



Direct

Washington State School Directors' Association

APRIL 2013

POLICY AND LEGAL

What does *duty of confidentiality* mean for your board?

We are regularly asked whether board directors have a legal obligation to keep matters discussed during executive session and other closed meetings confidential. May a director reveal, for example, information learned about a student during a closed disciplinary hearing to the student's girlfriend, who happens to be the director's daughter? What about a closed meeting in which collective bargaining strategies are discussed? May a board member share the strategies with her friend, the local union representative?

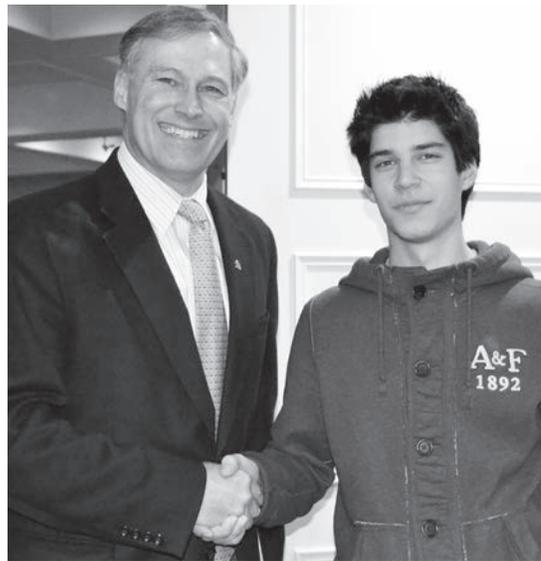
The obvious answer to these scenarios is "no." If the law has seen fit to provide boards a limited forum that is closed to the public, then all directors should respect that opportunity by maintaining confidentiality. RCW 42.23.070, "Prohibited acts," is clear: "No municipal officer may disclose confidential information gained by reason of the officer's position, nor may the officer otherwise use such information for his or her personal gain or benefit."

Directors are prohibited from revealing any information about a closed or executive session that is not in the meeting minutes to anyone who was not at the meeting.

Directors who were at the meeting may discuss the meeting afterward as long as a quorum is not present. For example, a board chair may follow-up with one of his or her fellow directors about an issue discussed in closed or executive session, as long as the person to whom they are talking was at the session.

CONTINUED ON PAGE 2

STORY INSIDE: Record crowd at Legislative Conference



Governor Jay Inslee headlined the 2013 Legislative Conference attended by more than 500 people. Left, Governor Inslee greets student, Emiliano Orozco, son of Toppenish School Director, Jesse Orozco. Right, Highline School District Superintendent Susan Enfield and Washington State Deputy Superintendent, Alan Burke.

FOR STORY, SEE PAGE 5

ANNUAL CONFERENCE

Submit proposals for breakout sessions

The WSSDA Conference Planning Committee is now accepting proposals for breakout sessions for this year's event.

Share how your district or educational organization is making a difference in education at the 2013 Annual Conference, scheduled for November 21-24 in Bellevue.

The theme for this year's event is "Invest in Our Future through Public Education."

Session categories include:

- Common core
- Community partnerships
- Engagement and advocacy

- The digital age
- Funding, finance and facilities
- Leadership through governance
- School safety
- Innovation for student achievement
- Teacher and principal evaluation

The annual conference is an ideal place to present innovative and successful ideas to education leaders from across the state. Attendees include school directors, superintendents and other school administrators, and state officials among many others.

For more information, visit www.wssda.org. Submit proposals by Saturday, May 11 for consideration.



DIRECTOR OF POLICY AND LEGAL Heidi Maynard

CONTINUED FROM PAGE 1

Discussing the session with someone who was not at the meeting, however, is strictly prohibited. For this reason, the board chair should give careful thought to who should attend such a session. Communication directors, for example, may need to be there to understand the context in which they will issue a press release. Barring them from the meeting could result in an awkward messaging process.

Additionally, a director may address the topic of the session to conduct everyday duties like scheduling and future meeting agenda-drafting. The director cannot, however, discuss individual comments made

by fellow directors during the closed session. He or she also cannot provide any details as to what occurred. For example, providing a staff assistant who must prepare an agenda with the topic for executive session, “follow-up review of superintendent performance,” is permissible. Providing security staff with a blow-by-blow of an argument that occurred between directors at the last executive session is not.

