 80% of the month's budget (20% below budget expectations). Three expense line items exceeded their budget target, while others remained at or below budget.

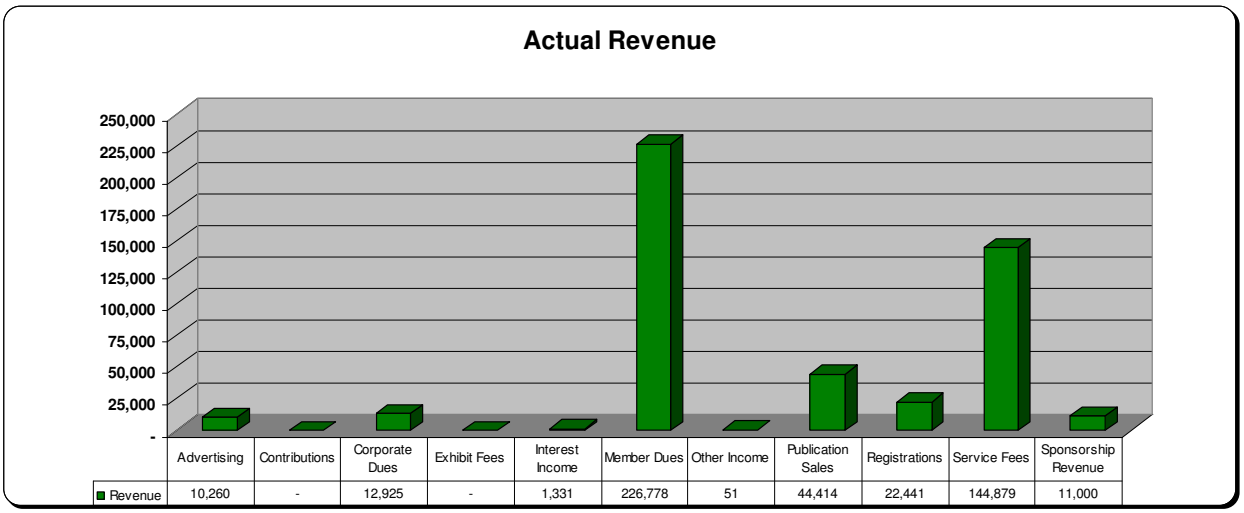


Exceeded Budget:

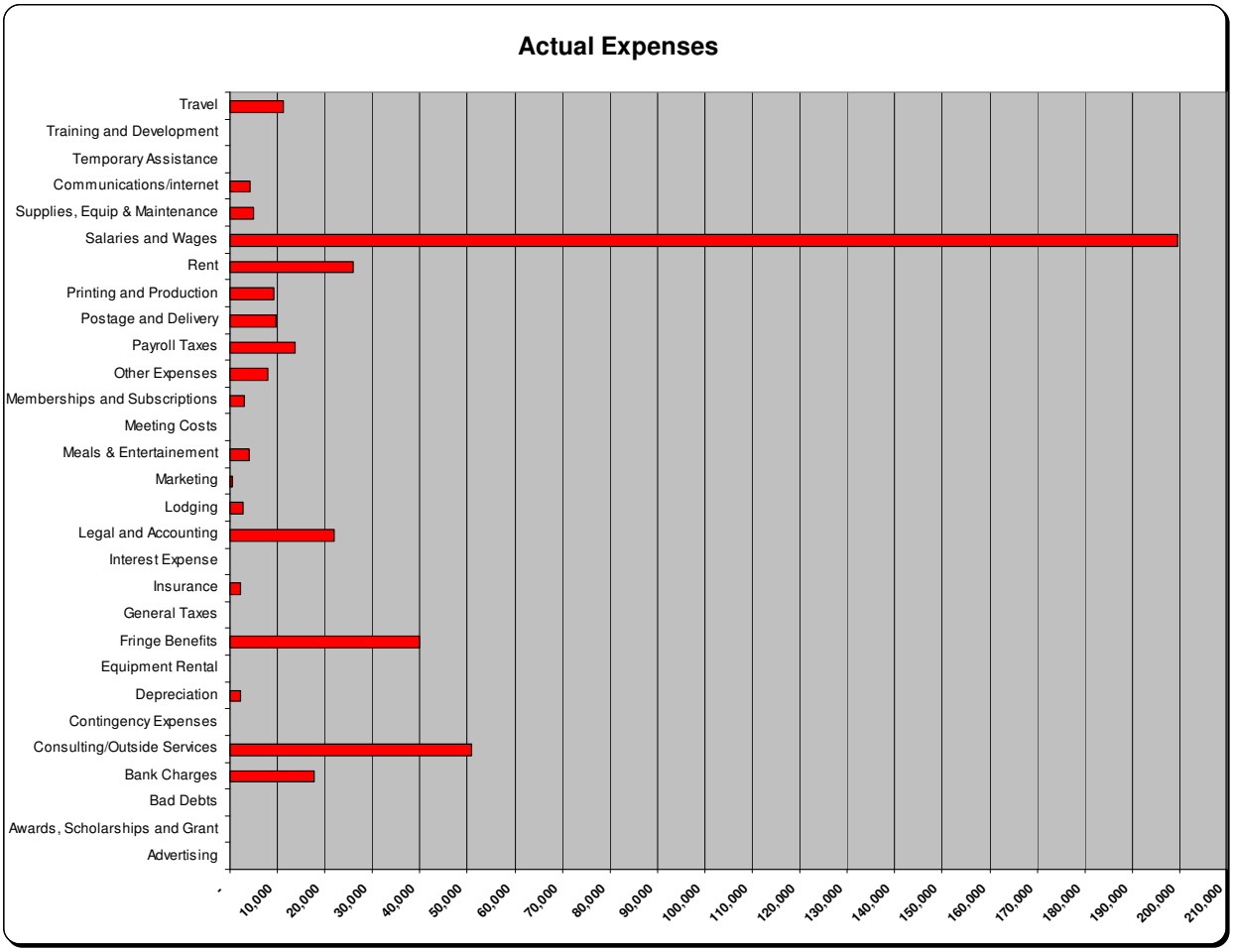
Lodging: 139% | $1,500
Other expenses: 43% | $2,500
Postage and Delivery: 106% | $5,000

The excess in the above expenses is attributable to timing differences between actual and budget.

AACRAO Revenue and Expense Analysis – Year-to-Date



	Advertising	Contributions	Corporate Dues	Exhibit Fees	Interest Income	Member Dues	Other Income	Publication Sales	Registrations	Service Fees	Sponsorship Revenue
Revenue	10,260	-	12,925	-	1,331	226,778	51	44,414	22,441	144,879	11,000



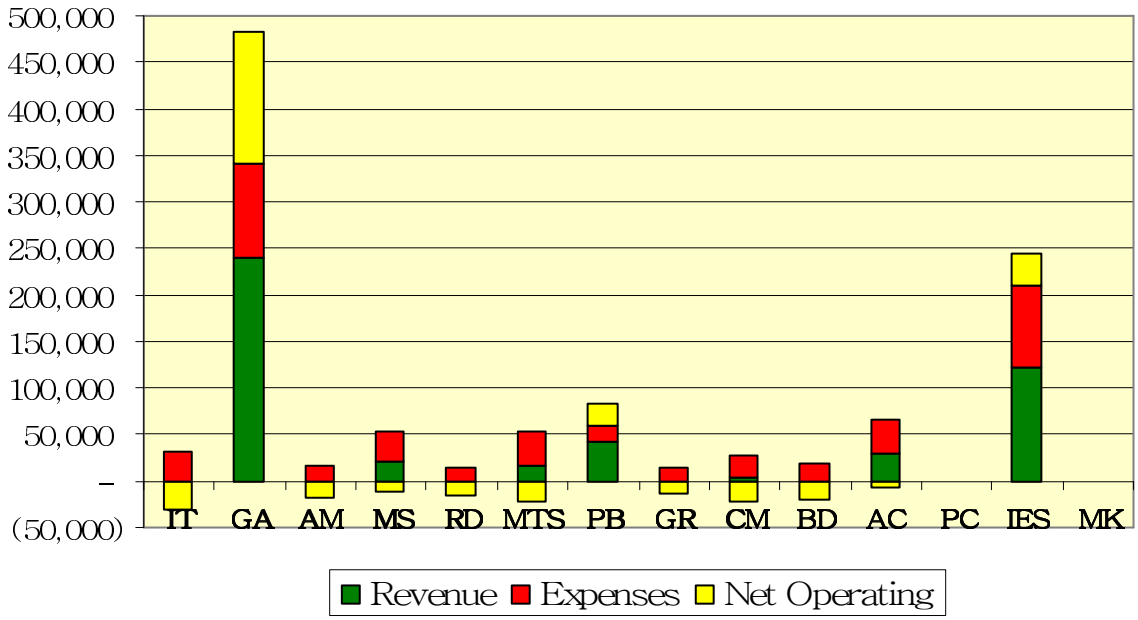
AACRAO Performance Analysis by Department

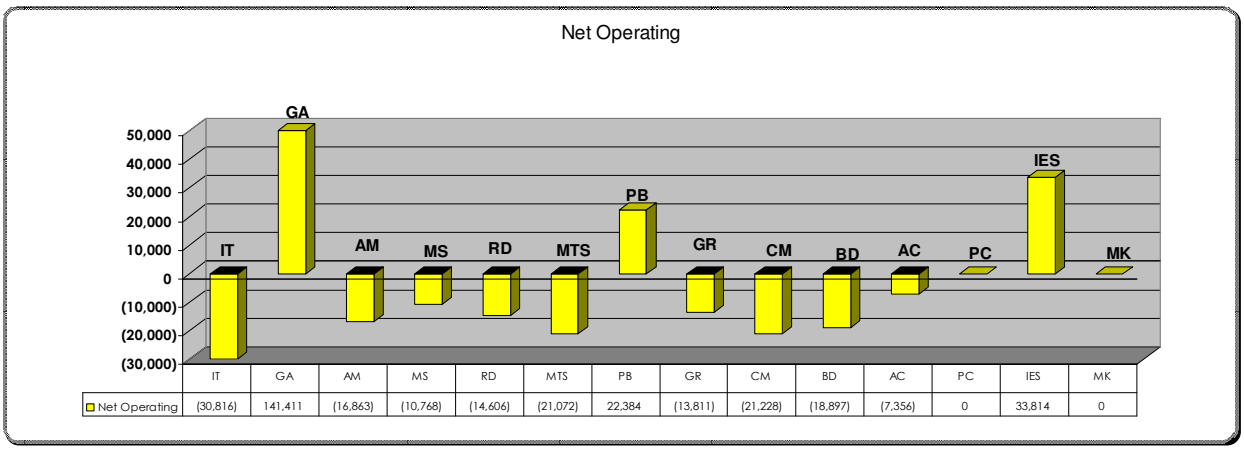
Year-to-date	IT	GA	AM	MS	RD	MTS	PB	GR
Revenue	-	241,034	-	21,260	-	16,281	41,333	-
Expenses	30,816	99,623	16,863	32,028	14,606	37,353	18,949	13,811
Net Operating	**(30,816)**	**141,411**	**(16,863)**	**(10,768)**	**(14,606)**	**(21,072)**	**22,384**	**(13,811)**

	CM	BD	AC	PC	IES	MK	TOTAL
Revenue	3,132	-	29,210	-	121,829	-	**474,079**
Expenses	24,360	18,897	36,566	-	88,015	**-**	**431,887**
Net Operating	**(21,228)**	**(18,897)**	**(7,356)**	**-**	**33,814**	**-**	**42,192**

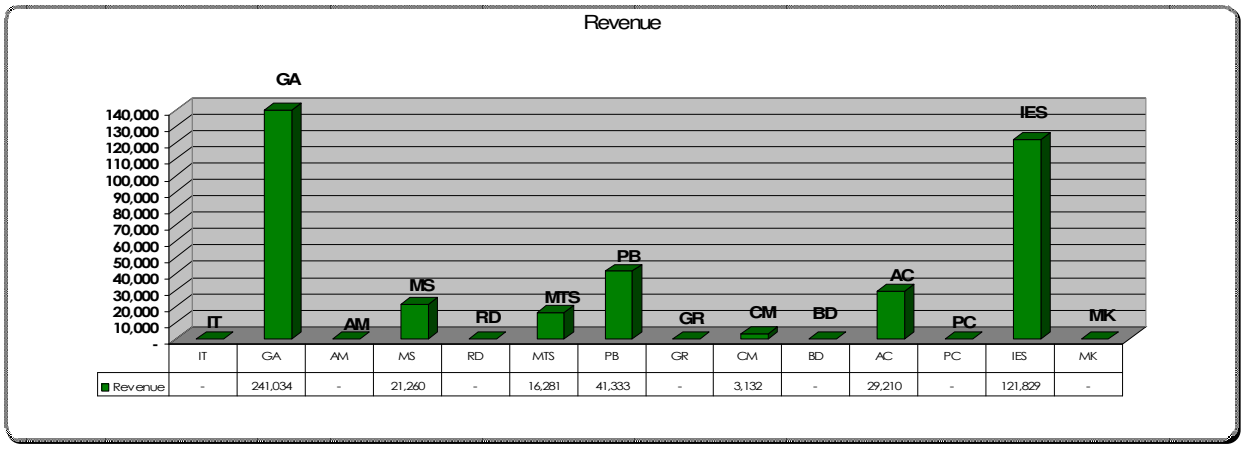
Gifts/Bequests	-
Investments	*(41,068)*
Net surplus	**1,124**

IT: Information Technology **- GA**: General and Administrative - **AM**: Annual Meeting - **MS**: Member Services **- RD**: Research - **MTS**: Meetings/Workshops - **PB**: Publications - **GR**: Government Relations **- CM**: Communications - **BD**: Governance - **AC**: AACRAO Consulting - **PC**: Projects Contracts - **IES**: Int'l Education Services - **MK**: Marketing





