



Memorandum

TO: State Association Officers and Executive Directors
FR: Dr. Viola M. Garcia, President, National School Boards Association (NSBA)
RE: Update and Action Items on Addressing the Needs of State Association Members
DA: Tuesday, October 12, 2021

I. Summary

The NSBA Board of Directors is committed to forging a strong future for the organization focused on the needs of our members—our state school board associations. This process began earlier this summer with the holding of regional meetings to hear directly from our members and learn additional information on the direction that NSBA should be taking during these unprecedented times. The regional meetings added additional clarity to previous efforts focused on the future of the organization such as the strong work of the Governance Review Committee and recent Strategic Learning process.

This memorandum will provide additional information on activities since that time and planned action items to move the process forward including a report on NSBA Board of Directors' (BOD) activity since the BOD meeting on August 11 and 12, 2021, and collaborative work in addressing opportunities for NSBA to meet the needs of its members, the state associations.

II. Developments at the OSAED Meeting in Utah

In late July, the NSBA officers and members of the NSBA executive staff met with state association executive directors in Utah during the Organization of State Association Executive Directors (OSAED) Summer Institute to further the process to move the organization forward. During that meeting, the NSBA officers and interim executive director offered a presentation to the full group on the NSBA finances, an update on the regional meetings, and a series of action items to begin to address the future of the organization and promote a better relationship between the NSBA board and executive directors. Some of the highlights outlined from the regional discussion were 1) Governance Structure – Promoting a strong, engaged, and focused board that actively listens and understands the needs of the membership and that models good governance and works as a nonprofit board. 2) Member Service – Recognizing most of NSBA's services must be designed to be delivered at the state level so that school boards access the services in the context of their relationship with the state association. 3) Focus – An intentional, focused, and sustained effort to make the organization a more visible, influential, and effective leader in public education. 4) Return on Investment – Services must provide reasonable return in non-dues revenue for both state associations and NSBA. 5) Clear Communication Plan – All levels of stakeholders including executive directors, state association officers, and board members must be part of the process. 6) Financials Viability and Clarity – Transparency regarding the pension plan liability and revenue streams (non-dues). 7) Organizational Culture – Respond to recommendations for improved staff climate and

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conduct a culture survey, and address concerns of staff wellbeing and retention. The presentation was entitled “Regional Meetings Update and Action Plans” and included the following proposed action items to begin to address some of the issues concerning working more productively with the executive members:

- The Board of Directors will hold virtual regional meetings with the state associations twice a year.
- There will be one joint meeting with the BOD and the state association executive directors once a year at either Annual Conference or Advocacy Institute.
- The Officers of the NSBA Board will meet with OSAED twice a year.
- The chair of OSAED, or a designee, will sit on the Board of Directors Finance Committee.
- Board meeting agendas, minutes, and highlights will be shared through the microsite community for members.
- Build new communications opportunities and/or resources based on recommendations from the executive directors to get vital feedback from the state associations on important issues such as finances, to provide more transparency, and improve the flow of information between the board and state associations.

In turn, the executive directors met as a group and came away with four key takeaways they want to work with the board on to move the organization forward. Additionally, a fifth item was later added. They include:

1. There will be a clearly defined purpose/mission for NSBA with a clear pathway forward for the organization with a defined timeline for action.
2. Efforts will be undertaken to reform the board governance structure with a focus on best practice with experts in executive/nonprofit board training space.
3. The board and NSBA Executive Director will build an alliance with OSAED and rely on the group’s expertise with state association executive directors by having representatives serve on each NSBA committee and/or three OSAED representatives will be added to the BOD with voting privileges (NOTE) This latter action can only be undertaken by a proposal and vote of the Delegate Assembly).
4. The full BOD will participate with all hands-on deck information to state associations that includes regular and transparent reports from NSBA board representatives for their respective regions.
5. There will focus provided internally to improve climate and culture within the organization and at the office and staff level. (NOTE: This item was provided after the gathering in Utah).

The OASED Summer Institute set the stage for next steps and action taken during the August NSBA Board of Directors meeting and the NSBA Delegate Assembly.

III. NSBA August Board of Directors Meeting and Delegate Assembly

A. NSBA August Board of Directors Meeting

On Wednesday, August 11, 2021, the NSBA board of directors met and discussed the information shared during the regional meetings and the Utah meeting of OASED. After a review of the information, BOD members broke into four groups to discuss the issues broached at the Summer Institute with the executive

NSBA Update and Action Items on Addressing the Needs of State Association Members directors. This was the first meeting where the board undertook an effort to include executive directors in the meeting and they were given the opportunity to join in the group conversations.

