

**The Holmes Partnership
Board Meeting
January 20, 2005
Marriott-Downtown
Philadelphia, PA**

Present:

Alicia Ardila-Rey, Joe Aguerrebere, Sylvia Auton, Wanda Blanchett, Mary Brabeck, Kathleen Sullivan Brown, Sam Carmen, Beverly Cross, Billy Dixon, David England, Robert Felner, Mary Futrell, Karen Gallagher, John Grossman, David Imig, Frances Kochan, Elizabeth Lewin, Paul Mehta, Brooke Moore, Bianca Ochoa, Linda Post, Marcia Reback, Sylvia Seidel, Joan Smith, Kathleen Sullivan Brown, Louise Sundin, Melora Sundt, Linda Tiezzi-Waldera, Alfonzo Thurman, Chuck Williams, Rashard Wright, Robert Yinger.

Opening and Welcome

Mary Futrell called the Holmes Partnership (HP) Board meeting to order at 8:45 am. Futrell welcomed all to Philadelphia and the new year. She then reviewed the agenda, calling for the president's report and the president-elect's report. She first recognized the President, Bob Yinger.

President's Report

Attached is a PowerPoint that Bob Yinger used as the basis of his presentation. He cited David Mathews work at the Kettering Foundation regarding 'wicked problems' whose definition and diagnoses are unclear. Drawing from these ideas Yinger discussed the work of the HP and the nature of public engagement.

Yinger thanked the Board for the opportunity to be President of the organization, for Board members' support during his tenure, and for the changes in the organization under his leadership. He indicated changes in his professional life, including stepping down from the dean's position at Baylor University. He will be continuing his scholarship with further writing on public engagement.

On behalf of the board, Futrell expressed her appreciation and indicated that the HP would be keeping him involved.

President Elect's Report

Alfonso Thurman thanked the Board for the opportunity to serve as the incoming president. He indicated he did not have a written report but stated that the draft of the by-laws committee exemplified how the Board should work in the future: collaboratively, electronically, staying on task and on time, and producing results. He emphasized his mission to strengthen the current structure of the Board, including Board accountability, Board restructuring, and a reallocation of resources. Thurman will go to Baylor in the near future to discuss moving the office to Milwaukee but before that he will have a financial audit of the accounts as a standard business procedure. He shared with the Board his dedication to the ongoing work of HP and invited all Board members to continue their involvement and to bring others into the process.

Business Meeting

Agenda

Futrell asked for the agenda to be approved. It was moved by David Imig and seconded by Joe Aguerrebere. Wanda Blanchett asked to have the Holmes Scholars review added. The agenda was approved as amended. Futrell then asked for a motion to approve the minutes of the last meeting. It was moved by Marcia Reback and seconded by Paul Mehta. The minutes were approved as submitted.

Holmes Scholars (HS)

Rashard Wright introduced Alicia Ardilia-Rey. Ardilia-Rey indicated there were a record number present for the job fair. She also reviewed the Holmes Scholars conference and the benefits of the conference. Ardilia-Rey was complimented on the communications initiated among the scholars.

Wright distributed information on the Holmes Scholars Council including the four initiatives of the Council: the Summer Leadership Institute, the Holmes Scholars Business Meeting, the Franklyn Williams Holmes Scholars Award, and Suggested Goals for 2005. He reviewed what has worked for the scholars or what has not worked in individual cases. He indicated that there are plans to have some event this summer. On a personal note, Wright had taken his comprehensive exams and passed. The Board applauded his accomplishments.

National Association of Holmes Scholars Alumni (NAHSA)

Wanda Blanchett reported on the work of NAHSA. She indicated that this year was the best year for collaboration initiatives. The Journal of Urban Education would feature the work of the HS and HS alums in a 2005 issue.

The application for 5013C status is ongoing. It has taken far longer than anticipated but they are persevering.

A request to the National Centre for Urban School Improvement for \$200,000 was made for a summer institute but was not funded. It would have been a collaborative program with AACTE, NASHA and HS.

A review committee has looked at the HS program and will ask the Board for more guidance. Members of the review committee include: Paul Mehta, Alicia Ardilia-Rey, Rashard Wright, Wanda Blanchette, Chuck Williams, Darrell Barringer, and Melora Sundt. The Board was asked to take action on Melora Sundt's report. Blanchette forwarded a condensed version of the HS program to Board members. It was noted where the two reports overlapped. Blanchette reviewed the findings as provided in the email to the Board, including: great variation among support in different institutions; differing levels of services and support; the extent to which the leadership of Dean impacts the program. Few campuses have found ways beyond the alumni groups to stay in touch. Copies of the full report will be given to the Board.

UNITE

Linda Post presented the report. UNITE is updating its web page and developing more grant proposals. Two new publications will be forthcoming from Ken Howey and Nancy Zimpher. The topic is boundary spanners: teachers in residence in universities. The second publication is related to urban teacher preparation and best practice. An assessment book is targeted for a March publication.

The UNITE steering committee will be meeting with Alfonzo Thurman in the near future about the distribution of publication.

Linda Tiezzi-Waldera reported on the publication of the NCATE PDS standards. The standards are in the final stages of editing. Another publication, Voices and Reflection on Urban Education, include vignettes on teacher-preparation by university-based faculty and a second section written from a school-based perspective by teacher educators in the schools. Copies were distributed to the Board.