Most directors would be horrified at the very thought of revealing confidential information. Yet it happens. Whether the reason is a belief that the ends will somehow justify the means, a desire to advance one’s political aims, or the need to dramatize an issue

on one’s blog, the results can be disastrous. Once private words go public, other directors lose trust in the individual who leaked the information. They cease making candid comments during other closed sessions about important topics such as land buys and superintendent performance. Paranoia and frustration ensues. Healthy debate and board interaction is chilled. The board is no longer an effective governing body.

What can a board do in this situation? RCW 42.23.050 is clear on the penalty for breach: Violators can be fined up to \$500 in addition to any other civil or criminal penalty that applies. Moreover, they may have to give up their office. Under RCW 42.23.050 and 070, the board has a cause of action against a director (the municipal officer) who has breached confidentiality for the \$500 fine and other proven damages caused by that breach. Involvement of district counsel is crucial to the decision on whether it is in the board’s and district’s best interest to pursue such a course.

In the meantime, boards can familiarize themselves with the statutes and thereby ensure all directors understand their duty with regard to confidentiality. As the Washington Supreme Court articulated in *Hubbard v. Spokane County* (50 P.3d 602 (Wa.2002)), “because public officials serve the interests of the citizens of Washington, consistent with the Ethics in Public Service Act, we find it appropriate to hold them to a high standard.”

“Ethics in government are the foundation on which the structure of government rests. State officials and employees of government hold a public trust that obligates them, in a special way, to honesty and integrity in fulfilling the responsibilities to which they are elected and appointed. Paramount in that trust is the principle that public office, whether elected or appointed, may not be used for public gain or private advantage.”

Ethics in Public Service Act Laws of 1994, ch. 154, § 121, as quoted in *Hubbard v. Spokane County* (50 P.3d 602 (Wa.2002))

State audit gives WSSDA the thumbs up

The association got a clean bill of health in March when the state auditor’s office completed its review of WSSDA’s internal controls and compliance with policies, regulations and state law.

The audit covered calendar years 2010-2011. In the exit interview, which marks the end of the formal audit, officials said there were no audit findings or management recommendations.

“That’s a good thing,” said Harry Frost, WSSDA’s Director of Finance and Human Resources. “It meant we had a clean audit.

We take our fiscal responsibilities very seriously here and a review by outside auditors is an important test of how we are doing.”

During the meeting, auditors noted the association has not had a finding in more than 10 years, which is “very unusual.”

During the three-week audit, officials examined:

- Open public meetings
- Revenue
- Expenditures
- Cash receipting

- Billing and adjustments
- Disbursements
- Financial statements

They concluded the association had complied with state laws and regulations and its own policies and procedures. They did not find any instances where WSSDA failed to comply with governmental auditing standards.

In addition to Frost, WSSDA Executive Director Jonelle Adams and Finance Subcommittee Chair Larry Ayre, school director from Finley, attended the March 11 exit interview.

Officer positions open for nomination and application

BY MARY FERTAKIS
WSSDA PAST PRESIDENT AND NOMINATING COMMITTEE CHAIR

The WSSDA Nominating Committee is seeking school directors as candidates for WSSDA officer positions for 2014. Positions up for election include:

President-elect

This position is open to a member from either side of the state. He or she becomes WSSDA President for 2015.

Vice president

This position alternates between directors from the east and west sides of the Cascades. This year it is open to a member from the west side.

These are two important opportunities to exercise your leadership beyond the local level. I encourage you to consider running for one of them. You can also nominate a fellow director who you believe would do an excellent job of representing school board directors throughout Washington.

We can and do make a positive difference at a statewide level for Washington's public school students. As I write this, the legislature is debating K-12 funding, the A-F bill, several new curriculum requirements, reporting on the use of student restraints, and expanded access to computer science education. And those are just some of the critical issues. To help shape these and many more issues, we need to identify and elect effective leadership.

Please visit www.wssda.org for detailed information on the responsibilities of these positions. The website also has nomination and application forms for download. A candidate brochure will arrive by mail in the near future.

Elections for open positions on the association's board of directors and committees will continue to take place during caucus sessions at the WSSDA Annual Conference in November.

The committee will accept nominations until May 21. Candidate applications will be accepted until June 9.

Online elections held for second year in a row

WSSDA members will vote online again this year for officers elections. By holding elections online, we are able to extend participation to all Washington school board members rather than only those who attend the annual conference in November. Last year was the first time WSSDA members voted online. If you have feedback or suggestions for improving the online elections process and participation, please send them to c.lauderdale@wssda.org.