Revenue


Revenue
140,000
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120,000
110,000
100,000
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70,000
60,000
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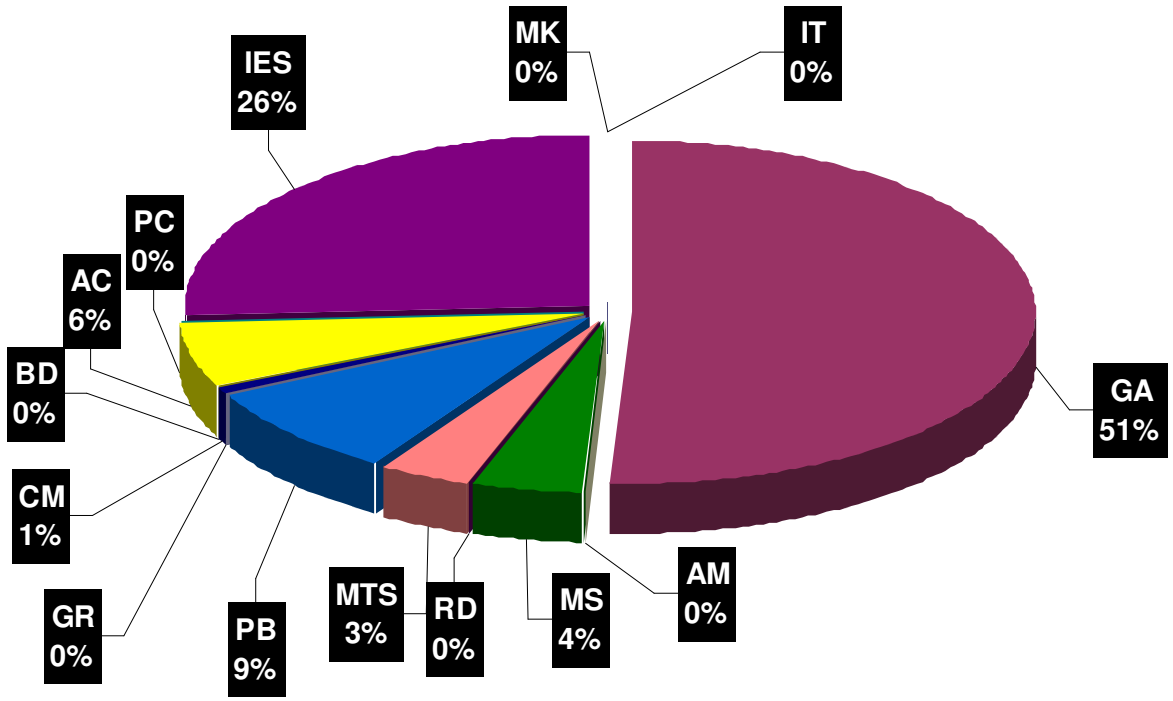
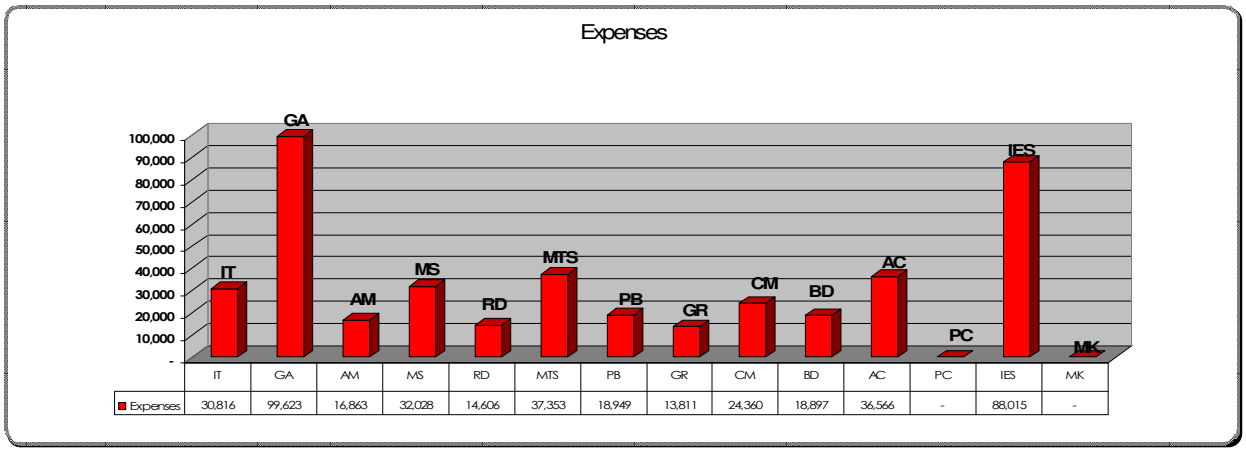
30,000
20,000
10,000
-
IT
GA
AM
MS
RD
MTS
PB
GR
CM
BD
AC
PC
IES
MK
Revenue
-
241,034
-
21,260
-
16,281
41,333
-
3,132
-
29,210
-
121,829
-


IES 26%
MK 0%
IT 0%
PC 0%
AC 6%
BD 0%
CM 1%
GR 0%
PB 9%
MTS 3%
RD 0%
MS 4%
AM 0%
GA 51%

Expenses


Expenses
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IT
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Expenses
30,816
99,623
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37,353
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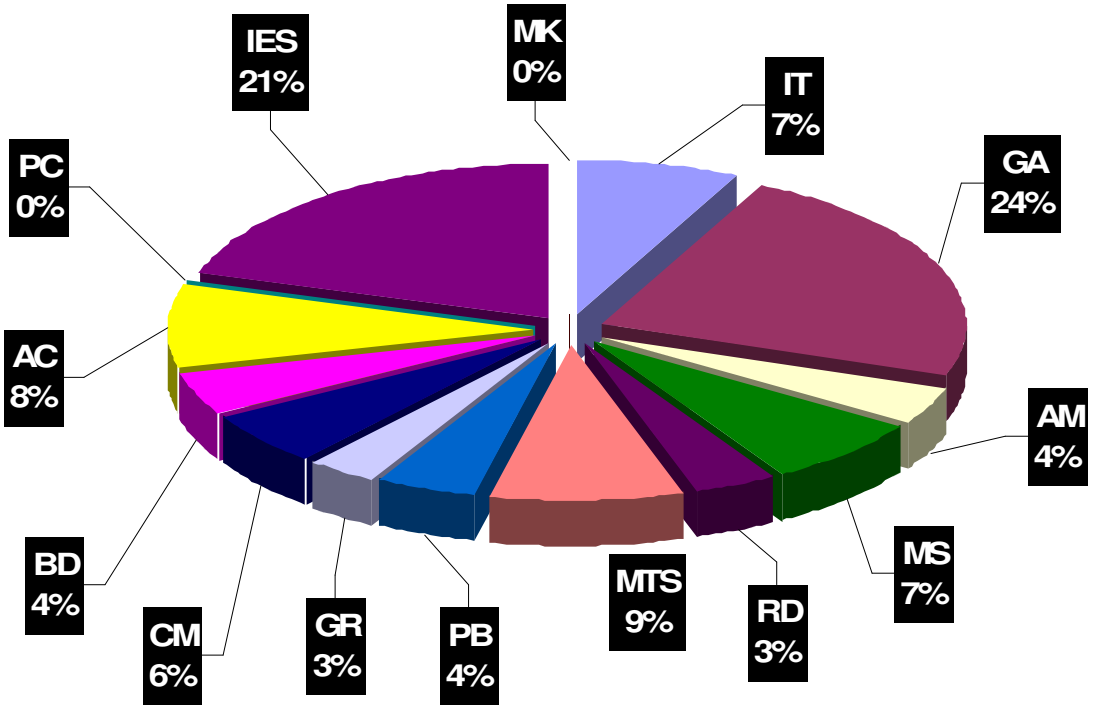
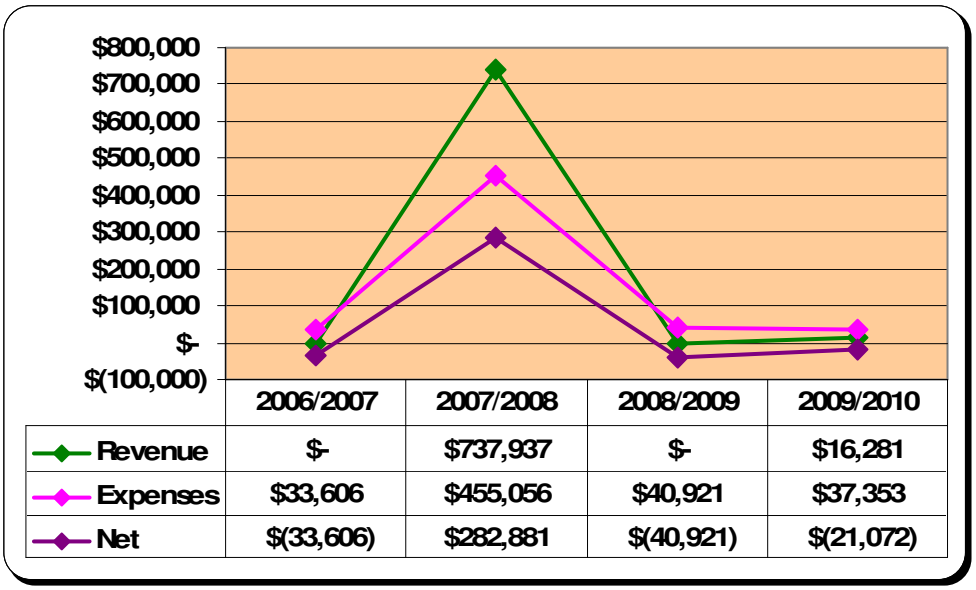
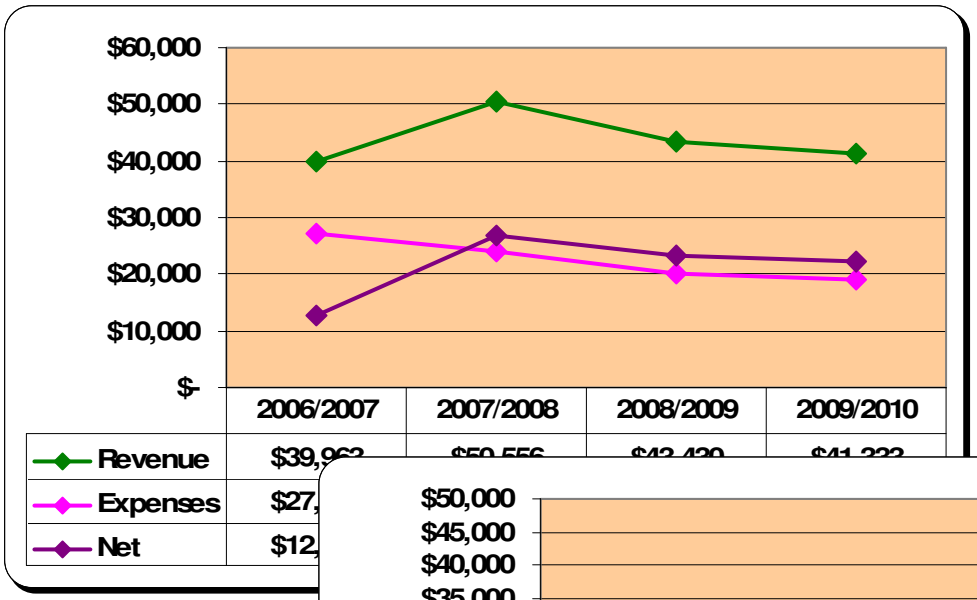

IES 21%
MK 0%
IT 7%
PC 0%
GA 24%
AC 8%
AM 4%
BD 4%
MS 7%
CM 6%
GR 3%
PB 4%
MTS 9%
RD 3%

AACRAO Business Lines – Comparative Data

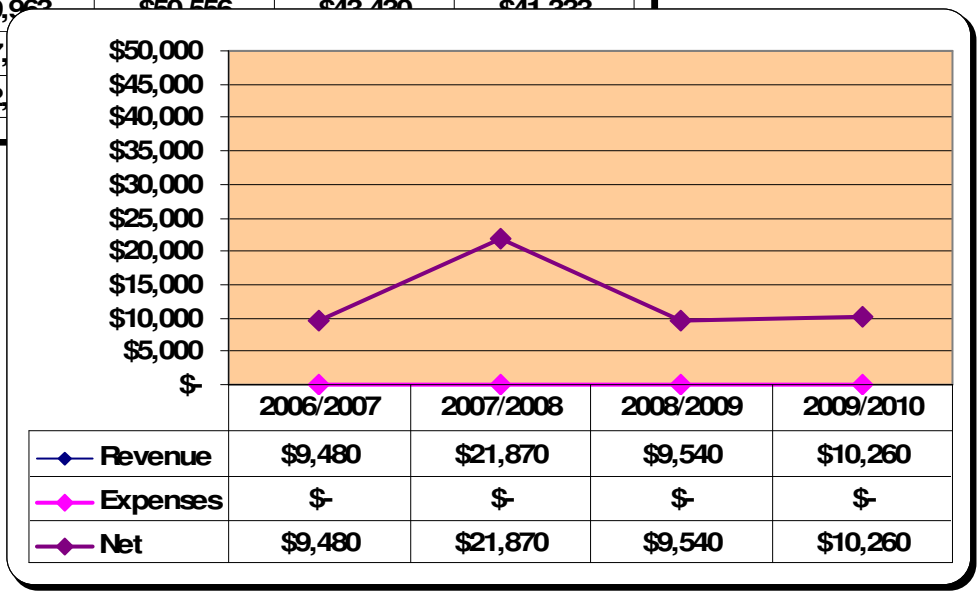
The following charts compare year-to-date department activities over the past four years:



	2006/2007	2007/2008	2008/2009	2009/2010
Revenue	$-	$737,937	$-	$16,281
Expenses	$33,606	$455,056	$40,921	$37,353
Net	$(33,606)	$282,881	$(40,921)	$(21,072)



	2006/2007	2007/2008	2008/2009	2009/2010
Revenue	$39,962	$50,556	$43,430	$41,333
Expenses	$27,			
Net	$12,			