Research

Melora Sundt presented the report. She has attended regional meetings and is available to help regions. She is willing to help regions assess the outcomes of the partnership. She will work with interested partnership.

Sundt has a preliminary analysis of students and universities. Currently there is not a lot of participation with the data base. The survey is long and she knows there are competing priorities.

She reported on the Holmes Scholars study and her interviews with Holmes Scholars. One of the things that resurfaced was the value added by the Holmes Scholars. A second version includes a few more

scholars. In a letter sent to all deans she received some interest in starting a HS programs. Other questions arose, such as: what does Holmes Scholars mean: students of color?, men? underrepresented groups? The Board received the report and thanked her for the work thus far.

Regions

Midwest

Joan Smith reported on a successful meeting in early November. The critical friends process worked well for them.

Northeast

Robert Felner reported on ideas being discussed in his region. He cited issues involving students at risk and how we take what we are doing and bring it to the level of what works. He indicated that the region hopes to have a conference in the fall for divergent partnerships.

Southeast

Darrell Barringer was not present. Sylvia Auton provided information on an ATE teacher research academy in April involving several HP partnerships.

Midwest

No report made. (John Grossman joined the Board later in the meeting.)

Farwest

Karen Gallagher reported that the region has four partnerships and she is working with those partnerships and looking for others to join.

Holmes Scholars Recommendations Revisited

Futrell called for a motion to receive the Holmes Scholars report including the recommendations therein. It was moved by Paul Mehta and seconded by Joan Smith. The Board discussion of the report included the following:

- Prioritizing the list of recommendations
- Endorsing the report; viewing funding separately
- Identifying a plan and corresponding funding
- Working with the partnerships to get the plan and budget completed
- Discussing with deans the need to have a diverse university faculty. AACTE has twice had meetings for deans on this topic
- Considering the possibility of AERA and AACTE distributing the two reports as research findings
- Looking at the numbers of Holmes Scholars and the decline in numbers
- Planning for future Board discussion on what needs to happen and how to move forward

The chair called the question and the motion passed unanimously. It was noted that if the by-laws are changed then the Vice President for

the Holmes Scholars would be asked to develop a plan and a budget.

Old Business

By-Laws

David England thanked the members of the Board for providing input into the proposed changes.

Futrell stated the Board would move into a committee of the whole to review the proposed changes and then make amendments as voted upon. After the business meeting of the membership, the Board will send to every partnership the proposed revisions and ask for their approval.

In early January voting members received notice of the Board's intent to make changes to the by-laws.

David England reviewed the task assigned to the By-laws Committee from the last Board meeting: to prepare a draft of rewritten by-laws to reorganize the leadership of the Holmes Partnership from a geographic structure to a functional structure. He then indicated that he would detail all the changes for the Board in a section-by-section analysis with Board discussion. **Attached is a copy of the proposed by-laws.**

Following that discussion, Futrell had the Board rise from the committee of the whole. There was an hour to discuss changes and propose action on the by-laws. There was a second hour to discuss how the changes would be put into practice, if approved.

Discussion and Action on By-Laws

Futrell asked for a motion from England, on behalf of By-Laws Committee, to proceed through each article of the by-laws as proposed. England moved and Marcia Reback seconded the motion.

Article 1, 2, 3, 4, and 5: no changes proposed.

Article 6:

John Grossman moved to add UNITE to the membership of the Board. Futrell seconded. No discussion. Motion passed unanimously.

John Grossman moved to have officers of the Board and officers of the corporation be identical. Joan Smith seconded. Motion passed unanimously.

Melora Sundt moved to create a 7th VP for Holmes Scholars. Seconded by Joan Smith. Motion passed unanimously.

Wanda Blanchette moved to have the list of officers also include: chair, vice chair, secretary and treasurer. Seconded by Elizabeth Lewin. Motion passed unanimously. England will work on the order of sequencing vice president titles

Article 7

England will work with By-Laws Committee to make language consistent on VPs about support and concurrence of the President.

He will also remove specificity on Howey-Zimpher award.
Moved by Paul Mehta that all officers' terms be three years.
Seconded by Kathleen Sullivan Brown. Motion passed
unanimously.

Article 8

Moved by Karen Gallagher to create a Leadership Development
Committee. Seconded by Kathleen Sullivan Brown. Motion passed
unanimously.

Moved by David Imig to specify the audit committee. Seconded by
Chuck Williams. Chair appoints audit committee (treasurer and 2
other members). Motion passed unanimously.

Articles 9,10: no changes proposed.

Article 12

Renumber as Article 11

In summary, the main motion on the by-laws changes was amended as
follows:

- 1-Article 6: add UNITE
- 2-Article 6: make the Board officers and officers of corporation
the same;
- 3-Article 6: specified duties for VP for Holmes Scholars
- 4-Article 7: terms of all officers –3 years
- 5-Article 8: standing Leadership Development Committee
- 6-Article 8: add language of audit process.

Motion passed unanimously.

Joe Aguerrebere moved that the Board send the recommended changes
to the by-laws to the membership for approval. Marcia Reback seconded.
Motion passed unanimously.

Futrell reminded Board members that the HP members already received
notice that this is going to happen. England will work with the By-Laws
Committee to incorporate the changes. There will be a legal review.

Futrell asked Sylvia Auton, Frances Kochan, Kathleen Sullivan Brown,
and Joan Smith to draft a description for the Leadership Development
Committee then thanked David England for a job well done.

