

**IIMC BOARD OF DIRECTORS
Mid-Year Meeting
November 7, 2009
ALBUQUERQUE, NEW MEXICO**

The mid-year Board meeting of the IIMC Board of Directors was called to order by President Mary Lynne Stratta, MMC, at 8:00 a.m., Saturday, November 7, 2009.

In Attendance:

President Mary Lynne Stratta
Vice President Colleen Nicol
Bernice Dixon, Region I
Carol Jacobs, Region II
Lisa Burns, Region III
Barbara Blackard, Region IV
Tami Kelly, Region V
Carol Alexander, Region VI
Karen Goodwin, Region VII
Stephanie Kalasz, Region VIII
Peggy Hawker, Region IX
Marc Lemoine, Region X
Francois Allers, Region XI

President Elect Sharon Cassler
Immediate Past President Dyanne Reese
James G. Mullen, Region I
Jane Williams-Warren, Region II
Stephanie Kelly, Region III
Deborah Miner, Region IV
Brenda Kay Young, Region V
Shari Moore, Region VI
Jerry Lovett-Sperling, Region VII
Monica Simmons, Region VIII
Pamela Kolacy, Region IX
Bernie White, Region X
Nick Randle, Region XI

Others in attendance included:

Brenda Cirtin, Candidate for IIMC Vice President
Dale Barstow, MCEF Board President

IIMC Staff in attendance:

Chris Shalby, Executive Director	Denice Cox, Office Manager
Janis Daudt, Director of Member Services	Emily Maggard, Education
Pilar Archer, Accounting and Association Software Group, Finance Manager	Janet Pantaleon, Finance Specialist

Education and Professional Development Committee Report

Carol Alexander presented committee report which included recommendations for a new education driven mission statement for IIMC; a new educational philosophy statement; a new professional certification statement; and a new educational partnership statement to be considered by the Board. President Stratta stated this report reflected the purpose of her desire to re-establish a committee solely devoted to the overall educational philosophy and educational future of IIMC. She requested that each of the statements that refer to "state" or "state/provincial" be changed to "state/provincial/national" to reflect our growing international relationships. It was reported the new mission statement would have to go to the membership for approval as a Constitutional amendment.

Motion to approve the four statements as amended with “state/provincial/national” in place of “state” or “state/provincial”:

Motion: Colleen Nicol

Second: Jerry Lovett Sperling

Action: Approved unanimously.

Program Review and Certification Committee Report

Introductory comments were made by Board Liaisons Brenda Young and Lisa Burns. A detailed report was presented by Nancy Vincent, Chair of the Program Review and Certification Committee (PR/C), regarding the Committee’s recommendations and the input received from members, state/provincial/national associations and education committees, Institute Directors, and all stake holders. It was reported the amount of feedback and participation received from all stakeholders was outstanding.

Review minimum number of points per year to remain in MMC Academy:

Chair Vincent reported that small city clerks were unable to attain the minimum points due to budget restrictions and time away from the office. Survey responses showed the mass majority in favor of removing the time constraints and the requirement for a minimum number of points per year to remain in the MMC Academy. Staff reported the Education Department supported this committee recommendation. Discussion followed.

Motion that the requirement of a minimum number of points per year to remain in MMC Academy be removed:

Motion: Colleen Nicol

Second: Stephanie Kelly

Action: Motion carried with two Board members voting no.

Review number of points for MMC:

The report was presented in detail by Nancy Vincent, which indicated a PR/C recommendation that the number of points required for MMC be set at 100: 60 education points, 20 professional/social contribution points, and 20 flexible points that can be used in either category, depending on where the clerk needed the points. Staff agreed with the committee recommendation.

Motion to set the number of points required to attain MMC at 100: 60 education, 20 professional/social contribution, and 20 combination (flexible) points that can be used in either category:

Motion: Sharon Cassler

Second: Bernice Dixon

Action: Approved unanimously.

Develop approved list of appropriate education subjects to be counted as MMC points:

The report was presented by Chair Vincent, who stated such a list could be used by the staff and placed on the website so members know what will count toward MMC. Management agreed that a course list would be helpful to members and it was also commented that the list would be fluid and ever changing. Staff commented that the following would also be included in lists:

Courses not approved
CMC approved courses
Continuously updated list that includes new courses.