	2006/2007	2007/2008	2008/2009	2009/2010
Revenue	$9,480	$21,870	$9,540	$10,260
Expenses	$-	$-	$-	$-
Net	$9,480	$21,870	$9,540	$10,260

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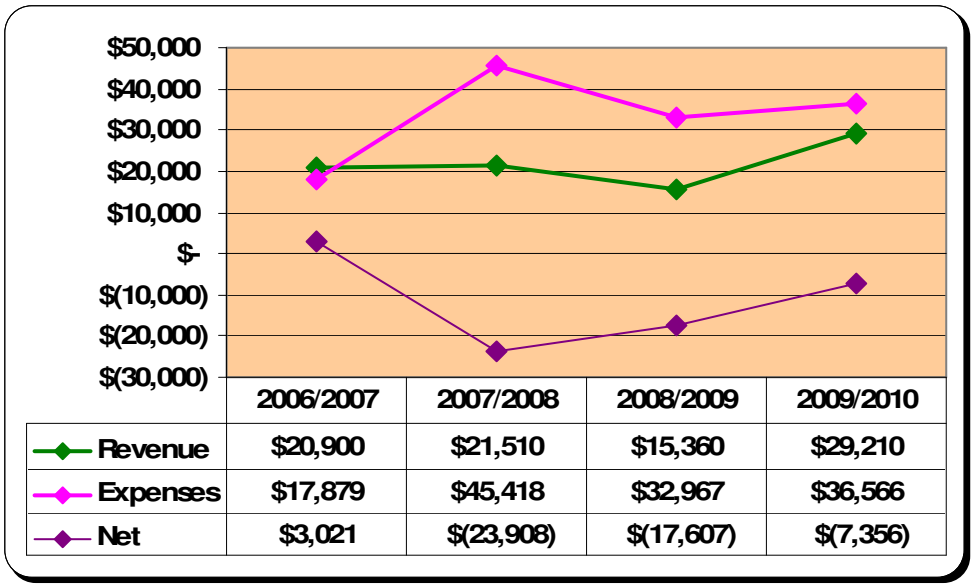

	2006/2007	2007/2008	2008/2009	2009/2010
Revenue	$20,900	$21,510	$15,360	$29,210
Expenses	$17,879	$45,418	$32,967	$36,566
Net	$3,021	$(23,908)	$(17,607)	$(7,356)

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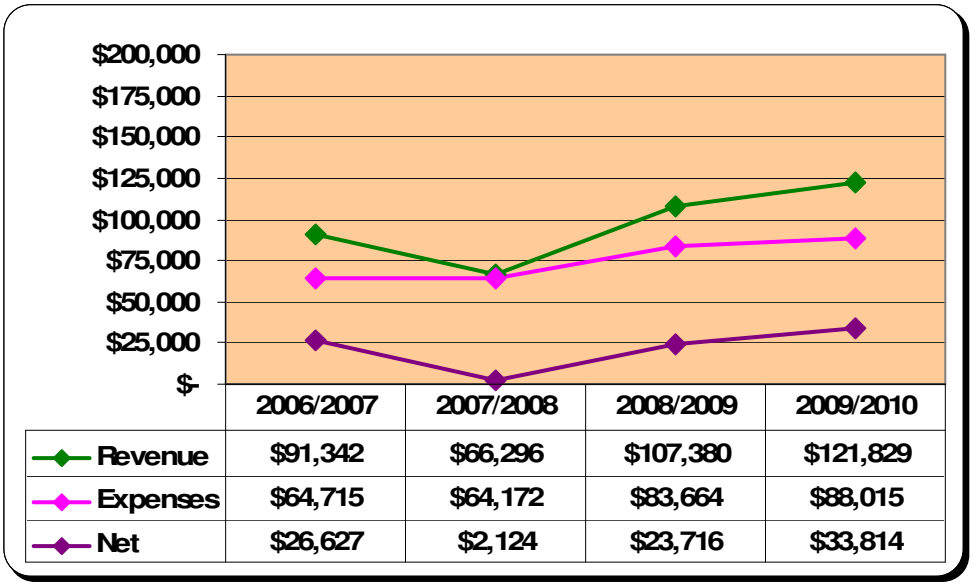
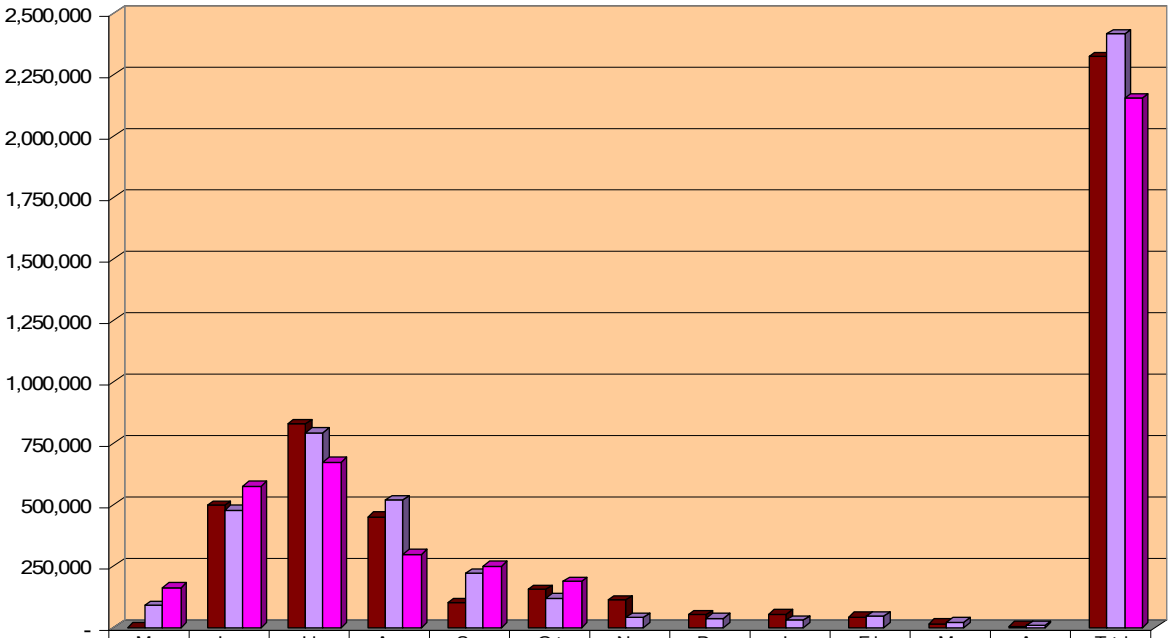


	2006/2007	2007/2008	2008/2009	2009/2010
Revenue	$91,342	$66,296	$107,380	$121,829
Expenses	$64,715	$64,172	$83,664	$88,015
Net	$26,627	$2,124	$23,716	$33,814

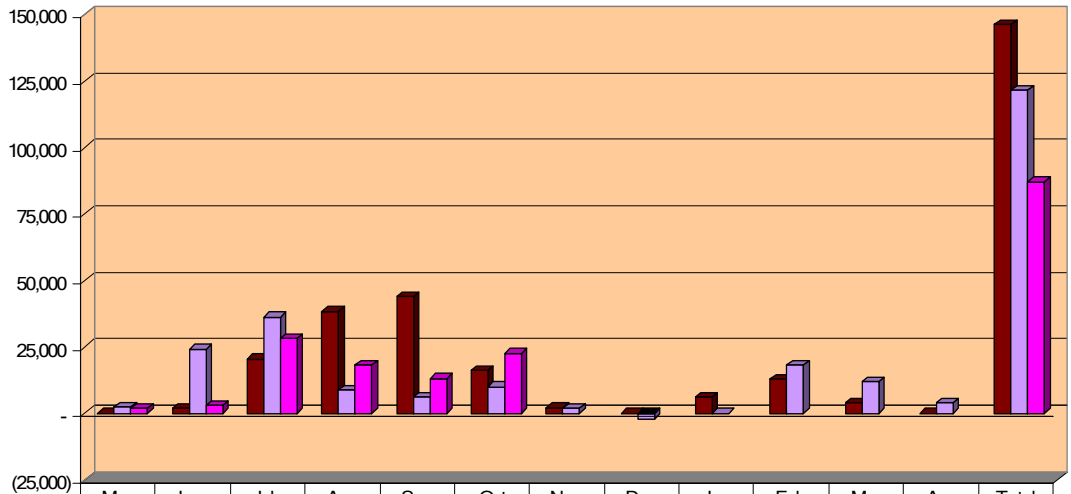
Appendix

Membership Dues: Cash Collections | Comparative Numbers



	May	June	July	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	Total
2007/2008	-	498,672	828,198	452,541	100,185	156,641	112,050	52,430	54,487	43,218	16,913	6,798	2,322,132
2008/2009	89,330	479,652	793,621	519,639	221,211	120,783	42,343	39,382	30,871	46,276	22,583	9,744	2,415,435
2009/2010	164,575	576,527	673,504	299,236	250,251	189,312							2,153,405

Corporate Dues: Cash Collections | Comparative Numbers



	May	June	July	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	Total
2007/2008	-	2,000	20,585	38,340	43,850	16,195	2,195	-	6,000	13,000	4,000	-	146,165
2008/2009	2,585	24,218	36,233	8,609	6,000	10,000	2,000	(2,000)	-	18,030	12,000	4,000	121,675
2009/2010	2,000	3,000	28,203	18,203	13,203	22,624							87,233

AACRAO Audit Committee
November 30, 2009
Committee Report

1. On November 30, 2009, Adnan Bokhari, Jerry Sullivan and Michele Sandlin conference called regarding the RFP draft provided by Adnan. We went through the draft and approved moving forward according to the timeline enclosed in the draft.
    a. Question remaining: Michele will follow up if language already exists that outlines RFP time frame limit. Every 5 years is standard. May need a motion, if language does not exist.
    b. RFP will be released on February 22, 2009 for bid.
    c. Adnan will produce a spreadsheet to measure RFP bidders for review of the RFP.
    d. RFP reviewers will be the current Audit Committee members, and Jerry as ex-officio.
    e. Proposed Calendar:

February 22, 2010	Request for proposal issued
March 31, 2010	Due date for proposals
April 1-July 30, 2010	Selection Process
July 31, 2010	Contract awarded
September 2010	Review and planning meeting
December 6-10, 2010	Field work
December 31, 2010	Final Draft report due
January 15, 2011	Final report due
February 2011	Report presentation

Respectfully submitted,

Michele

Michele Sandlin
VP for Admissions & Enrollment Management, Group 1
Chair, Audit Committee, 2009-10

Monday, April 19, 2010

Board of Directors Committee Meetings
5:00 p.m. – 7:00 p.m.

Tuesday, April 20, 2010

Board of Directors Meeting
8:00 a.m. – 4:00 p.m.

Conference of Registrars in Jesuit Institutions (CORe) Meeting
8:30 a.m. – 6:00 p.m.
Loyola-New Orleans

- For information, contact Georgia McRae at georgia.mcrae@marquette.edu

Registrar 101 Pre-meeting Workshop (Part 1 of 2)
(ticket at extra cost required)
2:00 p.m. – 5:00 p.m.

Wednesday, April 21, 2010

Registration
7:30 a.m. – 7:30 p.m.

Cyber Café
6:45 p.m. – 7:45 p.m.

Exhibit Hall Open
6:45 p.m. – 7:45 p.m.

Pre-meeting Workshops
(ticket at extra cost required)

- Full day:
  (W1) 8:30 a.m. – 3:30 p.m.
  Registrar 101 Pre-meeting Workshop (Part 2 of 2)
- Half day:
  (W2) 8:30 a.m. – 11:30 a.m.
  (W3) 12:30 p.m. – 3:30 p.m.

State and Regional Officers Workshop
8:30 a.m. – 3:30 p.m.

Leadership Training for Professional Activities Committees (PAC) Chairs
(2010-2011)
8:30 a.m. – 11:30 a.m.

Program Committee Meeting
(2009-2010)
10:00 a.m. – 11:30 a.m.

Luncheon for Professional Activities Committees Chairs
(2009-2010, 2010-2011)
11:30 a.m. – 12:30 p.m.
Please preregister for luncheon on registration form.

Meeting for Chairs & Members of Professional Activities Committees
(2009-2010, 2010-2011)
12:30 p.m. – 3:00 p.m.

National Network of Law School Officers Board of Directors Meeting
1:00 p.m. – 5:00 p.m.

GLBT Pre-Conference Meeting
3:15 p.m. – 3:45 p.m.

First-Time Attendees Orientation & Welcome
3:45 p.m. – 4:45 p.m.

Nominations & Elections
Committee Meeting
(2009-2010, 2010-2011)
3:45 p.m. – 4:45 p.m.

(W4) Opening General Session
5:00 p.m. – 6:45 p.m.

- **Welcome and Awards Presentation**
  5:00 p.m. – 5:45 p.m.
- **Opening Plenary Presenter: TBD**
  5:45 p.m. – 6:45 p.m.

Welcome Reception *(cash bar)*
6:45 p.m. – 7:45 p.m.

AACRAO Centennial Celebration
7:45 p.m. – 11:30 p.m.

- **Centennial Dinner**
  (ticket at extra cost required)
  7:45 p.m. – 9:00 p.m.
- **Centennial Entertainment**
  Rockin' Dopsie & The Zydeco Twisters
  9:00 p.m. – 11:30 p.m.

Thursday, April 22, 2010
Registration
7:30 a.m. – 5:30 p.m.

Cyber Café Open
9:00 a.m. – 1:30 p.m. /2:30 p.m. – 4:30 p.m.

Exhibit Hall Open
9:00 a.m. – 1:30 p.m./2:30 p.m. – 4:30 p.m.
Space available for Professional Activity Committee meetings in the Exhibit Hall during normal exhibit hall hours.

AACRAO Past Presidents' Breakfast
8:00 a.m. – 9:30 a.m.

(T1) Educational Sessions
8:00 a.m. – 9:15 a.m.

Corporate Showcase

- **Exhibit Hall Hours**
  9:15 a.m. – 10:45 a.m.
- **Refreshment Break in Exhibit Hall**
  9:15 a.m. – 10:15 a.m.
- **(T2) Corporate Presentations**
  9:30 a.m. – 10:30 a.m.