Discussion on How Proposed Changes Would Occur

1. The operation of the Board will change related to overall operations,
coordination of the regions, and a reconstitution of the Board. Bob
Yinger distributed information to all Board members (Attached)
2. A legal review of the by-laws will be completed prior to the March
membership vote. The recommended changes to the by-laws will be
sent to the membership with a cover letter from Bob Yinger and
Alfonzo Thurman. At the membership meeting the next day,
Alfonzo Thurman will set the stage for the by-laws change. All Board
members were encouraged to be at the membership meeting

3. The most pressing issue is to define the role and work of the VPs, including continued support to the regions.
4. After the membership vote by March 2005, additional Board discussion will be needed on the specifics of the implementation. A structure is necessary but needs thoughtful analysis. Billy Dixon, Joe Aguerrebere, David Imig, and the higher education deans were asked to help think about the structure, based on their expertise.
5. If approved, the revised by-laws will become effective on July 1, 2005, the beginning of the new fiscal year.
6. Job descriptions will need to be distributed widely to solicit applicants.
7. The first year (July 1, 2005-June 30, 2006) will be a transition year between the existing Board and the incoming Board. The new VPs would be invited to the fall Board meeting. The rest of the Board reconstitution would be implemented by the January meeting.
8. The spring Board meeting will include a focus on what VPs will do and what the budget is.
9. Karen Gallagher and David Imig will draft a business plan.
10. Information on membership dues needs to be addressed.
11. The Executive Committee of the Board will do the interim committee. Alfonzo Thurman plans to meet with an auditor in advance of assuming the financial records from Baylor.
12. The Executive Committee will bring to the spring Board meeting a plan for how the Board would implement the new by-laws.
13. Current VPs would serve in transitional roles as regional representatives.

Review of the Annual Meeting

Roles of Board members at the annual meeting were reviewed. Registration estimate for conference attendance was 580 participants. The conference is self-supporting.

To date, 50 partnerships have paid and 30 more are to be paid. Membership stands in the low 80s. This has been relatively constant.

Without objection, Mary Futrell adjourned the Board meeting at 4:20 pm.

Membership Business Meeting

Holmes Partnership Meeting of the Membership Philadelphia Marriott Downtown January 22, 2005

The Holmes Partnership 2005 Business Meeting was called to order by Mary Futrell, Chair, at 6:00 pm. A quorum was present.

President's Remarks

Robert Yinger thanked the membership for support during his presidency, thanked those responsible for organizing the conference, and thanked his staff for their commitment and capable work. He asked participants to use the evaluation forms to evaluate the conference.

Adoption of the Agenda

Chuck Williams moved and Melora Sundt seconded the motion to adopt the agenda for the January 22, 2005 HP Business Meeting. The motion carried.

Financial Report

Futrell thanked Amanda Nolen and Brook Moore and others from Baylor for their service. Nolan gave the treasurer's report. The last conference made \$50,000. An audit of the financial records is being made.

Bill Dixon moved to accept the report subject to the audit. Jeff Gorrell seconded the motion. The motion carried.

Research Report

Melora Sundt reported on the HP database project (34 partnerships entered) and on the research report on the Holmes Scholars program. Karen Gallagher moved to accept the report. Mary Brabeck seconded the motion. The motion carried.

Holmes Scholars and NAHSA

Alicia Ardila-Rey reported on the Holmes Scholars program. Wanda Blanchett presented information on the NAHSA including membership and professional development for scholars and alums. She also reported on the 4th annual NAHSA leadership conference.

Joan Smith moved to accept the reports. John Grossman seconded the motion. The motion carried.

By-Laws Committee

Bob Yinger and Alfonzo Thurman provided an overview of the need for by-law changes. Yinger indicated that the Board worked for six months on the changes, was fully involved, and Board members heartily endorse the new by-laws.

Alfonzo Thurman spoke to the broader context of HP and the goals for the organization. As a progressive partnership organization, HP must look for those changes that will best serve the membership.

The focus of the HP is to continue its signature work on partnerships, to strengthen the Holmes Scholars initiative, and to publish work on HP initiatives, including urban initiatives and UNITE.

The Board seeks VPs to direct the areas of: Research, Holmes Scholars, Urban initiatives, Program Coordination (national and regional meetings), Publications, Communications and Public Relations, Partner Relations, Partnership Recruitment, Development, and Support. The Board also seeks to establish a Leadership Development Committee with emphasis on developing leadership within HP. The goals of the reconstituted Board include allowing more membership involvement, providing more technical assistance, increasing membership, increasing the number of national partners, and doing business more effectively.

Report on the Proposed Changes to the By-Laws

David England reported on the proposed changes to the by-laws. He asked members of the by-laws committee to stand and be recognized.

Article X of the by-laws requires that written notice of by-laws shall be mailed to every partnership. Every partnership did get written intent in December. Two-thirds of the members are needed to vote to change the by-laws. There will be a subsequent mailing with the proposed changes.

At the Thursday meeting of Board, Board members voted unanimously on the proposed changes. England asked the all the members present to share the proposed by-laws with their local partnership when they receive the mailing. If adopted, the new by-laws will become effective July 1. The Board will work to identify the right people for each of the new VPs positions. It is the Board's plan to have the new VPs seated for the fall Board meeting and a reconstituted Board for the next annual meeting. Representatives will continue to serve from the regions but not VPs for regions. Sam Carmen, Board member, commented that the proposed changes were designed to take HP into a meaningful and substantive change in the future.