Group 1 Conversation: There will be a clearly defined purpose/mission for NSBA with a clear pathway forward for the organization with a defined timeline for action.

The group began with a discussion of a proposal from the Montana School Board Association and supported by OSEAD. The proposed amendment would better define the mission of NSBA. Lance Melton, Executive Director of the Montana School Boards Association, walked the group through the proposal and explained the rationale behind it. This was a significant portion of the group's deliberations. Other subjects discussed centered on how to have more positive discussions on issues during Delegate Assembly; moving towards a non-divisive agenda; and finding a purpose everyone can agree on. The group also agreed that advocacy must be a priority for the organization.

Group 2 Conversation: Efforts will be undertaken to reform the board governance structure with a focus on best practice with experts in executive/nonprofit board training space.

Discussions on this subject included annual training for the board of directors on fiduciary responsibilities; receiving training directly from state executive directors who have strong experience working with their boards who often deal with many of the same challenges—this would allow states to be part of the solution. The Group also discussed sending out a request for proposals from leadership and board consultants or having Jeff Henderson who has been working with the Georgia School Boards Association conduct sessions with the board¹; and providing more robust orientation for new board of directors' members. There must also be continuous training in the board training space (it should not be a one and done process).

Group 3 Conversation: The board and NSBA Executive Director will build an alliance with OSAED and rely on the group's expertise with state association executive directors by having representatives serve on each NSBA committee and/or three OSAED representatives will be added to the BOD with voting privileges.

Topics discussed in this group included noting that a broader governance structure is a longer-term solution. The group is supportive of the NSBA president appointing state association executive directors to NSBA Board committees; recognizing that past committee work should not be ignored, and focusing on how to honor that work. The group also heard from North Carolina who shared examples from the National Cities and Counties Associations. The group further discussed how adding executive directors to the board would work such as having one from each region while recognizing that the that most of the board would still be school board/association board members if a change by the Delegate Assembly did happen. Examples discussed also included

¹ NSBA was planning to bring Jeff Henderson in Louisville, KY for a session with the entire Summer Leadership Institute prior to the event being terminated due to COVID-19 spikes. Board training was planned for the in person meeting in Louisville with Mr. Henderson and Valarie Wilson, Executive Director, Georgia School Boards Association. The training was designed to lead the Board in clarifying what NSBA is known FOR. Plans pivoted to an engaging discussion to lay the framework and collaborative work in addressing opportunities presented to the BODs by state Executive Directors. Plans for the December Board meeting include work on a Board self-assessment that lays the foundation for further executive nonprofit training and board development.

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Group 4 Conversation: The full BOD will participate with all hands-on deck information to state associations that includes regular and transparent reports from NSBA board representatives for their respective regions.

Focused discussion in this group included considering what this kind of model would look like. The group discussed efforts in the Pacific and Southern Regions to hold monthly meetings with state executive directors and officers and considered a template established by Past President, Beth Branham, for Regional Directors to report to State Associations in response to questions and additional comments. The group also discussed both pros and cons of the issues including turnover on the Board of Directors; culture issues; improving consistency in communicating with state associations with regional directors, staff communications, and with the NSBA president. The group also discussed how to better set a roadmap to improve getting to this goal including consistent and detailed new board director orientation and provide tutoring on using board tools; implementing Policies and Bylaws complimentary of, but not limited to, C&B Article XVI Regions, Policy B-36 Guidelines for NSBA Regions. The group concluded with recommended next steps including establishing common board talking points; strong regular and ongoing communications; Regional Directors promoting both online and in-person contact with state associations; and creating a consistent association culture.

B. Delegate Assembly

On August 13, 2021, the Delegate Assembly adopted a clear mission statement which the Board of Directors embrace:

THE PURPOSE OF THE ASSOCIATION SHALL BE TO SUPPORT STATE SCHOOL BOARD ASSOCIATIONS IN CARRYING OUT THEIR MISSIONS AND PROMOTE ADVOCACY FOR PUBLIC EDUCATION.

The passage of this new language is a significant step forward for NSBA. At the conclusion of the Delegate Assembly, the work from the regional meetings and developments from the Utah meeting were delivered to the group. The presentation also included a financial update and the written report in the form of a PowerPoint presentation was distributed to all the Delegate Assembly.