(T3) Educational Sessions
10:45 a.m. – 11:45 a.m.

(TL) Luncheons
11:45 a.m. – 1:15 p.m.

- **Cultural Diversity Luncheon**
  (ticket at extra cost required)
  Presenter: Mark Mitsui, South Seattle Community College

- **Graduate and Professional Schools Luncheon**
  (ticket at extra cost required)
  Presenter: TBD

- **Nominations & Elections Committee Luncheon**
  By invitation

(T4) Educational Sessions
1:15 p.m. – 2:15 p.m.

(T5) General Session
2:30 p.m. – 3:30 p.m.
Presenter: Doug Lederman, Inside Higher Ed

(T5) General Session
2:30 p.m. – 3:30 p.m.
Presenter: TBD

Refreshment Break in Exhibit Hall
3:30 p.m. – 4:00 p.m.

(T6) Roundtables
4:00 p.m. – 5:00 p.m.

(T6) ACAOPU Meeting
4:00 p.m. – 5:00 p.m.

(T7) AACRAO Town Meeting
5:15 p.m. – 6:15 p.m.

Board of Directors Reception for Honorees
By invitation
6:15 p.m. – 7:30 p.m.

National Network of Law Schools Social
7:00 p.m. – 9:00 p.m.

- For information and registration, contact: Jerri Cunningham at (254) 710-4115 or jerri_cunningham@baylor.edu

Friday, April 23, 2010

International Day

Registration
8:00 a.m. – 4:30 p.m.

Cyber Café Open
9:00 a.m. –12:00 p.m./1:00 p.m. – 3:00 p.m.

Exhibit Hall Open
9:00 a.m. – 12:00 p.m./1:00 p.m. – 3:00 p.m.
Space available for Professional Activity Committee meetings in the Exhibit Hall during normal exhibit hall hours.

~~**AACRAO Past Presidents' Breakfast**~~
~~8:00 a.m. – 9:30 a.m.~~

(F1) Educational Sessions
8:00 a.m. – 9:15 a.m.

Refreshment Break in Exhibit Hall
9:15 a.m. – 10:00 a.m.

(F2) AACRAO Business Meeting 10:00 a.m. – 11:30 a.m.

(FL) Luncheons

11:30 a.m. – 1:00 p.m.

- **National Network of Law School Officers Luncheon and Business Meeting**
  For information and registration, contact: Jerri Cunningham at (254) 710-4115 or jerri_cunningham@baylor.edu
- **Annual Meeting Planners Luncheon**
  By invitation

Caucus Meetings/Box Lunch *(ticket required to receive box lunch)*

11:30 a.m. – 1:00 p.m.

- Asian/Pacific Islander Caucus
- Black Caucus
- Latino/Latina Caucus
- Native American Caucus

(F3) Educational Sessions
1:00 p.m. – 2:00 p.m.

Refreshment Break in Exhibit Hall
2:00 p.m. – 2:30 p.m.

(F4) General Session
2:30 p.m. – 3:30 p.m.
Presenter: Clifford Adelman, Institute for Higher Education Policy

(F4) General Session
2:30 p.m. – 3:30 p.m.
Presenter: TBD

(F5) Educational Sessions
3:45 p.m. – 4:45 p.m.

(F6) Educational Sessions
5:00 p.m. – 6:00 p.m.

Receptions
6:30 p.m. – 8:00 p.m.

- **State and Regional Receptions**
- **International Educators Reception** *(ticket at extra cost required)*
  Sponsored by Australian Education International

Saturday, April 24, 2010

Registration
7:45 a.m. – 12:30 p.m.

Cyber Café Open
7:45 a.m. – 12:30 p.m.

(S1) Educational Sessions
8:00 a.m. – 9:00 a.m.

(S2) Educational Sessions
9:15 a.m. – 10:15 a.m.

Program Committee Meeting
(2010-2011)
9:15 a.m. – 10:15 a.m.

(S3) Educational Sessions
10:30 a.m. – 11:30 a.m.

(S4) Closing General Session
Closing Plenary Presenter:
TBD
11:45 a.m. – 12:45 p.m.

Board of Directors Meeting
1:15 p.m. – 3:00 p.m.

AMERICAN ASSOCIATION OF COLLEGIATE REGISTRARS AND ADMISSIONS OFFICERS

EXECUTIVE DIRECTOR'S REPORT
BOARD OF DIRECTOR'S MEETING
WASHINGTON, DC
December 2009

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I

INFORMATION TECHNOLOGY (IT)

AACRAO AMS/CRM Upgrade AACRAO continued work on phase two of the Matrix Maxx AMS (Association Management System) / CRM (Customer Relations Management) system. AACRAO is currently on track to complete the bulk of phase two by the end of the year as scheduled.

Google Apps Migration AACRAO began migration of its in-house email system to Google Apps (Gmail). This is the first step of AACRAO's strategy to source commodity information systems in the cloud. The move to cloud computing will save the Association substantial infrastructure and support osts, and free up IT personnel to research and identify emerging technologies of key trategic importance to the Association.

cs

AACRAO Meetings Registration (Transfer Conference) For the first time, AACRAO designed and deployed an in-house meeting registration system to support attendees for the upcoming Transfer Conference. Insourcing registration as opposed to outsourcing with a third party will realize substantial cost savings for the ssociation and provide meetings staff with greater flexibility and control over the egistration process.

Ar

Project ÆOn AACRAO completed an Entity Relationship Diagram (ERD) for the new AACRAO Evaluations Online (ÆOn) web application. ÆOn will serve as a powerful web-based tool for IES valuators to process Foreign Credential evaluations. Next steps involve building the hysical database, designing the user interface, and programming the evaluation outputs.

ep

IES Server Upgrade ACRAO added storage capacity to the IES imaging server to accommodate additional space eeds related to credentials documents scanning and storage.

An

GENERAL AND ADMINISTRATIVE

Accounting

($100,000)

r

Net Profitability(Net Revenue/Gross Revenue)October 2008 - October 2009-40%-30%-20%-10%0%10%20%30%40%Oct08Nov08Dec08Jan09Feb09Mar09Apr09May09Jun09Jul09Aug09Sep09Oct09

HIGHLIGHTS

AACRAO's October 09 financial statements are reporting operating surplus (revenues exceeded expenses) of approximately $42,000. Membership dues, Webinar income, Service fees and Online Workshop revenue for October 09 increased by approximately $56,000 from October 08. Total Expenses for October 09 decreased by approximately $47,000 compared to October 08.

FY 08/09 Margin = 7%

Industry Avg. = 5% Oct 08 ActualOct 09 ActualOct 09 BudgetLong-Term Investments - FMVOctober 2008 - October 2009$0$250,000$500,000$750,000$1,000,000$1,250,000$1,500,000$1,750,000$2,000,000$2,250,000Oct08Nov08Dec08Jan09Feb09Mar09AprOct09AACRAOIndustryCash Receipts, Disbursements & Net Cash Surplus/DeficitOctober 2008 - October 2009($300,000)($200,000)($100,000)$0$100,000$200,000$300,000$400,000$500,000$600,000$700,000$800,000$900,000$1,000,000Oct08Nov08Dec08Jan09Feb09Mar09Apr09May09Jun09July09Aug09Sept09Oct09Cash ReceiptsCash DisbursementsNet Cash Surplus/Deficit

AACRAO
FINANCIAL DASHBOARD
October 31, 2009

The *Financial Dashboard* presents an overall view of AACRAO's financial health as of October 31, 2009. Its purpose is to provide AACRAO's governing body a summary of mportant performance indicators in a simple format designed to assist the Board achieve he followin
it

g: ♦ nce

♦
Measure current performaIdentify potential issues
♦ Project short-term results he following section provides commentary on each of the charts presented in the *Financial ashboard*:
T*D*

Revenue, Expenses & Operating Surplus/Deficit: This chart compares AACRAO's October 2009 total revenue, expenses and the resulting operating surplus or deficit ith the same period last year (October 2008) and the October 2009 (current month)
w
budget. The chart shows an increase in Revenue for October 2009 compared to last year as ell as current month's budget. In contrast, Expenses for October 2009 are below last
w
year figures and budget. The operating section of the chart shows a surplus (revenue exceeded expenses) for he month of October 2009 compared to deficits in October 2008 and budget rojection for the current
tp
month. **Current Ratio Analysis:** The information presented in this chart is a measure of ACRAO's liquidity. It represents the short-term financial strength of the Association
A
measuring its ability to meet current obligations out of currently available funds. The chart compares AACRAO's current ratios as of October 2009 and 2008 with an verage for 501 (c) (3) professional membership organizations (industry average) eporting a ratio of 4.47, 2.96 and
ar
3.70, respectively. **Long Term Investments – FMV:** This chart provides a 13-month historical value for each of AACRAO's long-term investment funds (endowment; infrastructure; strategic). The chart compares the fair market value of each fund as of October 2009 with the ame period last year (October 2008) and the fluctuations in value during the period overed.
sc

Cash Receipts, Disbursements & Net Cash Surplus/Deficit: This chart shows a 13-onth history of AACRAO's receipts, disbursements and the resulting surplus or eficit.
md

The chart provides historical trends for each of the aforementioned categories. It provides a comparison of receipts and disbursements as of October 2009 and 2008, and the resulting increase. The chart also shows the months in which AACRAO's cash isbursements exceeded receipts (Nov, Dec, Jan, and Mar) and the sharp increase in ross receipts in Ju
dg
ne and July. **Net Profitability:** This chart represents one of the most basic performance measures used among Associations. It reports the net profitability for each of the last 13 months as well as a comparison of FY 08/09's (year ended 9/30/09) net profitability ratio
with the industry average. A noteworthy distinction between the data provided in this chart and the Net Cash Surplus/Deficit line presented in the Cash Receipts, Disbursements & Net Cash Surplus/Deficit chart (discussed above) is that the latter is presented on cash basis and the former on accrual basis. As you can see, there is no direct correlation between the
two. The end purpose of the financial dashboard is to convey the big picture while remaining sensitive to positive and negative changes in performance. The dashboard is intended to serve as an early warning tool for the Board and Management by directing their attention to the most significant aspects of the Association and providing them with information necessary to make critical decisions.

General Operations ACRAO staff, McQuade Brennan and the Auditors have completed all initial work and
A
expect to finish the audit on schedule. AACRAO staff and the National Student Clearinghouse have completed first phase iscussions on providing AACRAO's IES as a value add to an international initiatve currently
d
under development. niversity of Maryland, University Campus has made a contract award to AACRAO to rovide credential evaluation services to their prospective students.
Up

ANNUAL MEETING

nnual Meeting

A

New Orleans Registration for the 2010 AACRAO Annual Meeting in New Orleans has opened and hotel reservations are now being accepted within our hotel block at all three properties. There are currently 60 people registered for the meeting. The hotel pick up is 16% of the total block among the three hotels (764 of 4738 total rooms). We haven't opened hotel eservations this early in the past, but this is equivalent to 16 weeks prior to the Annual eeting last year.
rM

Exhibits

New Orleans e now have 59 companies exhibiting at the Annual Meeting. We have now sold 103 booth epresents 70% of booth space sold. The new companies are:
W
spaces, which r
IDP Education (ETS®)
Jenzabar
Educational Testing Service
HigherEdSpace.com Center an Evans and Associates
National Transcript MS Software by De
E
FairChoice Systems e have sold one corporate presentation to Educational Testing Service (ETS®)
W

MEMBER SERVICES

ember Maintenance

M

2009/2010 Membership Cards Golden Key International Honour Society sponsored the membership cards for a third consecutive year for $11,000. The mailing was reformatted, cutting costs by $2,000. In an effort to increase individual members from member institutions, information on additional emberships was included with the mailing, sent in mid October, resulting in five
m
additional members so far.

Membership Renewal 2009-2010 For the 2009-2010 membership year, we anticipated a revenue loss of 10% due to the economic downturn and due to the change in dues calculations from [Full-Time Enrollment + ½ Part-Time Enrollment] to [Full-Time Enrollment +1/3 Part-Time Enrollment]. As of ctober 31, 2009 we have seen a dues loss of only 3.3 % ($73,441) when compared to the
O
same time last year.

New Dues Calculation As the FTE dues calculation was further reduced from ½ Part-Time Enrollment to 1/3 Part-Time Enrollment, 190 institutions decreased in size code. The potential revenue loss for this drop was $39,179. So far this year, we have seen a loss of $17,106 added to the previous ear's losses of $34,905 (2007-2008) and $18,067 (2008-2009) for a total so far this year of
y
$70,078.

Recruitment Campaign to Past Members We have continued to send renewal information to dropped members from the past eight years. This project has proven to be very successful. So far this year, 48 institutions have

enewed with $25,172 in revenue (last year a total 44 institutions renewed with $24,821 in
r
revenue).
Call for Award Nominations The call for awards nominations has been ongoing since September with twice-weekly advertisements in MemberLink and Transcript. The first email to all members was sent on October 7, and the second announcement will be sent December 2. So far, five nominations ave been submitted. The deadline for nominations has been extended to December 15,
h
2009.
AACRAO Committees On November 3, an email was sent to all AACRAO members inviting them to join an ACRAO committee and to let their colleagues (young professionals) know. Within three eeks of the email, 30 new committee applications were received.
Aw

Retention and Recruitment

Association of American International Colleges & Universities During the week of October 26-30, the American Council on Education hosted presidents from the Association of American International Colleges and Universities (AAICU). This visit rompted us to send membership information to the six non-member institutions belonging AAICRAO).
p
toU (11 are already members of AAC
niki al Asia
- American College of Thessalof Centr
- American University o
- Central European University ersities
- Haigazian University Institute for American Univ Irish American University
--

Jobs Online A new site for Jobs Online went live in mid-November. The site is being populated with resources for job-seekers and employers, and will be launched to our members in January. Members will receive a monthly update with news on recent jobs postings and relevant articles on employment and higher education. The HTML template is currently being esigned. The Jobs Online posting fees were raised for the first time since 2003. A pricing ifferential will be established for members.
dd

RESEARCH

Surveys distributed: Two surveys on transcript practices and policies regarding use of Social Security Number, use of e-mail for notification of an academic decision, and requirements for making name

hanges have been distributed. One version is about actual institutional practices, the other ts' opinions of best practices for their types of institutions.
c
version about responden
Reports being prepared: Both versions of the survey on U.S. institutions' admissions policies for applicants with criminal or disciplinary records have been closed and are being analyzed. Preliminary eports will be ready by mid-December, with follow-up reports in late January. One version s for undergraduate admissions, the other for graduate.
ri

MEETINGS AND WORKSHOPS

egistrar 101

R

Dallas Following the SEM Conference in Dallas, we held a combination Registrar 101/FERPA workshop. There were 27 paid attendees, 25 attendees and two no-shows. We budgeted for 50 participants, but there had also just been a Registrar 101 workshop held in conjunction with the PACRAO meeting which likely reduced attendance.

trategic Enrollment Management Conference

S

Dallas The 2009 SEM Conference was held in Dallas, Texas, November 8-11. We exceeded our budgetary estimate for attendance at SEM by 12%. We expected 568 attendees and we had 636 actual participants. We also met our hotel commitment for this meeting. In the exhibit hall, we were able to expand booth space and ended up with 39 companies taking 44 booths exceeding budgetary expectations of 29 booths.