Tony Ambroza, St Louis University of Missouri, St Louis, asked what trade offs there were in the new VP structure and their respective responsibilities. Bob Yinger responded by indicating that the challenge of a volunteer organization is how to get the work done. Much of the work

has been with the president's office. The change in the by-laws seeks to address how to staff the work and to bring more people into the work of the organization. Mary Futrell added that the Board is proposing changes to make HP a stronger organization by providing more deliverables and being more responsive to membership needs.

The Board's Executive Committee will plan for the spring Board meeting. If the by-laws are approved new VPs will be elected in the fall and a new Board in place February 2006.

John Grossman moved to accept the report of the By-Laws Committee; seconded by Jeff Gorrell. Motion carried.

No other old business.

Mary Futrell asked Robert Yinger to come forward. She said they had worked together for four years and thanked him for his outstanding leadership. Ron Hirsch, World of Travel, was thanked for his support of the conference logistics; Sandy Meisel for the design work; the Philadelphia Marriott staff for their service; and many people from Baylor University for ongoing help. Amanda Nolan was thanked particularly for her work. She was leaving Baylor to work at the University of Arkansas at Little Rock.

Bob Yinger indicated that it was an honor and a distinction to be president of HP. He thanked the Board for all of their support and gave a special thanks to the Baylor-Waco partnerships. With that he passed the gavel to Alfonso Thurman.

Futrell adjourned the meeting at 7:05 pm.

By-laws of the Holmes Partnership

Adopted by the Membership the Holmes Group

January 20, 1987

Amended by the Membership the Holmes Group

January 27, 1991

Amended by the Membership the Holmes Partnership

January 18, 1996

Amended by the Membership of the Holmes Partnership

April 3, 2000

Amended by the Membership of the Holmes Partnership

May 1, 2003

Amended by the Membership of the Holmes Partnership

February, 2005

PREAMBLE

Reflecting on society many centuries ago, Aristotle noted that “All who have meditated on the art of governing mankind have been convinced that the fate of empires depends on the education of youth.” Reflecting on society late in the 1980s, U.S. Secretary of Education Terrel Bell and a growing number of government, business, and foundation leaders saw their *Nation at Risk* because too many of its youth were not learning at levels necessary to sustain the nation’s economy or society or to compete internationally.

Judith Taack Lanier and a small group of education deans responded to this challenge by proposing an agenda to improve schools and teaching. The Ford Foundation’s Edward Meade, long concerned about the quality of public education, turned to the nation’s leading research universities to organize themselves to address the needs of teachers and school-based educators. Along with the U.S. Department of Education and the Ford Foundation, the Carnegie, Johnson, *New York Times*, Rockefeller, and Reader’s Digest/De Witt Wallace Foundations funded this group of educators from higher education in the early 1980s to try to change the situation. The group of educators called themselves the

“Holmes Group” after a 19th century Harvard education leader who had devoted his professional life to changing the way teachers were prepared.

Against many obstacles and with great difficulty, the 100 institutions that joined the nascent The Holmes Group worked on the agenda they made public in 1986 in *Tomorrow’s Teachers*, an agenda that committed them to quality research and professional education for teachers. Their first step focused on building allies with practicing professionals in schools. Learning from one another through shared experiences, they developed principles they shared for research and professional education and described them in *Tomorrow’s Schools* (1990). Subsequently, members of The Holmes Group developed goals for *Tomorrow’s Schools of Education* (1996).

Continuing the evolution of its goals, The Holmes Group determined that the next phase should be focused on building alliances and coalitions that would better support the goals of preparing and serving the adult professionals responsible for educating the nation’s youth. Thus, The Holmes Partnership was established in 1996 with the intent to form *powerful, enduring alliances* with those practitioners and policy makers that cared about trustworthy knowledge and practice in educating the young, and the *strong, collaborative relationships* with other professionals involved in the endeavor. The Holmes Partnership is steadfast in its commitment to collaborative work that enhances the quality of schooling and the academic preparation of teachers. As local and national contexts have changed, partnerships have developed, new research has been conducted, and the structures and mission of the organization have changed. In August of 2004, the Board of Directors unanimously approved the following mission statement:

“The Holmes Partnership transforms teaching and learning through the creation, development, and expansion of university / school / community partnerships to serve the public good.”

The Holmes Partnership By-laws

ARTICLE I - NAME AND PRINCIPAL OFFICE

Section 1. Name of the Corporation. The name of the Corporation shall be The Holmes Partnership, hereinafter sometimes designated as the Corporation.

Section 2. Principal Office. The principal office of the Corporation shall be in the state of the host institution. The Corporation may also have other offices and may move its principal office to such other place or places as the Board of Directors hereafter called Board may from time to time designate by written resolution, upon a majority vote of those voting members of the Board present.

ARTICLE II - OBJECTS AND PURPOSES

Section 1. The Holmes Partnership is a nonprofit corporation that transforms teaching and learning through the creation, development, and expansion of university / school / community partnerships to serve the public good.

Section 2. Consonant with this purpose, the major goals of the Holmes Partnership are:

Goal 1: High Quality Professional Preparation

Provide exemplary professional preparation and development programs for public school educators.

Goal 2: Simultaneous Renewal

Engage in the simultaneous renewal of public K-12 schools and teacher education programs.