IV. Current Board of Directors Actions and NSBA Interim Executive Director Updates

A. Current Board of Directors Action

Two recent actions create the footing and momentum to clarify NSBA's future and are now being undertaken by the board of directors under the leadership of the officers. This work includes the new focus adopted by the organization through the Delegate Assembly which is now being implemented as the

² This action has now been adopted. Section IV.A of this document the names BOD committees and executive director assignments to them.

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NSBA process in developing the 2022 proposed budget begins. The Finance Committee's initial planning meeting emphasized the review of the strategic goals to align with the newly adopted purpose to guide the budget's development. The budget will align with the five strategic goals the Board of Directors affirmed at its April 5, 2021 meeting:

1. Public Advocacy
2. Products, Programs and Services (Portfolio),
3. Revenue,
4. NSBA Governance
5. Federation Strategic Communication.

Aligning the proposed budget to these goals provides a pathway to adopt a timeline and achieve the newly adopted purpose/mission for NSBA.

The board appreciates the good working relationship with OSAED Chair Kirk Schneidawand and the focus to collaborate more productively with state executive directors. The following state association executive directors have volunteered to serve on NSBA Board Committees by providing valuable input to the NSBA Board. The executive directors and board committee membership now includes:

Advocacy Committee:

Andrea Messina, Florida School Boards Association

Constitution and Bylaws Committee:

Brian Farmer, Wyoming School Boards Association

Finance Committee:

Robert Schneider, New York State School Boards Association

Governance Committee:

Kerri Schelling, Kentucky School Boards Association

Sally Smith, Alabama Association of School Boards

Pension Committee:

Terry Spradlin, Indiana School Boards Association

Policy Committee:

Don Wotruba, Michigan Association of School Boards

There is also a review of roles and responsibilities for officers, directors and regional directors which will clarify BOD participation in regular and transparent reports out to the regions from our NSBA board representatives. Communication efforts are currently under review. The officers are looking for the best ways to move forward to continue to address the areas of focus identified by the state association executive directors. The board is also looking for an opportunity to encourage the members to provide additional amendments or proposals for the next Delegate Assembly that will require a vote of the membership.

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B. NSBA Interim Executive Director Updates

To begin addressing the needs of the organization and to address the five primary issues identified by the executive directors, the NSBA interim executive director is working directly with the officers of the board of directors to help implement additional action items. Additionally, he has appointed the NSBA Director of Projects to assist the board in implementing the actions items identified in this document and any further additions in the future.

In the August board of directors meeting, the interim executive director outlined his overall plans in a presentation entitled “Serving the Needs of the State Associations” and his personal goals to accomplish it and move the organization forward during this transition time prior to the selection of a permanent executive director. His goals compliment the five areas outlined by the state association executive directors. He also shared these goals with the NSBA staff in August. Those goals include:

Goal 1: Help our state associations and their members navigate the dynamic of COVID-19 and the emerging political and social issues school boards are facing through strong member services and legislative and legal advocacy.

Goal 2: Provide steady leadership for the staff while focusing on the future of the organization.

Goal 3: Work with the NSBA board of directors, executive directors, and state associations to address the federation needs around governance.

Goal 4: Continue to position NSBA as a national leader for public schools on advocacy and equity issues.

Goal 5: Be a good steward of the organization finances, revenues, and related fiduciary obligations.

With these goals in mind and the focus on the staff, the interim executive director has taken immediate steps to improve the climate of the organization. This includes a recent survey of all staff that is now being reviewed, planned future staff surveys that will occur on a regular basis focused on how NSBA will operate its workplace in the future in light of the pandemic, currently seeking proposals to bring in a professional leadership consultant to work with the executive team to improve the climate and promote positive leadership, and there is currently an active search for a new Human Resources Director that has entered the final stage with anticipation of the new Human Resources Director to be announced no later than November 1, 2021

As noted earlier in this document, work is also underway for the 2022 budget process which incorporates specific goals as outlined earlier in this memorandum. Focus on advocacy and impacts on equity is going to be a high priority in the budget process. The budget process is inclusive and includes all the NSBA teams with input from staff. The budget process officially kicked off on September 22 and has been moving forward through meetings of the BOD Finance Committee and on the individual staff teams. As part of this process, updates on the finance and budget operation are being reported out to the federation. The Finance Committee meetings have included Robert Schneider, New York State School Boards Association ED, who has provided valuable perspective to the work. As of this writing, the Finance Committee has been meeting weekly and will continue to do so in the coming weeks. The BOD will meet on October 21 to discuss the budget further with final adoption expected in an in-person meeting on December 4-5.