Executive Symposium

Dallas at the SEM Conference AACRAO's Fourth Annual Executive Symposium, The Keys to Effective Enrollment Leadership, was an overall success, with 64 senior level executives in attendance. The conference took place at the Hyatt Regency, in Dallas Texas in conjunction with AACRAO SEM. The featured speakers were Bob Bontrager and Jay Goff and Bob Smith, President of Slippery Rock College, was the moderator. Unfortunately Bob Bontrager fell ill prior to the symposium. Jay Goff stepped in as acting symposium director and Alicia Moore from Oregon Community College covered the SEM portion of Bob Bontrager's presentation. The Executive Symposium was marketed through various meetings web sites: Campus Technology, NACAC member portal, NASFAA events calendar, University Business, Today's Campus (formerly Greentree Gazette) and Chronicle of Higher Education. We were fortunate that Bob Bontrager rejoined us for the SEM Conference.

y Conference

Technolog Kansas City

We are finalizing the website design and supplemental materials for the 2010 Technology Conference, and are planning to send out the Call for Proposals in mid-December. Registration is set to open in early March. It has been decided to hold a Registrar 101/FERPA Workshop in conjunction with this meeting.

ransfer Conference
T

Plans for AACRAO's three day Transfer Conference are currently in progress. The conference will be held February 14-16, 2010 in Chicago, Illinois, and will explore the key issues in transfer enrollment and evaluation of transfer credit. The marketing theme for this conference is "Academic Mobility: Perspectives on the Future of Transfer." The Call for Proposals email was initially distributed September 25, 2009. Conference Director Lee Furbeck has received a significant number of high quality sessions for the 2010 meeting. Marketing will promote the conference through Memberlink, Transcript, stand alone email blasts and postings to a myriad of media websites. Registration for the event opened immediately following AACRAO SEM. Registration for the 2010 Transfer Conference opened November 18. This registration system was created by our IT staff and this is the first time we are using it for meeting registration.

ebinars
W

AACRAO has scheduled webinars for December 9, 2009 and January 21, 2010. LeRoy Rooker will conduct the first webinar, in a pre-recorded format, covering his FERPA Update Presentation. The webinar on January 21 will be LIVE and will address the SEM and Community College book that was released at the AACRAO SEM Conference. The webinar will be presented by Alicia Moore, Dean of Student and Enrollment Services at Oregon Community College, and Bruce Clemetsen, Vice President for Student Services at Linn-enton Community College. Sungard Higher Education has sponsored the book and
B
webinar for $10,000.
Corporate Membership urtee renewed their 2009-2010 membership:
Fon Companies have
t Center
1. Nolij Corporation l Transcrip
2. Nationa
3. Academica Group
4. Datatel
5. Credentials Solutions
6. Decision Academic Inc. C.
7. Event Management System , LLInc
8. Ad Astra Information Systemsdential Evaluators, ultants
9. Global Cre
10. SDR Educational Cons
11. Jenzabar LLC.
12. Academic Impresions13. Strategy Consultants,14. Hyland Software, Inc

General Marketing and Outreach eting:
ACRAO recently exhibited at the following me
A
TACRAO, October 8 – 11, 2009, Lubbock, TX terials to the following State & Regional meetings:
AACRAO recently shipped outreach ma- 10
West Virginia AACRAO - October 7
Kentucky AACRAO - October 7- 9
Arkansas AACRAO - October 8- 10
Oklahoma AACRAO - October 8- 9
Georgia AACRAO - October 11- 13 1- 24
Illinois AACRAO - October 2
Indiana AACRAO - October 26- 27
PACRAO - November 1 – 4
New England AACRAO - November 4-6
Wisconsin AACRAO - November 4-6 ouisiana AACRAO - November 11 -13 ennessee AACRAO - November 19 – 21
LT

UBLICATIONS

P

GENERAL PUBLICATIONS Our newest title, Applying SEM at the Community College was released on September 29, 2009 and has sold 66 copies as of October 31. We have several works in progress that are currently receiving our attention. Sharing the Campus Experience: Hosting Effective Campus Visits is now at the printer and is scheduled for release Dec 2, 2009. Two manuscripts have been delivered and are now in the editing process: Retention of Records 010 Update, and the International Guide 2010 Update. Both are scheduled for release in
2
Winter/Spring of 2010. We have begun reducing our old international publications inventory to simplify our catalogue and reduce storage space at our distribution center, thereby directing international sales away from print publications and toward our electronic EDGE publication. As regards bookstore sales, AACRAO recently sold a total of $6,096 in publications at the SEM Conference, November 8-11, 2008 in Dallas, TX. Sample ublications were exhibited at the Texas ACRAO Conference in Lubbock, November 7-11,
p
2009, and Missouri ACRAO's annual conference in Lake Ozark, October 26-28th. In the marketing arena, the Fall issue of ACE's The Presidency magazine featured a full page publications ad as part of an exchange agreement with ACE. In turn, we will feature an ad or their Accredited Institutions of Postsecondary Education (AIPE) directory in our Fall dition of C&U.
fe

OVERNMENT RELATIONS/COMMUNICATIONS
G
overnment Relations
G
FY 2010 Budget Proposal The FY 2010 budget, packaged in a comprehensive reconciliation bill, remains unresolved as of late November. The House has already voted out its education bill, which substantially follows the Administration's proposals. Early unofficial drafts of the Senate bill have been circulating for a few weeks, and they, likewise, generally track the Administration's proposals. The bills are different enough from each other that conferencing them would be a significant effort, leading to rumors that the ultimate Senate legislation will be pre-onferenced with the House, i.e., that the Senate will only need to pass one version of the
c
legislation.
State Longitudinal Data Systems After AACRAO and student groups began to raise concerns about the over-broad data collection envisioned in the Senate bill, the American Civil Liberties Union and other privacy groups also joined the efforts to advocate for greater privacy protections being included in any additional legislative authorization for such data systems. It is now very likely that the final language in the reconciliation bill will be significantly scaled down and that additional afeguards will be included. It is, however, uncertain as to whether such safeguards will be
s
sufficiently adequate to address all of our concerns. In a related development, on November 12, 2009, the Department published final regulations on the State Fiscal Stabilization Fund component of the stimulus legislation. Among other provisions, these regulations declared that FERPA did not inhibit institutional disclosures of student data to State Longitudinal Data Systems. This broad declaration, hich most FERPA experts view as incorrect, removes the last defense against wholesale uplication of educational records by the states, and is an unfortunate development.
wd
Communications AACRAO media relations efforts continue to very prominently feature the Association before the public. AACRAO was mentioned in approximately 50 media outlets since June. Our media relations efforts have successfully communicated the AACRAO public policy positions.
SEM Source SEM Source provides members with news and information of interest to enrollment managers. The publication is designed to enhance AACRAO's presence in the field of Strategic Enrollment Management as well as attract new attendees to the annual SEM Conference. Second, bundling the publication with membership enhances the value of joining the association and provides a new member benefit.

Recent SEM Source articles include: **The Red Book Project: A guide to navigating student services**, by Charlie Couch, Northwestern College; **Efficiency and Student Success with Strategic Scheduling**, by Ellen Robbins and Laura Kelley, University of North Carolina at Greensboro; **Flu Season Awareness: Planning Tips and Awareness**, by Mel Tyler, University of Missouri–Kansas City; and **Videagogy©: Successfully Using Humorous ideos in Enrollment Services (Communication)**, by Peter M. Jonas, Cardinal Stritch
V
University.
SEM Source articles have been featured regularly in Memberlink. SEM Source has beendvertised in C&U and in AACRAO conference programs, and has been re-circulated in
a
AACRAO consulting marketing. he SEM Source database includes more than 400 feature articles.
T

ROJECTS/CONTRACTS

P

Consulting Services AACRAO Consulting (AC) is poised to launch a Strategic Marketing Initiative designed to increase the number and size of consulting projects. The initiative will focus on creating specialized messages to strategic market segments, and distributing those messages in a variety of formats. Up to this point awareness of AC and resulting projects have been limited in most cases to AVPs of enrollment management, registrars, and directors of admission. usiness growth will depend on creating awareness and generating additional projects
B
from senior administrators and governing boards who make decisions on larger projects. The Initiative will include an upgrade to the AC website, with online communication being the primary mode of contact with prospective clients. Website enhancements will include improved graphic design, use of images, and revised marketing-oriented content. New marketing messages will be created for targeted subgroups, to be disseminated on the website and via post cards that will be sent to select individuals. Also, we will be designing a cover page for AC proposals with stronger design elements and the use images. Each of hese components will be coordinated for look and messages, enabling us to compete more
t
effectively for larger projects. In terms of ongoing business, the SEM Conference again proved to be a powerful marketing ool. While contacts made in Dallas are still being processed, it appears that we will land 5- projects as a result of SEM contacts.
t7

NTERNATIONAL EDUCATION SERVICES

I

IES The number of requests for evaluation of foreign credentials in October was almost 39% greater than October of 2008. And thus far in November requests are 77% greater than the same time period last year. We are beginning to track the increase in institutional requests or evaluation to see if these increases can be attributed to the regional marketing that
f
began in October. Several of the senior IES staff presented and exhibited at seven regional NAFSA meetings. hile booth traffic was at times spotty, the reception of the presentations made was .
W
generally superior. Staff will be following up with the contacts made during these meetings The revised IES web pages are ready and will be launched before the December holidays.

AMERICAN ASSOCIATION OF COLLEGIATE REGISTRARS AND ADMISSIONS OFFICERS

Task Force on Association Governance

Initial Report

NOVEMBER 30, 2009

AACRAO TASK FORCE ON ASSOCIATION GOVERNANCE

Robert Doolos (Co-Chair), University Registrar
Louisiana State University
Nancy Krogh (Co-Chair), University Registrar
University of Idaho
Dennis Bailey-Fougnier, Vice President, Student Services
Cabrillo College (CA)
Barbara Blaney, University Registrar
University of South Carolina
Bruce Cunningham, University Registrar
Duke University (NC)
Carl Einhaus, Director of Enrollment Services
Colorado Community College System
Frederick Fresh, Registrar
Spelman College (GA)
Kathy Hartman, Associate Dean for Enrollment Management
Vermont Law School
Tracey Jamison, Director of Articulation and Enrollment Services
University System of Maryland
Kathleen Jones, Assistant Vice President for Enrollment and Registrar
Iowa State University
Christine Kerlin, Vice President for Enrollment Management
Everett Community College (WA)
Nora McLaughlin, Registrar
Reed College (OR)
Nancy Penna, Assistant Dean and Registrar
Concordia College (MN)
Eric Staab, Dean of Admission
Kalamazoo College (MI)

PREFACE

In accordance with its charge, the Task Force on Association Governance is pleased to submit its initial report to the AACRAO Board of Directors. This initial report examines the association's governance structures, and includes the task force's current observations, conclusions, and recommendations for strengthening those structures. The task force has produced this interim report only after the investment of considerable time and energy. Debate among members of the task force has been vigorous, and issues have been thoroughly examined. Nonetheless, the task force recognizes that other groups and individuals will have valuable observations and suggestions that may further inform its thinking. To that end, the task force welcomes the board's reactions to this initial report. Furthermore, the task force plans to circulate this interim report to the broader membership for comment. It is anticipated that a final report—including proposed bylaws revisions—will be issued early in 2010, allowing adequate time for board deliberation as well as consideration by the AACRAO membership prior to the Business Session of the 2010 Annual Meeting in New Orleans, where any recommended changes must be approved.[1]

[1] The task force anticipates submitting its final report to the board by the January 23, 2010 deadline specified in the task force charge. The amount of time it takes to receive board and member reaction, however, may necessarily delay the final report slightly.

In preparing this report, the fourteen-member task force examined the board's self-assessments, considered input from AACRAO members, conducted research on governance structures of other organizations, reviewed published materials on board structures and functions, and met with BoardSource consultant Berit Lakey.

The task force does not believe that AACRAO's current governance structures have failed the association. Due in large part to the talent and commitment of those who have served in leadership roles, as well as the high quality of work performed in the national office, AACRAO is a vital association. Nonetheless, the landscape for nonprofit professional associations is rapidly evolving. These organizations face growing competition for both members and services, erratic economies, increasing globalization, waning levels of volunteerism, developing technologies, and ever-advancing

government regulation. Such an environment requires a board that is both skillful in exercising its broad responsibilities for oversight and vigilant in its strategic guidance of the association.

Concluding that AACRAO's current governance structures may compel the board of directors to manage programs and operations rather than provide broad oversight and strategic direction, this report encourages a shift toward a more strategic board by maintaining some aspects of current governance structure and modifying others. The task force believes that the structure it recommends will allow the board to provide broad oversight for the fiscal and programmatic health of the association while concentrating more fully on strategic direction.