EXECUTIVE DIRECTOR
Jonelle Adams

We are being heard in Olympia

The conversation on school funding has fundamentally changed this year. You can hear the difference in Olympia, in no small part because of your loud voice.

The state Supreme Court gets a large share of the credit because of its strong presence in making the McCleary Decision and following up with determined oversight. That seems to have energized the forces who want well-funded schools to give our kids their best shot at excelling.

More and more organizations, educators and the public have lined up behind this challenge. Groups that may differ sharply on the details of what makes a great school agree on one thing: You cannot have a great school if you spend less on each student than do 42 other states.

School directors from across the state put an exclamation point on the issue during the recent Legislative Conference. No public official left that conference unclear about where school boards stand. As one person put it, "School funding is the first, second and third priority for us."

The unity of our school boards, and our communities, is reflected by the strong response to the association's resolution effort.

As I write this, more than 100 school districts in our state have passed resolutions urging the legislature to fully fund K-12 basic education. More are coming in every day from all parts of the state, east to west, north to south.

The resolution asks the legislature to pass a clear plan to phase in funding increases to cover basic education and the cost of the state's new teacher-principal evaluation system. Districts began passing the resolution, drafted by the state association, in late February. Several have arrived each day as boards addressed the issue during their regular meetings.

So far, so good, but the legislative session still has a long way to go. Let's continue speaking loudly and keep this conversation on the right track.

You can track the schools that have passed resolutions on our website at www.wssda.org.

Help set the 2014 legislative agenda

School districts have the opportunity to help set WSSDA's legislative agenda for the 2014 session by submitting proposals by May 24.

All legislative representatives and superintendents should have received the announcement, instructions, and proposal form in mid-March. If you have not received the information packet, please contact staff at n.laughton@wssda.org.

To start the proposal discussion process, please follow these steps:

1. Schedule time on a board agenda to discuss proposal ideas.
2. Review the 2013 Legislative Positions (www.wssda.org, Legislative tab) in advance of the meeting to focus on priority positions. Positions that start with a 7.X.X have been adopted as universally accepted positions and will be automatically included in the 2014 legislative agenda.
3. Highlight or mark other positions that your district may want to resubmit for consideration or identify new ideas that would be good positions for WSSDA to consider advocating.
4. Write draft position statements for discussion by your board.
5. Discuss the proposal(s) at the board meeting, including rationale for the position statement.

Once your board has given the green light to submit a proposal or proposals to WSSDA, you have three ways to send it in by the May 24 deadline:

- Online.
- Regular or electronic mail
- Fax to (360) 493-9247, attention Nan Laughton

All proposals will be evaluated by the Legislative Committee at its June 21-22 meeting. Districts will be notified whether the proposal was accepted, the committee has made changes, or it is recommending the proposal not be submitted to the Legislative Assembly.

It is really important to discuss fresh new ideas, so please consider submitting a proposal. And if you've never created one before and need some assistance, please contact Marie Sullivan at M.Sullivan@wssda.org.

Board candidate filing period

The filing period for school board candidates is May 13-17. For information, visit www.wssda.org, and click the **Resources** tab and **For School Board Candidates**. Also, check the calendar on the back page for details on candidate workshops that begin in June.

NEW STUDY

Four tips to succeed with Teacher-Principal Evaluations

BY DEBBIE MASSACHI

In the fall of 2012, OSPI contracted with American Institutes for Research (AIR) to conduct a "State of the State" study of the levels of awareness, implementation, communication, and sentiment with regard to TPEP. Arming yourself with this information will help you ask the right questions and make the best decisions for your district.

Building buy-in among teachers and principals requires trust, understanding, participation, and responsiveness. All of these issues are reflected in the four recommendations in AIR's study.

Learn from the pilot sites

The first recommendation is to develop opportunities to learn from the experiences of the TPEP pilot sites. Thirty-six percent of 4,406 teachers, and 30 percent of 262 principals requested information about the successes and challenges of the pilot districts. This strategy is an ideal way to utilize the know-how of real world application. It is the logical next step, having used a pilot model.

Understand the framework

The second recommendation from the survey regards framework choices. Most districts have chosen their frameworks for teachers and principal evaluations, but this is only the first step. Adopting policies on evidence and criterion for evaluations is also a school board responsibility. To make informed decisions, you will need to understand the basics of your framework. However, AIR's study revealed that only 18 percent of directors have a strong understanding of the frameworks their districts have chosen. WSSDA's TPEP trainings and the instructional frameworks resources on the TPEP website, www.tpep-wa.org, are good initial sources for turning that around.