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NSBA successfully held its first in-person event in Atlanta, GA with the 2021 Council on Urban Boards of Education (CUBE) Annual Conference. NSBA deployed multiple measures to assist in creating a safe environment for the attendees and staff. These measures include proof of either at least one vaccination or a negative COVID-19 test and an app that required answering a series of questions each day that were mandatory to enter the meeting space. Due to the success experienced at CUBE, similar measures will be implemented for future NSBA events. Preparations are now under way for 2022 events including Equity Symposium, Advocacy Institute, and Annual Conference.

Focus on the NSBA advocacy and equity efforts continue to be a top priority for the interim executive director. NSBA has been working diligently to provide information and advice to the members on issues related to the pandemic and school building reopening's while advocating for strong investments in public schools by Congress and the Administration in budget reconciliation and infrastructure negotiations. Concern over the current climate for school board members is also a top priority as disruptions at school board meetings grow and members face growing threats. NSBA has been actively engaged with the White House, Department of Justice, Department of Homeland Security, Department of Education, Surgeon General, and other federal agencies on pandemic related issues.

In the September 14, 2021 meeting of the OSAED liaison group, they were informed there had been a meeting with White House staff that morning and that NSBA was preparing to send a letter to the President. Subsequently, on September 17, 2021, the interim Executive Director emailed notice to the state association executive directors that indicated a letter requesting federal assistance would be sent.

“NSBA is taking a number of actions regarding calling for protection and resources to assist school board members with these threats including a call for the President and federal government for more assistance.”

That notice later stated:

“Further, NSBA has drafted its own individual letter that has been in the planning for several days that will also go out next week. This is a very detailed letter calling attention to the problem and laying out some very specific requests for action. That letter will be shared out with all of you next week when it is sent out so you can share it with your members and also your Congressional Delegations.”

In response to the letter sent by NSBA, on October 4, 2021 the Attorney General announced in a memorandum widely shared throughout the U.S. Department of Justice that he was ordering all U.S. Attorney Offices and local FBI offices to reach out to local and state law enforcement officials to coordinate efforts on this problem within 30 days of the memorandum.

Work continues on advocating for public school investment in the current budget reconciliation process and debate over infrastructure. NSBA has also been actively engaging with state associations encouraging districts to take advantage of funding provided to help close the digital divide in education, commonly called the homework gap. It is anticipated major issues going forward will include dealing with the teacher shortage, assisting students with disabilities, and calling for fully funding the Individuals with Disabilities Education Act, and advocating for finally closing the homework gap. In addition, calling for resources for public schools and pushing back against school privatizations will remain key priorities.

V. Timeline and Closing

A. Summary

Plans are well underway for the first BOD in-person meeting during which the board will actively engage in the most viable methods to put the new NSBA purpose/mission into action.

NSBA has engaged in a long-range plan of executive/nonprofit board training with Phil Gore, PhD, former NSBA employee and currently with the Texas Association of School Boards as Division Director of Leadership Team. A board self-assessment survey will be conducted prior to the December 3rd and 4th in-person meeting, the first since the pandemic began. Intentional, short and long-range governance training will be developed and scheduled based on the survey outcomes and most pressing issues around effective nonprofit training.

Executive directors are now serving on board committees and the Constitution and Bylaws Committee is actively communicating with state associations to bring collaboratively proposed amendments to the 2022 delegate assembly. Particular discussions regarding amendments for OSAED representatives on the BOD with voting privileges is encouraged.

A plan of action including the process for establishing common board talking points; strong regular and ongoing communications; regional directors promoting both online and in-person contact with state associations; and creating a consistent association culture will be developed at the December board meeting. This plan will include designated staff support and a timeline for reporting after each BOD meeting.

Collaborative engagement for NSBA to meet the needs of its members, the state associations, will be scheduled and planned with the OSAED representative on the BOD and with the OSAED Liaison Committee to further opportunities for NSBA to meet the needs of its members.