Goal 3: Equity, Diversity and Cultural Competence

Actively work on equity, diversity and cultural competence in the programs of K-12 schools, higher education, and the education profession.

Goal 4: Scholarly Inquiry and Programs of Research

Conduct and disseminate educational research and engage in other scholarly activities that advance knowledge, improve teaching and learning for all children and youth, inform the preparation and development of educators, and influence educational policy and practice.

Goal 5: School and University-Based Faculty Development

Provide high quality doctoral programs for the future education professoriate and for advanced professional development of school-based educators.

Goal 6: Policy Initiation

Engage in policy analysis and development related to public schools and the preparation of educators.

ARTICLE III - MEMBERSHIP

Section 1. Regular Membership. The members of the Corporation shall be of three kinds:

- A. Local Partner Members** [hereinafter referred to as Partnership members] representing institutions of higher education in partnership with schools, professional teacher associations and unions, and such other organizations and agencies as deemed appropriate by the local or regional partnership, and meet the qualifications for membership as established by the Board.
- B. National Partner Members** [hereinafter referred to as Partner Members] representing professional organizations, associations, agencies, or other not-for-profit educational enterprises whose primary purpose is the improvement of the education of teachers and administrators, and that meet the qualifications for membership as established by the Board.
- C. Linking Members** represent national or regional associations and entities that endorse the Holmes Partnership’s vision and goals and that seek to contribute to implementing such goals in a collaborative manner that does not lead to a national partner membership. Such entities shall be eligible for linking membership in accordance with procedures and qualifications approved by the Board but are not eligible to serve on the Board.

Section 2. Voting Members. Each regular member as determined in Article III, Section 1 shall designate to the Board annually in writing one representative to serve as the Partnership Representative/Partner Representative. Only Partnership and Partner Representatives (or a duly authorized substitute from the regular member) shall be entitled to vote on every issue considered by the membership at any annual or special meeting, or by electronic or written ballot. Hereinafter in these By-laws, the term Representative refers to the voting Representative of a Partnership/Partner.

ARTICLE IV - REGIONS

The Corporation shall maintain geographical regions of its regular members and such other regions, and internal consortia as determined by the Board.

ARTICLE V - MEETINGS OF MEMBERS

Section 1. Annual Meeting. At least one meeting of members shall be held each year at such time as the Board shall determine. The business portion of the meeting shall be conducted in accordance with *Robert's Rules of Order*.

Section 2. Special Meetings. Special meetings of members may be called at any time by the President, the Chair of the Board, or by a majority of the members of the Board, or by a petition duly presented to the Board and signed by the Partnership/Partner Representatives of twenty percent (20%) of the regular members.

Section 3. Place of Meetings. Meetings of members shall be held at such place as may be stated in the notice of the meeting.

Section 4. Notice. Written notice of the time and place of annual and special meetings shall be given to each member at least thirty (30) days prior to the day fixed for the meeting. Notice of special meetings shall state the purpose or purposes of the meeting and only issues directly related to those purposes shall be on the agenda.

Section 5. Voting Rights. Voting rights of the regular members shall be exclusively vested in their Partnership/Partner Representatives. Linking Members do not vote.

Section 6. Quorum. The Partnership/Partner representatives of twenty-five percent (25%) of the voting members of the Corporation present in person at any meeting of members shall constitute a quorum. At any meeting of members, the vote of a majority of those Partnership/Partner Representatives [or their designates] present shall govern with respect to all matters of business except the amendment of the By-laws, as described in Article X of these By-laws. The presence of a majority of the voting members of the Board in office shall constitute a quorum at all meetings of the Board, and the acts of the majority of those voting directors in attendance at a meeting at which a proper quorum is present shall be the act of the Board.

Section 7. Majority Vote. At all times unless otherwise so designated, a majority vote is 50% or more of those present and/or voting who are eligible to

vote.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Responsibilities of the Board. A Board of Directors shall manage the activities and affairs of the Corporation. The Board shall concern itself primarily with the formulation of strategic planning and policies to guide the Corporation and to determine the primary focus of the Corporation's initiatives and programs. The Board shall encourage the formation and continuation of collaborative relationships with groups that support the goals of the Corporation. It shall be the general policy of the Board to appoint, and, as appropriate, to lead committees, direct task forces, and engage work teams to accomplish specific tasks and to assist in the accomplishment of major Corporation initiatives and programs. Accordingly, each member of the Board shall be expected to provide meaningful service to one of the seven Vice-Presidential committees (see Article VII, C.2).

In addition to such other powers and duties as the Board may have under the laws of the state in which the home office is located it shall have the power, on behalf of the Corporation, to borrow money and purchase, sell, mortgage, lease away or otherwise dispose of real estate and employ staff and shall be indemnified from actions taken within the scope of their duties.

Section 2. Membership of the Board. The Board of Directors shall be selected from regular member Partnerships and Partners and shall consist of twelve voting officers of the corporation, one Partnership Member from each of the regions, five Partnership at-large Members, one Holmes Scholar, one representative of the Holmes Scholars Alumni Association, one representative from UNITE, and members representing Partners. The Board shall not exceed 35 voting members. Election and/or appointment of all Board members are governed by Article VI, Section 2, Paragraph F.