Increase training

The third recommendation from AIR is to increase training for principals and teachers. This includes building an online venue for collecting and sharing strong and consistent training materials. At the time of the study, only 50 percent of 142 districts had provided training for teachers and about 34 percent of 95 districts had provided training for principals. Increasing understanding through training is likely to increase hopes and dispel worries.

Address concerns

Finally, the researchers recommend clearly addressing time concerns, feasibility, fairness, and reliability. Inequity was cited by 41 percent of participants and time by 24 percent of teachers as their primary "worries" with the new evaluation system. Principals overwhelmingly cited time, 56 percent, as a concern.

Addressing these areas is vital to building buy-in. As directors, you have the responsibility for advocating and making policy that supports those ends. Working collaboratively within and between districts to develop strategies and solutions for addressing these issues, especially with regard to funding these supports will be fundamental for success.

DEBORAH MASSACHI is a student in the Master's in Education Policy program at the University of Washington. She is especially interested in issues of equity and professionalism, and is excited to be supporting WSSDA as this year's intern.

Legislative Conference attracts record crowd

More than 500 people attended last month's Legislative Conference, including nearly 460 district leaders and about 30 students. Organizers believe it is the highest attended Legislative Conference in recent years.

Governor Jay Inslee opened the two-day event, saying that funding education is "not just a constitutional duty, but the right thing to do." Inslee also focused remarks on the need for more STEM-related courses in all grades to engage and prepare students for 21st century jobs.

In addition, Senate and House leaders on an education funding panel pledged new investments that ranged from a "billionish" to \$1.7 billion. House Republicans followed up the next week with an education budget that included new funding for full-day

kindergarten, smaller class sizes, and a small increase in per student MSOC allocations.

The Senate Majority and Republican budget writer Andy Hill, R-Redmond, and House Democrats planned to release budget proposals by the end of March. Make sure you are signed up for Legislative Updates to receive the most recent news by email.

High on the list for education leaders was taking care of new funding needs before additional policy changes or reforms are adopted. "We've had several years of reform," said Mari Taylor, a Lake Stevens school director and WSSDA President-elect. "It is time to make the investments now before adding more requirements."

On Monday, the second day of the conference, school directors and their superintendents met with their legislators

on the hill and visited a showcase in the Capitol on innovative school programs.

Meetings in offices and in the halls kept the pressure on legislators to meet McCleary and the state's obligation to fund public schools. Members stressed the need to fund the gaps in state spending for transportation and operational expenses, and the value of full-day kindergarten and smaller class sizes.

Nine school districts and the state School for the Blind participated in the Innovative Schools Showcase and reported 30 or more visits to their booths. This is the second year the showcase has been offered in conjunction with the Legislative Conference.

For more photos from the Legislative Conference, visit www.flickr.com/photos/wssda/.



Ten good things about public education

BY PATTE BARTH

Policymakers and pundits have decried “our failing schools” so often it’s become an accepted truth. But the naysayers are wrong. To be sure, our schools need to do better. But we have much to be proud of, too, and it’s on this foundation that we can build a 21st century system that will work for all kids. It’s time that we recognize our accomplishments and give our public schools a collective pat on the back. Here is my personal Top 10 list of things we’re doing right and where we should go next.

10. A tradition of universal education

Beginning in 1642 when Massachusetts enacted the country’s first education law, Americans have placed a high premium on producing an educated populace. From the push for compulsory schooling in the last half of the 19th century through *Brown v. Board of Education* in the mid-20th, it’s a story that continues to this day. What’s next? The Common Core State Standards define expectations for all students that will prepare them for their next steps, whether they lead to a four-year college, two-year credentials, or training for 21st century jobs.

9. Beginning reading

Over the last decade, our fourth-graders have improved their reading skills by six points on the National Assessment of Educational Progress (NAEP). If that doesn’t sound like much, consider that 10 points on the NAEP scale is approximately one year’s worth of learning. What’s next? Middle- and high-schoolers aren’t making the same gains. We need to do more than just teach kids how to read, but also focus on developing critical readers, especially of informational texts.

8. Civics

On the 1999 international assessment in civics, U.S. ninth-graders were No. 1 in civics skills. Over the last decade, American fourth-graders have improved their civics performance by seven points. Hispanic students improved the most by 17 points. What’s next? Middle and high school students are not showing the same progress. This deserves our attention, considering that high school seniors are able to cast their first votes or will be voting soon.