B. Action Items by Timeline

TIMELINE

The following reflects events and action items undertaken by NSBA from the last several months beginning with the regional listening sessions and future action expected by quarterly periods

Timeline June 1, 2021 – August 31, 2021	
June 2021 –August 2021	<ul style="list-style-type: none">• Regional listening sessions are conducted by the NSBA Board of Directors.• CEO Anna Maria Chavez resigns.• Chip Slaven is selected to become interim executive director and CEO• NSBA officers and interim executive director do a presentation to the state association executive directors at the OSEAD Summer Institute in Park City, Utah. Specific action items are presented to the executive directors in that presentation and a financial report is included

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- The leadership of OSEAD presented the recommendations of the executive directors to the officers.
- The NSBA Board of Directors meets on August 14-15. The recommendations of the executive directors are discussed at the meeting and the BOD focuses on them in group discussions
- The 2021 Delegate Assembly votes and passes a new NSBA mission statement.
- NSBA President and interim CEO present to the entire Delegate Assembly and update the Delegates on the finances. The report included a written PowerPoint presentation which was later shared with the Delegates .

September 2021-November 2021

- Executive Directors are appointed to board committees
- Plans are shared with the federation on the upcoming national search for a permanent executive director
- The NSBA budget process begins with new focus on the mission of the organization.
- Finance Committee begins bi-weekly meetings including a liaison from OSEAD
- The NSBA BOD meets to discuss the upcoming budget process and the process for the permanent executive director's search
- A request for proposals (RFP) is sent out to national search firms
- Interviews are scheduled for search firms
- A consultant is acquired for board training at the December 2021 BOD meeting.
- Proposals for Delegate Assembly deadline is due in November. This would include the deadline for any proposals related to organization governance.

December 2021-February 2021

- BOD will hold its December meeting to approve the budget and get an update on the search committee process
- Equity Symposium and Advocacy Institute will be held
- There will be a joint meeting with the BOD and the state association executive directors to be held at either Annual Conference or Advocacy Institute.

March 2021-May 2021

- Annual Conference will be held
 - Delegate Assembly will be held and any governance proposals will be voted on by the selected Delegates.
 - The Board of Directors will hold the first virtual regional meetings with the state associations.
 - The new executive director will be announced in the spring
- There will be one joint meeting with the BOD and the state association executive directors once a year at either Annual Conference or Advocacy Institute.

Deliverables:

By the conclusion of this timeline the following actions will be completed, will be ongoing, or have already been completed:

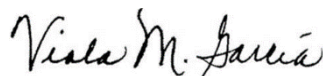
- The Board of Directors (BOD) will have focused board training and a survey of the board will be issued. (Scheduled for December 2021)
- BOD will have held the first of its virtual regional meetings with the state associations in the first quarter of 2022
- The second regional virtual meeting for 2022 will have been scheduled for late summer or early fall.
- A joint meeting with the BOD and the state association executive directors will have been held.
- The Officers of the NSBA Board will meet with OSAED during the first half of the year.
- The second meeting between officers and OSAED will be scheduled for Summer Institute or at another time.
- The Delegate Assembly will convene and any governance recommendations will be voted on by the membership.
- IN PROGRESS: A search will be conducted for a new NSBA Director of Human Resources

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- IN PROGRESS: An RFP will be issued for a leadership consultant to assist members of the NSBA executive team to assist in leadership training and improving the climate of the organization.
- ONGOING: Build new communications opportunities and/or resources based on recommendations from the executive directors to get vital feedback from the state associations on important issues such as finances, to provide more transparency, and improve the flow of information between the board and state associations.
- ONGOING: Board meeting agendas, minutes, and highlights will be shared through the microsite community for members.
- COMPLETED: Executive directors will be appointed to the various BOD committees.
- COMPLETED: Notice will be given to the state associations regarding the process for a new executive director
- COMPLETED: A request for proposals will be issued to national search firms to hire a new executive director
- COMPLETED: A staff survey will be sent out asking questions concerning NSBA and ways to move forward during the transition period under the leadership of the interim executive director.
- PARTIALLY COMPLETED: AND ONGOING: BOD will review the issues raised by the state association executive directors and discuss the possible courses of action. The first step of this effort occurred in August and debate will continue in subsequent months.

Additional actions and information not contained in this memorandum may be undertaken by the BOD as work continues concerning these important issues. We look forward to communicating further on these issues in the coming weeks and months.

Thank you,



Viola M. Garcia
President, NSBA