A. Officers. Officers of the Board (and, per Article VII, the Officers of the Corporation) shall be a President of the Corporation, the Chair and the Vice-Chair of the Board, the Secretary, the Treasurer, and the Vice Presidents for

- Equity and Urban Initiatives
- Holmes Scholars

- Partner Relations and Coordination
- Partnership Recruitment, Development, and Support
- Programming
- Publications, Communication, and Public Relations
- Research

B. Region Members. Each region shall elect one Partnership region member to serve as a Director of the Board.

C. At-Large Members. Five directors shall be elected at-large from the Partnership members.

D. Partner Members. Each Partner shall have one member on the Board to be designated by the Partner. In the event the Corporation has more than six Partners, membership on the Board shall rotate annually among Partners, using procedures to be determined by the Board. Other Partners become ex-officio, non-voting members of the Board.

E. Representation of Members. The Board shall develop an election plan to ensure that all categories of members are represented on the Board (e.g., deans, higher education faculty, school central office administrators, principals, teachers, and professional organizations' representatives) at all times.

F. Membership Requirement. The five voting directors representing Partnerships must be nominated by the Nominating Committee. Officers of the Corporation and other members of the Board shall, where appropriate, be elected by a majority vote of the Board. Partner representatives on the Board are to be excepted per the following.

Section 3. Election and Term of Members of the Board.

A. Term. *Region and at-large directors shall serve staggered three-year terms as shall all other members of the Board unless otherwise specified or approved by the Board.*

B. Elections for Board Positions. The Nominating Committee shall coordinate all elections.

1. Regions. Regions shall conduct elections for region positions using guidelines established by the Board under Article VI, Section 2, Paragraph B.

2. At-Large Members. Elections shall also be held for positions for at-large members from partnerships by a procedure established by the Board under Article VI, Section 2, Paragraph C.

3. Partners. Directors representing Partners will be the respective chief executive officer of the Partner organization or his/her designee. Partner Directors will serve continuously at the discretion of the Partner.

4. Start of Term. Terms of office begin at the conclusion of the Annual Conference.

Section 4. Vacancies, Members of the Board.

Region and At-Large Members. Vacancies that occur when a director is no longer able to serve or is no longer a representative of a member shall be filled on an interim basis by a majority vote of the remaining directors such vacancies governed under Article VII, Section 3. Each person so elected shall hold office until a successor is elected.

Partner Members. Vacancies that occur when a Partner director is no longer able to serve shall be filled by the respective Partner with due notice to the chair of the Board.

Section 5. Organizational Meeting. The Board shall meet each year for the purpose of organization, election of officers, appointment of the Nominating Committee, and the transaction of such other business as may properly be brought before the meeting.

Section 6. Regular Meetings. Regular meetings of the Board shall be held at such times as shall be established by resolution of the Board.

Section 7. Special Meetings. Special meetings of the Board may be called by the Chairperson of the Board, a majority of the Executive Committee, or upon the written request of at least one-third (1/3) of the voting members of the Board.

Section 8. Place of Meetings. Meetings of the Board shall be held at such place as the Chair of the Board may from time to time designate.

Section 9. Notice. Written notice of every meeting of the Board shall be given to each member of the Board and to all members of the Corporation at least five (5) days prior to the date of the meeting. Notice of special meetings shall state the purposes of the meeting.

Section 10. Unanimous Consent. If all the voting members of the Board shall individually or collectively consent in writing to any action taken by the Corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board.

Section 11. Remuneration. The voting directors shall not be entitled to any remuneration whatsoever, except for a reasonable reimbursement of expenses incurred in the performance of their duties.

Section 12. Publication of the Corporation's Work Progress. The Board shall

publish an annual program and certified financial report, an annual membership list, the minutes of the annual business meeting, meetings of the Board and any special meetings, and shall issue an annual statement to the membership of progress toward the goals of The Holmes Partnership.

ARTICLE VII – OFFICERS

Section 1. Officers and Duties.

A. Officers. The Officers of the Corporation and Officers of the Board shall be the same per Article VI, Section 2, A, above. The Board may, from time to time, appoint other officers or assistant officers who do not serve on the Board, but may attend Board meetings in ex officio status.

B. Authority of Officers. All officers and assistant officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the property and affairs of the Corporation, including the appointment and employment of staff and committees as necessary to dispatch the duties of the President and Vice-Presidents as may be provided in these By-laws and as may be determined by resolution by a majority of the voting members of the Board.

C. Duties of Officers

1. President of the Corporation. The President of the Corporation shall provide active executive management of the Corporation for the purpose of implementing the policies of the Board. The President shall be responsible for the giving of all notices of all meetings of the members and of the Board in accordance with the By-laws. He or she shall render to the Chairperson of the Board and the Board, at each Board meeting, an accounting of all his or her financial transactions and participate with the Treasurer in reporting the financial condition of the Corporation to the Board. The President shall also issue a work progress and financial report to members at each annual meeting. The President provides oversight of the work of the Vice Presidents and committees and may, on the advice of the Board Chair and the Executive Committee, remove any Vice President or Committee Chair who is not performing his or her duties. The President shall be elected by a majority vote of the voting members of the Board under procedures determined by the Board.