PR/C also asked that any courses submitted and not approved that are disputed by members be presented to the PR/C Committee for resolution. Executive Director Chris Shalby stated staff's recommendation was that disputes should continue to be addressed by staff.

Motion to develop an approved list of courses for MMC and CMC and that the internal process for resolution dispute be continued:

Motion: Colleen Nicol
Second: Sharon Cassler

Action: Approved unanimously.

Number of education hours required for CMC remain at 120 hours instead of returning to the previous requirement of 100 hours for CMC:

The report was presented in detail by Chair Vincent, who stated the Committee agreed with retaining the 120 hour requirement, although the input from stakeholders was varied. Staff was neutral regarding this PR/C recommendation. It was pointed out that members have other means to obtain the additional 20 hours for those institutes still only offering 100 hours. A lengthy discussion followed.

A motion to call the question carried with a two-thirds vote.

Motion that the requirement for 120 hours for CMC remain:

Motion: Dyanne Reese
Second: Tami Kelly

Action: Motion carried with 19 ayes and 7 nays.

There was a request for the no votes to be noted in the minutes.

Voting no on the above motion: Bernice Dixon, Lisa Burns, Stephanie Kelly, Barbara Blackard, Stephanie Kalasz, Marc Lemoine, Monica Simmons.

Remove the current cap of 10 points for attending related conferences for the experience component of the CMC:

Management agreed with the PR/C recommendation to remove the current cap.

Motion to remove the current cap of 10 points for CMC candidates attending related conferences for the experience component of the CMC; and that MMC candidates be awarded points per hours like all other conferences.

Motion: Colleen Nicol

Second: Stephanie Kalasz

Action: Motion carried unanimously.

Remove caps on education points:

Chair Vincent reported that the PR/C recommended removing all caps. Staff indicated a desire to see the MMC college cap mirror the CMC cap. Vincent clarified that the caps were for the experience side of the application for the CMC.

Motion to accept the staff recommendation that, relative to the MMC, to remove all caps except the caps on degrees, which will be set the same as capped for CMC: 20 points for Bachelor's degree or higher in Public Administration or similar field; 10 points for Bachelor's degree or higher in an unrelated field; 5 points for Associate of Arts degree in Public Administration or related field.

Motion: Sharon Cassler

Second: Stephanie Kelly

Action: Motion carried with one Board member voting no.

Motion that all caps on the items listed on the CMC experience side of the application for training/education only be removed:

Motion: Colleen Nicol

Second: Brenda Young

Action: Motion carried unanimously.

Remove Caps on Distance Education:

The report was presented by Nancy Vincent. She indicated PR/C recommended removing distance education caps. Management agreed with the PR/C recommendation. It was stated this would apply only to IIMC courses, institutes and courses on IIMC's approved list of courses.

Motion to remove caps on distance education as recommended:

Motion: Stephanie Kalasz

Second: Sharon Cassler

Action: Motion carried unanimously.

Remove Caps on IIMC Conference Points:

The PR/C Committee and staff recommended that this cap be removed.

Motion to remove the current cap of 20 points for IIMC conference attendance:

Motion: Carol Alexander
Second: Jane Williams-Warren

Action: Motion carried unanimously.

Review the point structure for attendance at IIMC Annual Conference:

Chair Vincent reported the PR/C Committee was recommending that up to eight (8) points for attendance at IIMC annual conferences be awarded. To earn eight points, a delegate must attend the entire session and scanning of attendance utilized. Management concurred but asked for the Board's support should disputes regarding scanned attendance occur.

Move to accept the P/RC recommendation to award up to eight (8) points for IIMC Annual Conference attendance:

Motion: Colleen Nicol
Second: Stephanie Kelly

Action: Motion carried with two members voting no.

Review the concept of awarding points for teaching at Clerk Institutes and conferences:

PR/C recommended that clerks instructing sessions at institutes, state association conferences, etc., should earn double the points awarded to the participants. Discussion followed.

