

To: The NBPTS Board of Directors
From: Barb Kelley, Chair and Barbara Wheeler, Chair of the Nominating Committee
Date: July 23, 2003
Re: Nominating Committee Proposal to Reduce the Size of the Board

As was discussed at the June Board meeting, the Nominating Committee has proposed a bylaw change to reduce the size of the Board to 54. The purpose of this memo is to give a brief rationale for the proposal and to describe fully how the reduction would be accomplished.

At its meeting in April, the concept of reducing the size of the Board was first discussed. The size of the Board has always been an issue. When NBPTS was founded, a large governing board was thought to be essential in developing support for the revolutionary and controversial concept of National Board Certification. Having representation from all the content fields while the standards and assessments were being developed was also considered to be critical to the National Board's credibility. More recently, the question of whether the size of the Board could be reduced while working to increase its effectiveness has been frequently raised. In the searches for both Jim Kelly's and Betty Castor's successors, the 63 member governing board was mentioned frequently by both search firms and by most candidates as a daunting challenge. The development of the entire framework of certificates is now complete, lessening the need for as great a number of specific content experts in the Board of directors' deliberations. NBPTS has already developed a great deal of recognition and support outside the preK through 12 environments. But business leaders and publicly elected officials in particular, are reluctant to serve on such a large policy making board with the significant time commitment associated with the Director's role. President Joe Aguerrebere has indicated an interest in developing advisory groups, involving larger numbers of individuals than we do currently through membership on the Board. The unusual number of midterm resignations, coupled with the number of directors who will be term limited out sparked a Nominating Committee conversation about the rare window of opportunity arising this October. There was general agreement on the following:

1. The ratios established in the Bylaws, (e.g., majority of regularly engaged teachers, two thirds professional educators, etc.) were more critical than the actual number of 63. Any reduction to the size of the Board would have to be accomplished by maintaining all the ratios as currently defined.
2. Few boards, if any, have successfully reduced their own size by voting themselves out of office. The optimum solution is through attrition, taking advantage of term limits and resignations.
3. While cost was not the driving factor behind the concept of reducing the Board's size, it surely must be considered. Each Board meeting costs, on average, around \$123,000 and the average cost per

director is \$1600. A reduction of nine Board members assuming at least seven would attend each meeting, could save NBPTS approximately \$33,600. Additional savings would be realized in mailings and staff time. In a deficit budget, when the number of NBPTS staff has been reduced almost by half, and with every expenditure being scrutinized this significant savings cannot be ignored.

4. A committee should be established to examine all the issues involved in Board governance. Its charge would include structure, committees, working groups, size of the Board, etc. Because that committee's work could not be completed and considered by the Board of Directors in time for the October 2003 election, the Nominating Committee directed the Chair and the staff to determine whether an initial reduction of the Board could be accomplished in this election cycle. Criteria established by the Nominating Committee were that all current Bylaw ratios would have to be maintained, and any Director eligible for reelection must have an opportunity to be renominated.

With the criteria cited, there will be a total of 12 openings due to term limits and resignations this October. It was determined that a reduction of 9 positions on the Board could be accomplished and still maintain the ratios stipulated in the Bylaws. Below are those ratios and how the numbers would change if the Nominating Committee's proposed bylaw change of reducing the Board from 63 members to 54 members were to pass.

1. A majority of the Board must be regularly engaged in teaching elementary and secondary school children. (Currently 32, would be 29)

2. Twothirds (Currently 42, would be 36) shall be teaching professional members. Of the teaching professional members:

(a) Union Leaders: Onethird of the teaching professional members (Currently 14, would be 12) shall be persons who hold, or within the past ten years have held local, state or national office in the two national teachers unions. Of this group, equal numbers (Currently 7, would be 6) shall be from each union. The Presidents of AFT and NEA must fill two of the positions in this category.

(b) Disciplinary or other Specialty: Onethird of the teaching professional members (Currently 14, would be 12) shall be persons who hold, or within the last ten years have held, elected or appointed local, state or national positions in one of the teachers' disciplinary or other specialty organizations.

(c) Distinguished Teacher: Onethird of the teaching professional members (Currently 14, would be 12) shall be teachers and other educators who have been identified as having outstanding records of accomplishment but who may not have held office either with a teacher union or with a teachers' disciplinary or other specialty association during the last ten years.