2. Vice-Presidents. Each Vice-President shall pursue areas of work appropriate to the respective office through and with the concurrence and support of the President and shall:

- a. provide a formal, written, annual report to the Board at each spring Board meeting reviewing and projecting the state of work for the respective responsibilities;
- b. recommend committees and task forces and lead, oversee, or coordinate their work as necessary;
- c. provide informal, interim reports at each regular Board meeting;
- d. contribute to the support necessary to execute duties as assigned and assist the Board and the President in seeking additional support as appropriate for the work of the respective office;
- e. coordinate and integrate activities with those of other Vice Presidents as appropriate;
- f. represent the President and the Corporation at various national meetings as deemed appropriate by the President;
- g. execute other duties as assigned by the President;
- h. and, in all matters, be accountable to the President and to the Board.

The Vice President for Equity and Urban Initiatives shall ensure that the Corporation meets its equity and urban education goals and objectives, and provide leadership for activities, priorities, and positions related to equity and urban education.

The Vice President for Holmes Scholars shall ensure that Partnerships have consistent operations, structures, and appropriate resources for Holmes Scholars, and assist in coordinating and providing leadership for Holmes Scholars and National Alumni Holmes Scholars Association programs.

The Vice President for Partner Relations shall oversee the development, maintenance, coordination, and expansion of productive relationships with Partners, other national organizations, and linking partners to advance the mission of the Holmes Partnership.

The Vice President for Partnership Recruitment, Development, and Support shall maintain contact with Partnership members; help plan and facilitate support services within and between regions, and coordinate Partnership recruitment, preparation for membership, and orientation.

The Vice President for Programming shall, with the assistance of the Chair of the Annual Conference Program Committee, oversee the planning and implementation of the Holmes Partnership Annual Conference, and shall provide leadership in planning and implementing other programming pursuant to the goals of the organization.

The Vice President for Publications, Dissemination, and Public Relations shall oversee all internal (for members) and external (for the public) communications about the work of

the Holmes Partnership via such means as web pages, newsletters, e-mail lists, occasional papers, or other published scholarly work of the Holmes Partnership. The Vice President for Research shall provide leadership that frames, promotes, facilitates, and coordinates the research agendas of The Holmes Partnership; keep members informed of research findings and opportunities; and provide support for Partnership research initiatives.

D. Other Officers of the Board of Directors

1. Chairperson of the Board. The Chairperson of the Board shall call meetings of the Board, preside at all meetings of the representatives of the members and at all meetings of the Board, participate with the President in the development of the annual budget, and shall, in general, perform all duties incident to the office of Chairperson of the Board and such other duties as may be assigned by the Board.

2. Vice Chairperson of the Board. The Vice Chairperson of the Board representing Partner Members shall (a) work with the Vice-Presidents for Partner Relations on issues of collaboration among the K-12 sector, higher education, and Partners; (b) assist, as requested by the Vice-Presidents in conducting work related to their responsibilities; and (c) oversee special projects or initiatives as assigned by the President and/or the Chair of the Board. The Vice-Chairperson of the Board shall also perform such duties as may be assigned by the Board or by the Chairperson of the Board and may chair committees. The Vice-Chairperson shall preside at all meetings in the absence of the Chairperson of the Board.

3. Secretary. The Secretary shall record the Minutes of all meetings of members, the Board of Directors, and the Executive Committee. The Secretary shall collaborate with the President, the Chairperson of the Board and the Vice President for Publications, Communications and Public Relations to ensure timely communication to the Membership. The Secretary shall, in general, perform such other duties as are incident to the office of Secretary and as may be assigned to him or her by the Board, Chair of the Board, or by the President.

4. Treasurer. The Treasurer shall serve as the chief financial officer of the Corporation. He or she shall oversee the collection, deposit, and records of all funds and the preparation of financial statements in collaboration with the President of the Corporation. The Treasurer shall, in general, perform such other duties as are incident to the office of the Treasurer and as may be assigned to him or her by the

President, Board of Directors or by the Chairperson of the Board.

Section 2. Appointment and Term of Officers of the Corporation and Board.

A. Term of President and Vice Presidents. The President and Vice Presidents shall be elected for three-year terms, as governed by Article VI, Section 2, Paragraph F.

B. Term and Election of General Officers of the Board. The Chairperson of the Board, Vice-Chairperson of the Board, the Secretary, and the Treasurer shall be appointed by the Board for three-year terms at its annual organization meeting. Any other officers or assistant officers shall be appointed by the Board for a specified term. Each general officer and assistant officer shall, at the will of the Board, hold office until his or her successor is elected or appointed.

Section 3. Vacancies, Officers of the Corporation and Board

Vacancies occur when an Officer of the Board as designated in Article VI, Section 2, Paragraph A, is no longer able to serve shall be filled immediately by majority vote of the Board for the remaining term of the position.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees of the Board

A. Executive Committee.

1. Composition and Terms of the Executive Committee. The Executive Committee shall include the President, Chairperson of the Board, the Vice-Chairperson of the Board, the Secretary and the Treasurer, and two members elected by the Board. All shall serve for three-year terms.

2. Meetings, Role, and Function of the Executive Committee. The Executive Committee shall convene on a regular basis to serve as an interim governing body between meetings of the Board. It shall exercise the authority of the Board in the management of the business of the Corporation and shall report its meetings and actions to the Board. Functions of the Executive Committee shall include the management and administrative matters of the Corporation and the Executive Committee shall consider issues of consequence to the Corporation and shall advise the Board on such matters. The Executive Committee shall also participate in planning agendas for the Annual Meeting of the members and meetings of the Board and shall ensure effective and periodic communication with the members.