The task force acknowledges the work of former and current members of the board of directors, which has positioned this association as a leader among higher education associations. The task force recognizes, however, that AACRAO's strength is due not only to the work of its leaders, but also results from the knowledge, hard work, and commitment of many volunteers and staff members. Working together, the board of directors, countless committee members, chairs, program presenters, authors, and dedicated staff members have brought our association to the celebration of its centennial. This milestone presents the opportunity to reflect on AACRAO's history and success as an organization, as well as contemplate the emerging challenges facing a mature and complex professional association. The task force is pleased to assist the board of directors and the association in examining AACRAO's governance structures, and in recommending appropriate actions to ensure continued health and prosperity for the association in its second century.

BACKGROUND

In October 2008, the AACRAO board of directors adopted a resolution directing then-President Paul Wiley to appoint a task force to review and evaluate the association's governance structures related to its board of directors in light of the increasing demands on nonprofit boards for fiduciary oversight and accountability.[2] Appointed early in 2009, the Task Force on Association Governance was charged to examine all aspects of AACRAO's governance structures, and recommend changes, as necessary, to ensure effective and accountable governance.[3]

[2] Minutes of the Meeting of the AACRAO Board of Directors, October 17, 2008.

[3] See Appendix A for the complete charge to the task force.

[4] Like AACRAO, BoardSource is a 501(c)(3) nonprofit organization. It was established in 1988 as the National Center for Nonprofit Boards by the Independent Sector and the Association of Governing Boards of Universities & Colleges in recognition of the nonprofit sector's need for an organization that specifically focuses on improving nonprofit effectiveness by strengthening nonprofit boards. Today, BoardSource is dedicated to advancing the public good by building exceptional nonprofit boards and inspiring board service.

[5] Minutes of the Meeting of the AACRAO Board of Directors, October 8-9, 2007.

The board's decision to appoint a task force to consider structural governance issues followed an extended period of self-evaluation and discussion. In 2005, the board agreed that regular assessment of its work was an indispensible precursor of board accountability and effectiveness, and conducted evaluations in the spring of 2006 and fall of 2007 using a board-designed assessment instrument. These self-evaluations had limited immediate impact on the work of the board; nonetheless, their results suggested that a more comprehensive examination of the board and its work was in order.

In October 2007, the board resolved to more thoroughly examine its governing role and responsibilities by implementing a board assessment instrument from BoardSource[4] and by engaging external expertise to assist the board in interpreting the results of the assessment, in facilitating discussion among board members, and in identifying best practices in nonprofit board governance.[5] This assessment was administered in the spring of 2008, and its results, which are discussed in some detail
below, suggested that the board's effectiveness—and thus the effectiveness of the association itself—might be constrained by governance structures embedded in AACRAO's Bylaws.

The decision to form this task force was a direct consequence of this three-year period of board evaluation and consideration. However, the task force may also be situated in the broader context of AACRAO's 100-year history and the evolution of its governing committee. On August 7, 1911 the fledging association adopted its first constitution, which provided for three officers: a president, a vice president, and a secretary-treasurer. These officers constituted an executive committee whose powers were to "fix the time and place of the annual meeting, to provide for the program, and to make other necessary arrangements."[6] In 1914, a second vice president was added, and in 1920 the office of secretary-treasurer was divided. A revised constitution, which provided for yet a third vice president, was adopted in 1927, and an editor was added to the executive committee in 1930.

[6] Historical Review of the Association, 1973, pp. 116-117.

And so it went, with the executive committee expanding and occasionally contracting, until 1956 when an executive committee that more clearly resembles today's board emerged. This committee consisted of a president, president-elect, past president, vice president in charge of professional activities, vice president in charge of regional associations and membership promotion, secretary, treasurer, journal editor, and two members-at-large. In 1965, the powers of the executive committee were greatly expanded when it was empowered to establish a national office and hire an executive secretary. For more than a half-century, the executive committee had been responsible for fixing the time and place of the annual meeting, providing for the program, and conducting the business of the association. The authority to establish a national office and hire a staff signaled that the work of the association had grown in both volume and importance to the extent that professional assistance was needed, rather than relying solely on volunteer management. This change marked a growing professionalism among AACRAO members.

A 1968 revision of the constitution and bylaws established the leadership structure that remains in place today. This revision called for an executive committee comprised of a president, president-elect, past president, vice president for regional associations, secretary-treasurer, and four vice presidents with professional portfolio (admissions and financial aid, international education, records and registration, and data management and research). These new program-oriented vice presidents were perhaps a natural consequence of the increasing professional specialization of AACRAO's members, and were charged with coordinating the work of committees in their respective professional areas. Except for vice presidential titles that have evolved, as well as the addition of two vice presidents, AACRAO members will recognize the 1968 officer structure as that of 2010.

This extended period of structural stasis does not imply that AACRAO governance has stood still for the last forty years. Indeed, four significant developments mark the continuing evolution of the association's governing structure. The first was the renaming of the executive committee to a board of directors in 1990. The rationale behind the change appears to have been that the executive committee—now with a national office and staff well established—believed it needed to focus more on providing broad oversight and establishing organizational strategy, and less on managing the work of the association. While the minutes of the 1990 business session of the annual meeting indicate that this change was approved without discussion, member reaction was mixed. For some, "board of directors" sounded too corporate and seemed inconsistent with the volunteer spirit of the association, while others saw it as a step toward organizational maturity. [7]

[7] Henderson, Stanley. "AACRAO: A Legacy of Service." *The Registrar's Guide: Evolving Best Practices in Records and Registration*. Ed. Barbara Lauren. Washington, D.C.: American Association of Collegiate Registrars and Admissions Officer, 2006, 481.

The establishment of an annual meeting program committee in 1996 was another indication that the association's governing body recognized a need to concentrate its energies more fully on strategic planning and oversight, rather than on managing the work of professional activity committees and
planning the annual meeting. Now well established, this committee is an integral component of AACRAO programming, working closely with the professional activity committees and managing the content of the association's annual meeting.

The association's financial difficulties of 1998-2000 shaped the contemporary state of AACRAO governance as surely as any of the structural changes of the preceding 90 years. During this period, "the membership reasserted its prerogatives to make association policy and to control association business."[8] In turn, and quite understandably, this may have led boards to focus on programmatic activities and be somewhat reticent in establishing strategic direction for the association.

[8] Henderson, 481.

Finally, AACRAO's incorporation in the District of Columbia in April 2000 and its recognition as an IRS tax exempt 503(c)(3) organization in May 2001 brought legal protections and financial benefits to the association. However, these developments also brought new responsibilities to the board, which serves as the association's legal and moral guardian, holding it in trust not only for AACRAO's members, but also for the public at large. The board is responsible for ensuring AACRAO's current and future welfare.

Expectations for boards of nonprofit organizations have grown immensely in recent years as a result of corporate scandals, Sarbanes-Oxley, and concerns about excessive employee compensation. These heightened expectations for board effectiveness and accountability, growing external regulation, and the increasingly complex nature of the association and its operations have understandably compelled the board of directors to turn its attention to its broad fiduciary obligations and away from programmatic responsibilities.

It is within this broader historical context that the task force has done its work. A periodic examination of AACRAO's governance structures to determine if they continue to meet the needs of an evolving organization situated in a constantly changing external environment is only prudent.

TASK FORCE WORK AND OBSERVATIONS

The research, evaluation, and discussion of the complex issues involved have required the task force to meet frequently in order to comply with the ambitious timeline set out in its charge. Face-to-face meetings were held March 6-8, April 13 and 16 during the Annual Meeting, and July 26-28, 2009. In addition, the group has met via conference call approximately every other week. Finally, asynchronous discussion has occurred through email. The task force is fortunate that its size allowed some of the research and writing to be carried out by subcommittees, though discussion and debate always involved the entire group.

In addition to the personal experiences of its members, information from a variety of sources informed the discussions and decisions of the task force:

• a review of the self-assessments conducted by the AACRAO board of directors;

• discussions with BoardSource consultant Berit Lakey focusing on the 2008 board self- assessment, AACRAO's governance structures and documents, and best practices in building effective and accountable boards;

• two publications: *Ten Basic Responsibilities of Nonprofit Boards* and *Nonprofit Governance: Steering Your Organization with Authority and Accountability*;

• a study of the governance structures of other associations and organizations, with a special focus on board size, functions, composition, and elections;

• responses to questions posed to previous AACRAO board members;

• discussions with the sitting AACRAO board;

• interviews with members of the AACRAO annual meeting program committee; and,

• input from members who submitted comments to the task force at the 2009 annual meeting and through e-mail.

Evaluating the effectiveness of AACRAO's governance structures, and especially the board structure, presupposes a shared understanding of nonprofit organizations' board of directors. After considering the materials at its disposal and debating the issue, the task force concluded that the most fundamental duties of any board are to:

• Establish Direction
  - Mission
  - Vision
  - Goals
  - Values

• Ensure Resources

- Funding Policies
- Leadership
- Reputation

• Provide Oversight
- Programs
- Finances
- Operations

These duties imply ongoing strategic planning, well-rounded fiduciary oversight, and monitoring of legal and ethical challenges. The board's 2008 self-assessment, in which board members rated their satisfaction with various aspects of the board's effectiveness, suggests gaps between these goals and board practice. A summary of the self-assessment follows. Detailed results of the assessment are presented in Appendix B.

AACRAO Board Self-Assessment (Spring 2008)

Summary by Satisfaction Level

80% or more satisfied

• personal satisfaction with board service

• understanding of annual budget

• information from financial reports

50% to 79% satisfied

• all board members being familiar with mission statement

• appropriateness of current mission statement

• clear delineation of decision-making between board and executive director

• general satisfaction with board performance

• board's vision for the association's future development

• board's engagement in strategic planning

• board's awareness of association's work

• clear understanding of respective roles of board committees and staff

• appropriate size of the board

• contribution of the committee structure to board productivity

Less than 50% satisfied

• board's process for monitoring strategic goals

• effective process for identifying potential new board members

• board meeting focus on strategic rather than administrative issues

• new board member orientation

• adequate procedure for effective staff leadership transition, if needed

In her review of AACRAO's bylaws, minutes of board meetings, and strategic plans (see Appendix C), BoardSource consultant Berit Lakey noted a greater focus on operational, managerial, and programmatic activities than on broad governance of the association. She concluded that the board's structure keeps its attention focused on operations and programs rather than on the association's strategic direction. This is especially true for the vice presidents, who are instructed by the bylaws to "manage the activities of the committees in their respective professional areas and assist the executive director in the execution of association activities." This contributes to role ambiguity and confusion between staff and board members, and may hinder accountability. Moreover, the professional "portfolios" of vice presidents coupled with the specialized duties of the president, president-elect, past president, and vice president of finance encourages a "silo" mentality within the board. The board structure currently in place does not promote optimal exercise of a board's governance responsibilities in a mature organization, in which a board should devote most of its attention and energy to policy, strategic direction, and outcomes, rather than management of activities.
After reviewing the self-assessment results and other materials, the task force identified several fundamental issues of concern:

• The AACRAO board is structured to focus on programmatic activities, which prevents its members from devoting sufficient time and effort to the strategic direction of the association. Moreover, the detailed focus on managing activities has perhaps interfered with the board's ability to focus more broadly on its governing role.

• The structure of the board, which calls for a majority of members with a professional "portfolio" such as information technology, enrollment management, or international education, results in a governing body comprised of individuals with impressive careers and programmatic experience within the association. However, the structure does little to ensure that board members will have the experience or interest to govern with a comprehensive view of the functions and strategic directions of the association.

• The complexity of AACRAO's burgeoning and successful programmatic activities, coupled with the multiple layers of staff members and volunteers managing them, often results in role confusion and unneeded complexity, which inhibits opportunities for members interested in strategic leadership as well as those interested in programmatic leadership.

• The yearly turnover of one third of the board coupled with the board's small size creates a great deal of "turbulence" for board members and discontinuities in the board's work. Moreover, the yearly shift in board leadership makes it difficult to establish and sustain strategic initiatives and broad operational policy.

• The current size of the board may constrain its ability to effectively carry out its work. Understandably, it may take new members a year to "come up to speed." As a result, the six or seven board members in their second or third years may be called on to shoulder the majority of the board's work. When coupled with professional "portfolios" and specialized duties (in the case of the president, president-elect, past

president, and vice president of finance), perhaps the board is simply understaffed.

Having identified these concerns, the task force researched the governance structures of other nonprofit higher education associations in order to deepen its understanding of governance models and place AACRAO's structure in a broader context. Twenty-five organizations were canvassed to learn about their governance. Not surprisingly, the research indicated a variety of governance models exist, though some patterns emerged that might be helpful in responding to the fundamental concerns that were identified. For example, some organizations allow one or more renewable terms for board members, some boards elect their own officers, some include external directors on their boards, most do not assign specific portfolios to their board members, and those organizations similar in size to AACRAO tend to have larger boards.

The task force's review of its own research into the governance structures of other organizations, the board's self-assessment, and the expert analysis and identification of best practices from BoardSource provided the foundations for subsequent deliberations of the task force. As the discussions progressed, task force members agreed that additional insight might be gained by seeking input from AACRAO members, including previous board members, committee members, and members at large. This yielded three salient observations:

• Current responsibilities of board members seem onerous to many AACRAO members and inhibit member interest in serving on the board. Some members believe they could not manage the programmatic work in addition to their institutional responsibilities.

• The nature of the vice president positions often narrows the field of potential candidates. For example, it seems apparent that a person whose expertise is in enrollment management might find only one slot on the board available every three years.

• There is dissatisfaction among some members regarding both a single slate for board positions and the restriction of voting
to those who attend the business session of the annual meeting.

While these various concerns and observations do not reflect an immediate crisis in governance, they do suggest potential vulnerability for the association's health, and clearly indicate that there is room to improve the effectiveness and accountability of association governance. Indeed, it is the very absence of a crisis that allows the association to consider carefully what, if any, steps might be taken to improve its governance structure. Now one hundred years old, AACRAO is at a critical juncture and must be prepared to embrace its next stage of development. Previous presidents and board members have led the association well, and through collaboration with a strong executive director and talented staff have brought the association to its current healthy state. AACRAO is well-positioned to make thoughtful structural changes that strengthen the effectiveness and accountability of its governance to ensure a strong and vibrant professional association.