3. Onethird (Currently 21, would be 18) shall be public or

other educator members. (e.g., governors, state legislators, chief state school officers, state and local board of education members, administrators, deans, university presidents, business leaders, parents) At all times, a majority of the public or other educators shall be elected or appointed officials with governance, supervisory, or managerial responsibility for education.

4. The size of the Executive Committee is currently stipulated at 13, with specific ratios for membership. The size or ratios on the Executive Committee, any other elected committee or the EOCC will not be affected by this bylaw change.

In addition to approving a mail ballot for reducing the size of the Board, at the June meeting, the Board approved the establishment of a committee to study board governance issues. On Monday, July 28, email ballots will be sent which must be returned no later than Monday, August 4. If you will not have access to email during that time period, please notify Della Cullins so an alternative method of receiving and returning your ballot can be worked out. Mail ballots on a Bylaws amendment require a threefourths vote of the full Board. Attached you will find a list of responses to questions that arose in June regarding this Bylaw change. If you need any additional information, please feel free to contact Barb Kelley, Barb Wheeler, or any member of the nominating committee.

Frequently Asked Questions Regarding Reducing the Size of the Board to 54

1. Why is this decision so urgent? Why don't we wait for the governance committee to do its work and then we'll know exactly what size they're recommending the Board should be?

There are a large number of openings (13) this October due to resignations and term limits. The work of an Ad Hoc Bylaws Committee will not be accomplished in time for preparation of the ballot for the October election. In October 2004, we currently know of only two openings due to term limits. It is unlikely that a sizeable reduction could occur next year unless we violate the ratios in the Bylaws or we deny some incumbents' opportunity to seek a second term. Delaying the decision also defers the potential savings in the 2004 budget and beyond at a time when NBPTS is facing significant fiscal challenges.

2. Will any Directors have to change categories in order to accomplish the reduction?

Yes. The size of the union leader categories (categories 1 4) is reduced from 14 to 12, and the Bylaws require equal numbers for NEA and AFT. Judy Bodenhausen of AFT is term limited in 2003, but there is no NEA union leader resigning or term limited in 2003. Although Michael Marks is already in his second term, he is a Milken winner, a Disney teacher and a former chair of the Mississippi Forensic League. Therefore, he is qualified

to serve in the disciplinary or specialty official category (category 5) or distinguished teacher category (category 6), which makes him eligible to change categories. Placing him in the distinguished teacher category (category 6) would result in four incumbents' seeking three open seats, which violates the criteria established by the nominating committee. Placing him in category 5 meets the criteria established by the nominating committee.

Additionally, the Bylaw change would reduce category 6 by a total of two seats. One seat, Pat ColbertCormier's, is reduced through attrition. Another director needs to be moved to a different category. Andrea Pulido has served as chapter president of the Association of Mexican American Educators. Therefore, she is eligible to serve in the disciplinary or other specialty category (category 5.) Placing her in category 5 meets the criteria established by the nominating committee.

3. How would this bylaw change affect the balance between the two unions?

The Bylaws require that onethird of the teaching professional members be union leaders, and that the numbers within those union leader categories be equally divided between the two unions. Category 1 (AFT leaders not regularly engaged in teaching) and Category 3 (NEA leaders not regularly engaged in teaching) will remain at three directors each. Category 2 (AFT leaders regularly engaged in teaching) and Category 4 (NEA leaders regularly engaged in teaching) will be reduced from four to three directors each. That is accomplished through Judy Bodenhausen being term limited, and Michael Marks being moved to Category 5. (See question 2) The end result is a total of six AFT union leader slots, and six NEA union leader slots, rather than the current seven and seven.

With regard to how many members of each union will be leaving the National Board, two NEA members and three AFT members are included in the thirteen openings as of 2003. In the future, if reductions are to be accomplished through attrition, there are two available positions in 2004, and seven in 2005. In October 2004, the two individuals term limited are both NEA members. (There is one more Director term limited in October 2004, but according to the Bylaws, that seat must be filled by an individual in a private school.) In October 2005, a total of seven directors are term limited: six are NEA members and one is in higher education. There is no way to estimate how midterm resignations or directors choosing not to seek a second term might affect those totals.