7. English Language Learners

While English Language Learner (ELL) students in American public schools tend

to come from poorer families compared to those in other countries, their schools nonetheless provide resources not available to their international counterparts and their performance is as good or better as a result. The big advantage? The U.S. has more teachers trained to teach ELL students. What’s next? The number of ELL teachers, though larger than other countries, is still too small to meet the need.

6. ESEA: Monumental law

In 1965, the country passed the first Elementary and Secondary Education Act (ESEA). Its intent was to provide poor children equal access to a solid public education. As such, ESEA did nothing less than establish education as a civil right, and every president since then has supported the provision of Title I funds to schools serving poor children. What’s next? Under President George W. Bush, ESEA became the No Child Left Behind Act (NCLB). It added a sharp focus—and school accountability—on narrowing achievement gaps among groups of students based on race, ethnicity, family income, and special needs. While the idea of accountability no doubt will continue, both NCLB proponents and critics recognize that adjustments need to be made.

5. High-level high school courses

One of public education’s biggest successes is the increase in high school academic rigor. In 1990, less than a third of high school seniors (31 percent) had a core curriculum that included math through at least Algebra II and three lab sciences. By 2009, that number was 59 percent. What’s next? Making sure all students have access to high-level courses and support to succeed must be among our highest public priorities.

4. High-quality prekindergarten

No educational investment pays off more than making sure children are ready for school when they enter the kindergarten door. Over the last decade, the number of 4-year-olds enrolled in state-supported programs has doubled to the current 27 percent. States have also been more active in ensuring the programs attend to children’s educational preparation as well as to their social and emotional development. What’s next? Despite the recession, states

have attempted to preserve their pre-k funding. However, last year witnessed the first decline in state funding for pre-k since 2002. The nation still has a long way to go to ensure universal access for families who wish to participate in pre-k.

3. High school graduation rates

Poor attendance, failing grades, and disciplinary actions are highly predictive characteristics of students who may be in danger of dropping out. In response, states and districts have implemented data systems to flag these “early warning signs” and provide effective interventions. The result is that graduation rates are beginning to improve. Since 2002, on-time graduation rates have increased from 72.6 percent to the current 75.5 percent. What’s next? President Obama has set a goal for the nation to reach a 90 percent high school graduation rate by 2020. Reaching this mark will require the combined efforts of schools and their communities to keep kids in school and on track to graduate.

2. Mathematics

Math progress is still the great untold story in American education. Since 1990, American fourth-graders have gained a phenomenal 28 points on NAEP math. Eighth-graders weren’t far behind, posting a 21-point boost. And progress was evident in every student group. What’s next? Education technology may be the engine that propels the math achievement of all students, and can be especially helpful in remote or hard-to-staff schools.

1. Community support

Approximately nine out of 10 school-aged children attend public schools in this country—a figure that has remained fairly stable for 40 years. Communities maintain their support of their local schools even as their opinion of public education in general declines. What’s next? Public schools have their work cut out for them. Policymakers at the federal, state, and local levels all have a role to play. But the supportive involvement of the community—from one district to the next—is our strongest guarantee that the challenge will be met.

PATTE BARTH is the director of NSBA’s Center for Public Education. Reproduced with permission from the Association of School Board Journals.

Graduation rates focus of current research blast

The current issue of WSSDA Research Blast is now online. This issue covers dropout rates both in Washington schools and at the national level.

The blast includes short pieces on what several districts around our state have done to boost graduation rates in their schools (See sidebar).

The blast also has synopses of five new research articles, with links to the original pieces. These include:

- An update on graduation and dropout statistics in Washington's school districts for the 2011-2012 school year.
- A recent study that looks at the dropout phenomenon from the perspective of disengaged Washington students.
- The fourth annual update of a study of America's high school dropout crisis.
- An award-winning investigative report on the drop-out problem from *The Oregonian*.
- An article from *Education Week* that reviews a recently released U.S. Department of Education report.

This is the second issue of the WSSDA Research Blast. This bimonthly publication premiered in January with a series of research pieces on early learning. Current and past issues of the blast are available on the WSSDA website.

Boost in graduation rates for Sunnyside

The Sunnyside School District has raised its graduation rate from 41 percent in 2007 to 79 percent in 2012. A focused and intentional process led to this dramatic improvement.

The school district used a transformation model that was supported by a district-wide improvement grant and a school improvement grant. These resources allowed the district to develop curriculum guides aligned to state standards across each grade level. Time was also added to the school day at the high school, which allowed for more academic interventions and support.