RECOMMENDATIONS AND DISCUSSION

Following study and deliberation, the task force has developed a number of recommendations based on its conclusions. The recommendations are intended to strengthen the effectiveness and accountability of AACRAO governance. While each stands alone, the recommendations are related to one another. When taken as a whole, they strengthen and reinforce each other. The reader is encouraged to review the recommendations and discussions in their entirety in order to more fully appreciate how they work in concert to enhance the effectiveness and accountability of AACRAO's governance.

Roles of the Board of Directors and of Individual Directors

One fundamental concern that emerged in the self-assessment and in the BoardSource review of governing documents is the board's focus on managerial, operational, and programmatic activities, rather than on establishing direction, ensuring resources, and providing broad oversight. This is not to imply that board members are not faithfully carrying out their responsibilities. Rather, the task force concludes that this focus on operations results both from tradition and a governance structure that asks board members to manage association operations as well as to lead strategically. This structural ambivalence has several important implications for effective and accountable governance.

The current board structure results almost inevitably in role ambiguity for board members, each of whom has an individualized set of responsibilities. The six vice presidents "with portfolio" are seen as representing certain professional constituencies within AACRAO. These board members typically come with extensive experience in AACRAO's programs and professional activity committees (PACs). In addition, they have vice presidential titles that reflect a managerial alliance with a specific content area. This is further affirmed by their programmatic responsibilities for committees and the annual meeting program. Their respective constituencies may expect the director to act on behalf of these groups, rather than in the interest of the association as a whole. Four other directors—president, president-elect, past president, and vice president of finance—come to the board without professional portfolio, but with specialized duties not shared by other board members.

The segregation of board functions to individual directors represents an organizational structure that is managerial and operational, rather than strategic. The presidential and vice presidential titles AACRAO accords to its directors imply management and operations, not strategic direction and oversight. It is not difficult to imagine that a group of ten directors, each with a distinct specialized job and/or constituency, might lack a shared sense of purpose and understanding in their collective work as a board. In addition, the segregation of important board functions like finance to individual directors may lead other board members to pay insufficient attention to those functions while they pursue their own individual responsibilities. Further, the relationship of board members to the AACRAO staff ranges broadly, sometimes directing staff work and at other times being directed by staff.

In board meetings, more time appears to be spent on programmatic issues rather than strategic ones, and neither the strategic planning process nor the board meeting structure has encouraged a long-term strategic focus. A review of several past strategic plans indicates that strategies and goals might not be sustained long enough to reach fruition, frequently disappearing when their sponsor's term of office expires. In such planning efforts, it is difficult to tie budget and operations consistently to strategies and goals, and may result in full board and staff accountability being less than ideal. The board may need to approach strategic planning more consistently and with a greater degree of common understanding.

There was little evidence of a shared philosophy of association governance among board members. At the time of the assessment, board members had an incomplete understanding of the mission of the association. This was a result both of a mission statement that was ungainly and the fact that most directors advanced to their position of leadership from a specific functional area within the association. Although the self-assessment revealed a level of confidence in the management of the financial health of the association, that confidence seems to have relied largely on the work of vice presidents for finance and the executive director, rather than on financial understanding among all board members. Indeed, some board members

voiced uncertainty about the financial aspects of association governance (finance and investments, audits, compensation). A financial silo, where only one director is explicitly charged with attending to financial issues, deprives the board of the multiplicity of perspectives it needs, and thus hampers accountability.

In summary, AACRAO's current governance structure appears to divert the board from broad and strategic oversight by focusing its energies on programs, operations, and management. As the association enters its second century, the task force believes that more attention to strategic direction and oversight is necessary, and requires that board members focus their perspectives, visions, and expertise more broadly in order to carry out essential board duties. ***The task force recommends the bylaws be revised to clarify that the role of the board of directors is to establish direction, ensure resources, and provide strategic oversight, and that all directors serve "without portfolio," without programmatic assignments, without presidential or vice presidential title, and with a common set of responsibilities.***

In making this recommendation, the task force does not suggest that there is no programmatic role for the board of directors. However, the task force believes that the board's programmatic responsibility should be to oversee broadly the scope, quality, effectiveness, and value of all AACRAO programs and services, rather than managing the activities and operation of PACs and the program of the annual meeting. AACRAO is not the organization it was on August 7, 1911, when its constitution was adopted and its executive committee was empowered to "fix the time and place of the annual meeting, to provide for the program, and to make other necessary arrangements."[9] Instead AACRAO's programs now consist of four major conferences (Annual Meeting, Strategic Enrollment Management, Technology, and Transfer), several smaller meetings, webinars, a journal, books, electronic newsletters, public policy initiatives, and two business lines (International Education Services and Consulting Services). Moreover, with an annual budget of eight million dollars and staff of 37, AACRAO is no longer solely a volunteer association. In the view of the task force, the board's attention and energies must be directed

[9] Historical Review of the Association, 1973, p. 117.

toward strategic direction and broad oversight, rather than into managing activities of volunteer committees and operations of programs.

Program Leadership

A necessary corollary to a board with greater strategic responsibility and individual directors without discrete portfolios and responsibilities is a structure that ensures effective management of program activities and operations. The work of the PACs and the annual meeting is vitally important to the association and its members. If directors are to relinquish their professional portfolios, then the work of managing the activities of PACs must be addressed elsewhere.

The task force interviewed the members of the Annual Meeting Program Committee (AMPC) as well as two former chairs of that committee to solicit their input on how the annual meeting program is currently managed. The AMPC consists of a board-appointed chair and vice chair, six "program coordinators" who are individually appointed by their respective vice president, and one workshop coordinator. AMPC members were enthusiastic and fully engaged in their work in support of the annual meeting program, but many reported frustration with inefficiencies that are structural in nature. Although they appreciate the support they receive from their respective vice presidents, many of the program coordinators do not "always feel connected to their vice presidents." The relationship between vice president and program coordinator is "not always clear." AMPC members indicate that their work is stalled or impeded at times simply by the additional layer of oversight.

The task force received consistent feedback about the appointment and replacement of PAC members and chairs. While many vice presidents have been diligent in their management of the PACs, it appears that some have not, and even diligent vice presidents may not be as close to the process and the work of their PACs as are the program coordinators. As one AMPC member said, "the program coordinator would know better who is doing the best work and would be a good choice for next year's chair. As it is now, the selection process is based on résumé rather than performance."

Some important themes emerged from those interviews:

• management of the PACs is not always as effective as it might be;

• communication needs to be improved;

• transitions of PAC members and chairs are not always managed effectively;

• additional leadership opportunities for AMPC members would be beneficial;

• all association constituencies need a voice;

• the inherent ebb and flow of energy presents challenges in any volunteer organization; and,

• the alignment of program coordinators with individual vice presidents and portfolios results in uneven workloads, which could be more evenly distributed if the AMPC aligned itself in a more effective way.

The majority of AMPC members suggested that moving the responsibility for managing the activities of the PACs from the vice presidents to the program coordinators would be beneficial, noting that:

• such a move would clarify the roles of the program coordinators and the vice presidents in relationship to the PACs;

• this change would result in better communication between program coordinators and PACs;

• the AMPC is already engaged to some degree in the management of PAC activities, while the boards' ability to focus on these activities necessarily waxes and wanes;

• because he or she is closer to the process, the program coordinator is better able to evaluate who is doing the work on the PACs, and thus better able to head off problems and to identify potential chairs among PAC members;

• in a number of cases, such a change would be merely *pro forma,* because this is already occurring;

• such a change would offer program coordinators and PAC members more direct and immediate access to one another without an additional layer of administration; and,

• with a clear mission and organizational structure to support it, the AMPC could focus more effectively on meeting the programmatic needs of the membership.

With program coordinators that are willing to assume more responsibility for the work of PACs and with reason to believe that the current arrangement is not working ideally, the task force believes that the program coordinators should be assigned responsibility to manage the activities of the PACS in their respective areas. As previously noted, this would be a *pro forma* change in some, but not all, cases.

While the task force recognizes that the activities of the vast majority of PACs are directed to producing content for the annual meeting, there are a few whose activities are not centered on the annual meeting, though annual meeting content may be a welcome byproduct of their work. The International Publications Advisory Committee (IPAC) and the Standardization of Post-secondary Education Electronic Data Exchange Committee (SPEEDE) are examples. The task force also understands that a PAC, whose work is usually dedicated to annual meeting programming, may occasionally develop a new meeting or workshop, produce a new publication, or engage in some other work beyond annual meeting programming.

Assigning responsibility for managing PAC activities to the program coordinators would imply therefore a broader role than managing the annual meeting program. "Area coordinator" would perhaps be a more appropriate title than "program coordinator," recognizing that responsibility goes beyond the annual meeting program to more

broadly managing the PAC activities within their respective areas. Currently, these areas are admissions and enrollment management, international education, records and academic services, leadership and management development, access and equity, and information technology.
In order to effect the previous recommendation that directors serve “without portfolio” and without programmatic assignments, ***the task force recommends that:***

- ***the board appoint a coordinator for each program area, who will manage the activities of the committees in that area;***

- ***each area coordinator serve on the Annual Meeting Program Committee, where his or her work related to the annual meeting***

will be directed by the chair of that committee; and,

• each area coordinator will report to the board of directors regarding matters not related to annual meeting programming.

Unlike most of the task force's recommendations, this one does not necessitate a revision of the bylaws. The AMPC and the program coordinators are not currently described in the bylaws. They were established by the board to assist it in carrying out its work. The task force believes that not explicitly codifying the program committee and area coordinators in the bylaws has two advantages. First, it leaves open the possibility that the program areas might evolve over time, and that the board might in the future recognize new programmatic areas, establish new PACs, and appoint additional area coordinators as the AACRAO professions evolve or the workload merits. More importantly, it allows for the board, the AMPC, the area coordinators, and even the AACRAO staff to evaluate how effectively this proposed model may be working after an adequate trial period.
While AMPC members were largely enthusiastic about accepting additional responsibility, they and the task force are mindful that the assignment of additional responsibilities must be evaluated in practice to ensure that it works effectively and that the workload for area coordinators is manageable. Though there is no indication that the workload would be unmanageable, not fixing this structure in the bylaws would allow the board to adjust it easily if the workload for area coordinators were found to be unreasonable.

Size and Composition of the Board of Directors

Currently, the board of directors is comprised of ten voting AACRAO members. The task force reviewed numerous indicators that suggest that the size of the AACRAO board should be larger:

• The board self-assessment suggests that board members wish to devote more time and attention to essential strategic board duties;

• The self-assessment indicated that 50% of board members were either "unsure" or "dissatisfied" that the board is of
appropriate size to provide effective oversight of the association, and no board members were "very satisfied" with the board's size;

• On average, one third of the board is new each year, which results in significant discontinuity, given the board's size;

• BoardSource research indicates that organizations of similar size and type typically have boards that are larger than AACRAO's, usually ranging in size from 15 to 22 members;

• In addition to their programmatic portfolios or specialized duties, directors serve on multiple board committees, which may unduly tax the time and energy of individuals serving on the board;

• Even with each director serving on two or more board committees, these committees appear to be understaffed with only three members, one of whom is new to the board;

• The perceived workload of directors is viewed as onerous by many members, which may limit the number of eligible members willing to stand for election.

Board membership is restricted to voting members of AACRAO. The task force found that many nonprofit organizations reach outside of their membership for at least some of their board members, thereby bringing diverse perspectives and expert advice to their boards. Not only can external directors bring specific expertise, but they also can enhance board and association accountability and credibility. For instance, a college president might bring a different perspective of academic issues and trends to board discussions, and might also serve as an ambassador for the association by communicating its mission and values to other college presidents and presidential associations. The task force found that an average of one to three external directors sit on the governance boards of similar nonprofit organizations.

The task force believes that AACRAO would be well served by having a board that is larger in size than

currently constituted and includes one to three directors who are not voting members of AACRAO. Specifically, ***the task force recommends the bylaws be revised to comprise the board of 13 to 17 directors, 10 to 14 of whom are active voting members of the association and up to three of whom are not.*** A larger board would provide for more robust and vital board committees, make the workload of individual directors more manageable, increase leadership opportunities for AACRAO members, and allow the board to devote more time and energy to establishing and guiding the strategic direction of the association. The inclusion of external directors would strengthen association governance by bringing additional accountability and expertise to the board. Allowing for a range of external directors provides flexibility to meet the evolving needs of the board and of the association. The task force believes the potential for increased cost associated with a larger board would be reasonable given the benefits that would be derived from the change. In fact, a board focused on strategic issues and broad oversight rather than program management and operations might meet less frequently and for shorter periods, which could result in reduced expenditures.

Nomination of Directors

It is vitally important that the board of directors be comprised of individuals who reflect, to the extent practicable, the characteristics, values, and professions of AACRAO's membership. This value has been affirmed in many ways throughout AACRAO, and is a responsibility taken seriously by the Committee on Nominations and Elections (N&E). The task force has concluded that directors should not represent the special interests of a particular constituency, but should represent the broad interests of the association instead. Nonetheless, the task force embraces the notion that a diverse board brings a richness of perspective, experience, and background that encourages broader and more comprehensive debate and decision-making, and leads to greater accountability. The task force believes that its recommendations have the potential for increasing the diversity among board members. ***The task force recommends the Committee on Nominations and Elections continue to strengthen its efforts to provide slates of nominees that represent the diversity of AACRAO membership along many different demographic, institutional, and professional lines.***

The health of the association is dependent on volunteer leadership. The current board structure requires that the backgrounds and experiences of board nominees be closely aligned with open positions, which narrows both the potential pool of nominees and the opportunity for AACRAO members to serve on the board. For instance, in a year when several international educators are qualified to serve as Vice-President for International Education, all except one must wait three years or more to serve unless he or she has multiple professional specialties. The task force believes that its recommendation that directors serve without portfolio will increase leadership opportunities for members.