B. The Nominating Committee. The Board shall, by resolution passed by a majority of the voting members of the Board, annually designate and name three or more persons

representing regular members to constitute a Nominating Committee. The Nominating Committee shall solicit nominations from the regular members, nominate and post a slate for the seven Vice Presidents, regional representatives, and at-large candidates for election to the Board and shall notify the Secretary of the names of such candidates by a date specified by the Board and announced to the members of the Corporation. The Nominating Committee will coordinate the election of candidates from and by each region in accord with Article VI, Section 2, Paragraph B, and may also be assigned, by resolution of the Board, the duty of selecting nominees to fill vacancies on the Board, Officers of the Corporation and members of committees.

C. The Leadership Development Committee shall have the responsibility for planning and implementing strategies for the identification, recruitment and development of future leaders of the Corporation and of the Partnerships; shall organize leadership development opportunities; shall work with the Vice President for Equity and Urban Initiatives, the Nominating Committee, and others to recruit and prepare new Board members; and shall promote teacher leadership and other leadership networks as appropriate. The chair of the committee is appointed by the Board.

D. The By-laws and Governance Committee. The Board shall, by resolution passed by a majority of the voting members of the Board annually at its organizational meeting, designate and name three or more persons representing regular members to constitute the By-laws and Governance Committee (By-laws Committee). The By-laws Committee shall review the Corporation's By-laws from time to time to ensure that they reflect the goals and work of the Corporation. The By-laws Committee shall also work with the President and the Executive Committee regarding issues of governance of the Corporation. The chair of the committee is appointed by the Board; other officers of the Committee are selected by the members of the Committee.

Section 2. Participation. All members duly appointed by the Board are expected to attend regularly scheduled meetings of the Board's standing Committees. The Board reserves the right to replace individuals who fail to attend such meetings.

Section 3. Additional Committees of the Corporation. The Board may at any time and by resolution passed by the whole Board, designate and name three or more persons to constitute a committee or task force to carry out whatever functions are cited in the said resolution or such other duties as may be assigned to it by the Board or by the Chairperson of the Board.

ARTICLE IX – FINANCIAL OPERATIONS

Section 1. Operating and Fiscal Year. The operating, fiscal and dues year of the Corporation shall be the same as that of the host institution.

Section 2. Revenues. The primary source of operating revenues will be the dues contributed by regular members. In addition, the Corporation may secure supplemental operating, research, and other special funds from external sources.

Section 3. Dues and Fees. All assessments, fees and charges and the time for payment thereof and method of collection shall be such as the Board may from time to time establish. Failure to pay any such assessments, dues, fees and charges within sixty (60) days after their due date may result in cancellation of membership.

Section 4. Expenditures. Expenditures of the Corporation shall be determined and controlled by an annual budget. The President, in consultation with the Chairperson of the Board and the Treasurer, shall prepare a proposed budget to submit to the Board for approval and authorization. The approval by the Board constitutes an appropriation of funds for the purposes designated therein and authorization to the President to cause such funds to be expended. The President shall report such expenditures on a regular basis to the Treasurer and the Treasurer shall participate with the President in incurring such expenditures as appropriate.

Section 5. Records. The President shall cause the books and records, and records of financial operations of the Corporation to be maintained at Corporation headquarters. The President, together with the Secretary, is authorized to affix the seal of the Corporation to all documents. All records shall be available upon reasonable request for inspection by the members of the Board.

Section 6. Audit. An annual audit of the accounts of the Corporation shall be undertaken by the President. The Chairperson of the Board shall appoint an Auditing Committee to consist of the Treasurer and two other members to (1) retain an independent auditing firm; (2) oversee and review the audit conducted by the auditing firm; and (3) report the results of the audit. The audit report shall be presented by the Treasurer to the membership each year.

ARTICLE X - AMENDMENTS

These By-laws can be approved, amended, or repealed by the affirmative vote of the Partnership/Partner Representatives of two-thirds (2/3) of the members of the Corporation voting on the motion to approve, amend, or repeal. Written notice of the proposal to approve, amend, or

repeal shall be mailed to every Partnership/Partner Representative of a member at least thirty (30) days before the action is taken.

ARTICLE XI - DISSOLUTION

Section 1. Dissolution of Corporation. The Corporation may be dissolved only with the assent in writing by Partnership/Partner representatives of its members entitled to cast two-thirds (2/3) of its membership vote. Written notice of the proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets (which shall be consistent with ARTICLE XI, Section 2 hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

Section 2. Disposition of Assets Upon Dissolution. Upon dissolution of the Corporation, the assets shall be dedicated to an appropriate nonprofit organization devoted to the purposes similar to those to which they were required to be devoted by the Corporation. In no event shall assets or funds of the Corporation inure to the benefit of any private member or individual.

President's Report

Holmes Partnership Board Meeting
January 20, 2005

In the face of wicked problems

Wicked Problems

- The diagnosis or definition is unclear
- The location or cause is uncertain
- Any effective action to deal with them requires narrowing the gap between what is and what ought to be— in the face of disagreement about the latter

“A shared understanding of the approximate nature of what people are facing is more important than a technical solution”

A Different Stance

- Enlarging our work
- New accounting
- Subsidiarity
- Inclusive partnerships

Social Choices

- Paying attention (Bellah et al.)
- Self awareness (Jacobs)
- Moral choices (Reich)