A counseling model known as "All Hands on Deck" brought a case management approach to the counselors' work. Counselors now spend a majority of their day out in classrooms working and supporting teachers and students.

For more in-state examples of districts who raised their graduation rates, read the March WSSDA Research Blast at www.wssda.org.

SPRING REGIONAL MEETINGS

April 29

DIRECTOR AREA 2

Bellevue
Wilburton Instructional Service Center (WISC)
Building 1
12241 Main Street
Bellevue, WA 98005
4:00 p.m. – 6:00 p.m. TPEP
6:00 p.m. – 8:30 p.m. Meeting

April 29

DIRECTOR AREA 8

Toppenish
Toppenish High School
141 Ward Road
Toppenish, WA 98948
4:00 p.m. – 6:00 p.m. TPEP
6:00 p.m. – 8:30 p.m. Meeting

April 30

DIRECTOR AREA 7

Soap Lake
Soap Lake High School Library
527 2nd Avenue SW
Soap Lake, WA 98851
4:00 p.m. – 6:00 p.m. TPEP
6:00 p.m. – 8:30 p.m. Meeting

May 1

DIRECTOR AREA 10

Colfax
Colfax School District
1110 N. Morton Street
Colfax, WA 99111
4:00 p.m. – 6:00 p.m. TPEP
6:00 p.m. – 8:30 p.m. Meeting

May 2

DIRECTOR AREA 11

Walla Walla
Walla Walla Public Schools
364 South Park Street
Walla Walla, WA 99362
4:00 p.m. – 6:00 p.m. TPEP
6:00 p.m. – 8:30 p.m. Meeting

May 9

DIRECTOR AREA 9

Spokane
Shadle Park High School
4327 No. Ash St.
Spokane, WA 99205
4:00 p.m. – 6:00 p.m. TPEP
6:00 p.m. – 8:30 p.m. Meeting

ANNUAL CONFERENCE

Talented students sought for conference

We are now accepting recommendations for student performers from western Washington for the 2013 WSSDA Annual Conference.

If your district has a superb group of young musicians, singers, dancers, drummers, actors or other talented individuals that would like to perform during our conference, please send details and contact information to C.Lauderdale@wssda.org by May 31.

Each performance typically lasts for 10-15 minutes. We are also looking for a soloist or small singing group to kick off the conference with the national anthem.





WSSDA Direct is published monthly by the Washington State School Directors' Association to provide information of interest to school directors and the education community. The views expressed in opinion articles appearing in WSSDA Direct are those of the writers and do not necessarily represent WSSDA policies or positions. If you have a disability and need this publication in an alternate format, please contact the WSSDA Communications Department.

221 College Street N.E.
Olympia, WA 98516-5313

RETURN SERVICE REQUESTED

Debbie Long, President 509.993.1019
Mari Taylor, President-elect 425.314.1131
Chris Nieuwenhuis, Vice President 509.290.1824
Dr. Jonelle Adams, Executive Director 360.252.3001
Michael Wilson, Communications Director 360.252.3013

WSSDA DIRECTORY

General Information 360.493.9231
Association Services 360.252.3002
Leadership Development Services 360.252.3009
Governmental Relations 360.252.3010
Communications 360.252.3013
Policy and Legal Services 360.252.3018
Toll Free (In-State) 800.562.8927
E-Mail mail@wssda.org

CALENDAR OF EVENTS

April

- 13-15** NSBA Annual Conference
- 26-27** Board of Directors' Meeting
- 29** Regional Meeting and TPEP Workshop, Bellevue
- 29** Regional Meeting and TPEP Workshop, Toppenish
- 30** Regional Meeting and TPEP Workshop, Soap Lake

May

- 1-3** NSBA Education Technology Site Visit: Vancouver Public Schools
- 1** Regional Meeting and TPEP Workshop, Colfax
- 2** Regional Meeting and TPEP Workshop, Walla Walla
- 9** Regional Meeting and TPEP Workshop, Spokane

June

- 5** Candidate Workshop, Kelso
- 10** Candidate Workshop, Sequim
- 10** Candidate Workshop, Wenatchee
- 11** Candidate Workshop, Mount Vernon
- 11** Candidate Workshop, Spokane
- 12** Candidate Workshop, Renton
- 12** Candidate Workshop, Pasco
- 13** Candidate Workshop, ESD 105
- 5** Candidate Workshop, Kelso
- 21-22** Legislative Committee Meeting
- 21-22** Board of Directors' Meeting