One weakness that the task force identified in AACRAO's current nominations process is that there is little ability for the N&E to assess the board's specific needs at any given time, or even its generalized needs. Given the current programmatic structure of the board, it is only natural that the N&E may have focused its attention on assessing the programmatic background of individuals in its review process. However, recent board assessments and other materials reviewed by the task force suggest that the skill set necessary for effective board service includes strategic planning, financial management, program assessment, and personnel evaluation, rather than programmatic expertise, and the N&E has little opportunity to assess these skills.

The N&E is normally composed of members who, with very few exceptions, have not served on the board. And, if they have, the current culture, priorities, and needs of the board may have changed since their term of service. The board itself is perhaps in a better position than the N&E to assess its needs at any given time. Indeed, much of the literature reviewed suggests that a board should identify and recruit new directors. In AACRAO's current system, there is no input from the board to the nominating process, and there is no obvious way for the N&E to know what particular skills and expertise would be most advantageous to the board's effectiveness.

For some members, the independence of the N&E is a deeply ingrained cultural value within the association, and the task force recognizes the ability of an independent nominating process to ensure some measure of accountability of leaders within a membership association. Conversely, a nominating

process that is isolated from the body to which it sends candidates can neither effectively assess the needs of that body nor assess how the candidates it sends forward meet those needs.

The task force believes that effective and accountable governance is a goal of both the N&E and the board, but recognizes that association culture and tradition have often prevented these two bodies from collaboratively seeking that common end. The task force concludes that AACRAO will be served better by fostering discussion and understanding between these two groups through a structural linkage, rather than maintaining a practice that discourages dialogue and engagement. Therefore, ***the task force recommends the bylaws be revised so that the Committee on Nominations and Elections is expanded to include one board-selected director each year.*** This will enhance the communication between the board and the N&E not only about the ongoing needs of the board, but also the board's particular challenges and needs in the current nomination cycle. The task force believes that limiting board presence on the N&E to a single member should assuage concerns that the board might somehow dominate the nominations process.

Election of Directors

Currently, the N&E presents a slate consisting of a single nominee for each open director's position. Directors are elected by voting members who attend the business session of the annual meeting. While nominations from the floor of the business session are allowed, they have rarely happened. In practice, the slate of new directors is uncontested, and the election of directors is largely a *pro forma* exercise. The election of directors stands in sharp contrast to that of members of the N&E, seven of whom are elected through membership-wide electronic voting from a competitive slate of 14 nominees prior to the business session of the annual meeting.

In light of the task force's recommendation that directors serve without portfolio and title, there seems to be little compelling reason to maintain a system that limits the slate of member directors to one nominee per open position and restricts voting to those attending the business session of the annual meeting. The task force concludes that board accountability would be strengthened if the election of member directors is conducted in a manner similar to that currently used to elect members of the N&E. In the case of external directors, however, the board itself may be in the best position to assess its needs for external expertise at any given time. In addition, the availability of desirable external directors may not coincide with the normal cycle for electing member directors, and potential external directors are likely to be unwilling to stand for competitive election as a director. The task force believes that external members should be elected directly by the board of directors.

The task force therefore recommends the bylaws be revised so that:

- ***the Committee on Nominations and Elections develops a competitive slate of nominees for member directors, consisting of up to twice as many nominees as the number of open positions;***

- ***the election of member directors be conducted prior to the business session of the annual meeting, with balloting accomplished by electronic means open to all voting members of the association, so that those candidates receiving the highest number of votes are elected for a three-year term;***

- ***the electronic balloting process allow for members to vote for write-in member candidates; and,***

- ***external directors be elected by the board of directors.***

The direct election of member directors by the membership means that the director who serves on the N&E will have been elected in the same manner as all other members of the N&E. This should mitigate concerns that a board member serving on the N&E would lack legitimacy because he or she had been elected by different means than other members of the N&E.

Terms of Directors

The task force recognizes the importance of continuity to overall board effectiveness, and also understands that some members find it difficult to make a three-year commitment to volunteer service. As is true with most

endeavors, however, it may take time for even the most-talented board member to learn his or her role and perform effectively. The

task force concludes that the current three-year term for member directors is reasonable, and represents an adequate and manageable commitment for most members. Moreover, the task force believes that the reduction in programmatic, operational, and managerial responsibilities should make the three-year commitment less onerous.

Historically, the board has included directors who are in a second three-year term, typically in the role of president. This additional experience has been invaluable to the board, and the task force believes that board effectiveness might be enhanced if other directors were eligible for a second term in office. However, the task force does not believe that second terms should be automatically guaranteed to board members, because having a large percentage of directors serve a second term might result in a reduction of opportunity for other AACRAO members. Many, and perhaps most, board members will not be desirous of a second term. Those who are should be nominated by the N&E and elected by the membership. This high bar to a second term, coupled with the proposed increase in the number of directors (see below), should ensure no decrease in opportunities for board service. With more programmatic responsibility vested in area coordinators (see above), the task force believes that AACRAO will be providing even more leadership opportunities to its members.

The task force recognizes that it may be desirable to establish different terms for external directors. Some external directors might bring expertise that is needed for a limited amount of time, while others have a perspective that the board needs for a longer period. Some may wish to be sure that they can make a valuable contribution to this association before making a three-year commitment. A two-year term for external directors, with the possibility of renewal for a second two-year term, provides flexibility to the board to meet its needs for external expertise and perspective. Again recognizing that the availability of external directors may not coincide with the normal election cycle for member volunteers, the two-year terms of external directors need not begin or end with those of member volunteers.

In summary, ***the task force recommends the bylaws be revised so that:***

• the terms of member directors be set at three years, renewable for a second three-year term through election by the membership; and,

• the terms of external directors be set at two years, renewable for a second two-year term through election by the board of directors.

Officers of the Board

Concluding that the board's focus on managerial, operational, and programmatic activities constrains its ability to broadly establish direction, ensure resources, and provide broad oversight, the task force has already recommended that board members be elected without professional portfolio and without title. However, the task force recognizes that a governing board needs its own leadership. The task force believes that four board officers are normally required to organize, manage, and document the meetings and work of a board. Specifically, ***the task force recommends the bylaws be revised to identify the four board officers described below, all of whom must be active voting members of the association:***

• the Chair, who shall chair the meetings of the board of directors, preside at the Business Session of the Annual Meeting of the association, and serve as the principal member spokesperson of the association;

• the Vice Chair, who shall serve as chair in the absence, incapacity, death, resignation, or removal of the chair until such time as a new chair can be elected;

• the Secretary, who shall produce official minutes of board meetings and of the Business Session of the Annual Meeting of the association; and,

• the Treasurer, who shall assist the Board in its responsibility for overseeing the financial affairs of the association.

Election of Officers of the Board

In its review of other organizations, the task force identified several models whereby all directors are elected as equals, with officers being elected directly by the board. This was true for most college and university boards. The advantage of board-elected officers is the inherent legitimacy conveyed to the

officers within the group they lead. Allowing a board to elect its own officers increases the likelihood of effective leadership, as board members will have had the opportunity to work with and evaluate their officers' commitment, contributions, and ability to lead.

Within AACRAO's current system, it is difficult—if not impossible—for the N&E to assess the leadership needs of the board at any given time. While all nominees may be recognized as leaders in their own fields, there is no guarantee that the individual nominated as president-elect will be the leader the board needs in 18 months, when he or she becomes president. Groups need different leaders at different times, of course, and the task force believes that the board itself is in the best position to identify the leaders it needs. The election of the officers from within the board will ensure the selection of persons who have demonstrated the capacity to lead within the board environment. In addition, requiring a board to select its own officers creates greater accountability by making clear that the responsibility for board functions such as finance belong to the board corporately, and not simply to an externally-selected officer on whom other directors may rely. ***The task force recommends the board of directors elect its officers***.

Terms of Officers of the Board

The task force believes that board effectiveness would benefit greatly from having greater continuity of leadership. Having a new chair each year makes it difficult to sustain the work of the board from year-to-year, much less to set and maintain long-term strategic direction for the association. The current one-year term for board chair creates churn and disruption for the board, undermining the group's ability to sustain work and direction on any but the simplest of issues and shortest of projects. A longer term for the board chair should provide greater continuity in the strategic direction of the association. The task force is less concerned about yearly turnover in the offices of vice chair, secretary, and treasurer, but nonetheless recognizes that the board may seek continuity in those officers as well. Therefore, ***the task force recommends the bylaws be revised to specify that:***

- ***the term of office for the Chair of the board be two years in length, with the possibility of renewal for a third year, and that if the chair's three-year term as a director shall expire during the course of his or her tenure as chair, he or she shall not be required to stand for nomination by the Committee on Nominations and Elections and election by the membership at large; and,***

- ***the terms of office for the Vice Chair, Secretary, and Treasurer be fixed at one year in length, with no limit on the number of terms that a director may serve in one of the positions within his or her normal three-year term as a director.***

CONCLUSION

The AACRAO Task Force on Association Governance wishes to express its appreciation to the current and former board members who had the foresight and courage to assess AACRAO governance and board structure, and who support this effort to ask difficult questions about AACRAO's future. After months of study and deliberation, the task force submits this initial report for consideration and comment by the board of directors and the members of AACRAO. The task force believes that the recommendations enumerated above will provide AACRAO with the governance structure needed to maintain and advance its position as a preeminent higher education association. Specifically, the recommendations will provide the board with the time and resources needed to fulfill its essential duties. In addition, the recommendations will give committees and the AACRAO staff the direction and authority to fulfill their essential duties. Finally, the recommendations will provide new and exciting avenues for members to participate in the operation of the organization and leadership development.

The task force recognizes that other documents must follow before adoption by the membership of changes to AACRAO's governance structure. These include plans for transition to a new structure and proposed revisions to the bylaws. It is important, however, that these recommendations be considered and discussed before the development of more concrete details. In that spirit, the task force invites you to think carefully about these recommendations, review governance materials, and talk with task force members about your reactions to and questions about these proposals. Additional background information is available at the AACRAO website at http://www.aacrao.org/governance.

The Governance Task Force welcomes and appreciates comments and questions about this document. Please direct any remarks to governance@aacrao.org by January 15, 2010.

APPENDIX A
CHARGE TO THE TASK FORCE ON ASSOCIATION GOVERNANCE
MARCH 6, 2009

The Task Force on Association Governance is charged to examine all aspects of the Association's governance structures, and recommend changes, as necessary, to ensure effective and accountable governance. Governance structures include, but are not limited to, the board of directors (corporately), the role of individual directors, the Bylaws, Articles of Incorporation, and the nominations and elections process. The charge is not to conduct an operational audit of the Board of Directors, individual directors, the Committee on Nominations and Elections, or members of that committee. Rather, the focus is on the Association's governance structures, the values that undergird them, and their impact on the effectiveness and accountability of the Board of Directors.

While the Task Force is afforded significant discretion in carrying out its duties, certain questions are fundamental. Listed in no particular order, these include:

- Is the officer/director structure appropriate and effective?
  - What are the rationales for and effects of conferring executive titles and managerial roles to directors?
  - Are there ways to structure the roles of individual directors to improve AACRAO's governance?
- Is the Board structured to carry out its legal responsibilities most effectively?
  - Is the Board of an appropriate size to fulfill its responsibilities?
  - Are the lengths of Board terms appropriate, particularly for the chair?
  - Should the Board elect its own chair?
- Is the nominations and elections process serving AACRAO well?
- Is member engagement commensurate with the Association's governance structures?

The Task Force is likely to be informed by the policies and practices of other organizations and by the experiences and opinions of AACRAO members. However, the collection of such information is not a primary objective. Nor should such information unduly constrain the Task Force's deliberations and recommendations. The Task Force should engage the issues critically and intellectually, and explore freely and creatively a broad spectrum of means aimed at enhancing governance accountability and effectiveness.

The Task Force is to submit a written report detailing its work, findings, recommendations, and suggestions for implementation to the Board of Directors. Because the Association's governance structures are established in the Bylaws, recommended changes may take the specific form of proposed amendments to the Bylaws. In addition to recommending substantive alterations to governance structures, the Task Force is encouraged to suggest emendations to any minor infelicities related to governance that it identifies in the Bylaws or other Association documents.

An initial written report is to be submitted no later than October 1, 2009, and the final report should be submitted no later than January 23, 2010. In addition, the Task Force should submit brief status reports by May 30, 2009 and August 15, 2009. The Task Force is advised to consult with the Board as necessary to clarify issues that may arise in the course of its work. President Paul Wiley will serve as the liaison between the Board of Directors and the Task Force.

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APPENDIX D
GOVERNANCE STRUCTURES OF OTHER ORGANIZATIONS

The task force researched the governance structure of the following associations and other non-profit organizations in an effort to understand the current landscape. For the organizations listed below, we looked at membership size; board size and organization; titles of officers; length of terms; non-voting versus voting members; internal versus external members; the election process; and rules on filling board vacancies.

American Association for Community Colleges (AACC)
American Association of State Colleges and Universities (AASCU)
American College Personnel Association (ACPA)
American College Testing Program (ACT)
Association of American Law Schools (AALS)
Association of American Medical Colleges (AAMC)
Association of American Universities (AAU)
Association of Public and Land-Grant Universities (APLU formerly NASULGC)
Association for the Study of Higher Education (ASHE)
The College Board (CB)
Council of Graduate Schools (CGS)
Council of Independent Colleges (CIC)
EDUCAUSE
Educational Credential Evaluators
Educational Testing Service (ETS)
Hispanic Association of Colleges and Universities (HACU)
NAFSA: Association of International Educators
National Association for College Admission Counseling (NACAC)
National Association of College and University Attorneys (NACUA)
National Association of College and University Business Officers (NACUBO)
National Association of Independent Colleges and Universities ((NAICU)
National Association of Student Financial Aid Administrators (NASFAA)
National Association of Student Personnel Administrators (NASPA)
National Council on Student Development (NCSD)
United Negro College Fund, Inc. (UNCF)

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