Motion was made that item 6 under Professional/Social Contribution points for MMC be deleted and that Category 11 allow a point per hour designation equal to that earned by participants for teaching time and preparation time for teaching; and that points be allowed on either side of the application for MMC.

Motion: Colleen Nicol
Second: Pam Kolacy

Action: Motion carried unanimously.

Review Study Abroad Program to ascertain what points should be awarded for participation:

The report was presented in detail by Nancy Vincent

Motion for PR/C Committee to develop criteria for Study Abroad Program education points and that points awarded would be ascertained relative to the particular study abroad program offered, working in conjunction with the International Relations Committee:

Motion: Stephanie Kelly
Second: Tami Kelly

Action: Motion carried unanimously.

Removal of preapproval process requirement for Academies and Institutes:

Chair Vincent provided the PR/C recommendation that preapproval by established academies and institutes be removed. Management agreed with the committee recommendation.

Motion to do away with the preapproval requirement for institutes and academies:

Motion: Stephanie Kelly

Second: Tami Kelly

Motion carried unanimously.

Preapproval for State/Provincial/National Associations:

Vincent reported that PR/C had recommended that state/provincial/national associations receive one (1) education point for two (2) hours of training with preapproval, and one (1) point for four (4) hours of training without preapproval. Staff recommended one point for four hours as a compromise, with preapproval. It was suggested that another term other than “preapproval” be used. Discussion followed that indicated that state associations should have to preapprove to obtain education points in order for staff to ascertain that the training being offered meets the core curriculum requirements. Some Board members commented they were not comfortable allowing education points for state associations without preapproval by IIMC.

Motion that State/Provincial/National Associations will continue to submit to IIMC for course preapproval for education points, but that the form/process be streamlined as much as possible:

Motion: Jane Williams-Warren

Second: Carol Alexander

Action: Motion carried unanimously

Points awarded for State, Provincial and National Association Training:

Nancy Vincent again outlined the PR/C Committee recommendation that state/provincial/national associations earn one education point for two hours of training with preapproval, and one point for four hours without preapproval. Discussion followed about inequalities between states and that some state associations were getting “double points” or institute level points (one point for two hours) with their Institute Director simply signing off on the state association training. It was clarified that this practice would no longer be allowed. In order to obtain institute level training, the institute must conduct the training.

Motion made and withdrawn: To allow one point for four hours for any educational opportunity that is preapproved, regardless of source; all other training gets one point for six hours.

Motion made and withdrawn to allow one education point for two hours for institutes. It was pointed out that this was the current policy; therefore, this action was not needed.

Motion to allow one education point for four hours of instruction offered by state/provincial/national associations that is preapproved by IIMC staff; that all other training offered by state/provincial/national associations that meets guidelines earns one experience or professional/social contribution point for six hours of instruction without preapproval by IIMC staff:

Motion: Colleen Nicol

Second: Deborah Miner

Action: Motion carried unanimously.

Motion that all other training outside of institutes and state/provincial/national associations are awarded one experience or professional/social contribution point per six hours of instruction without preapproval:

Motion: Pam Kolacy

Second: Tami Kelly

Action: Motion carried unanimously.

Develop a written policy regarding the conduct of the Athenian Dialogue Series:

Chair Vincent presented a lengthy policy recommended by the PR/C Committee. Management's recommendation was to allow the State/Provincial/National Associations to be in charge of their own dialogues. Each association could charge the fee they desired with no funds going to IIMC. In order to obtain a "fellow" designation from IIMC, a member would still have to join the Athenian Leadership Society for \$15. IIMC would remain as the "owner" of the program and provide oversight as to approved facilitators and books. It was stated that the PR/C could develop criteria based on management's suggestion.

Motion to approve and accept Management's recommendations:

Motion: Tami Kelly

Second: Bernie White

Action: Motion carried unanimously.

Review Point Structure for participation in Athenian Leadership Dialogues:

Chair Vincent reported the PR/C recommended three education or experience or professional/social contributions points be awarded per dialogue. Management recommended one point for four contact hours. Discussion followed.

Motion to award two points to Athenian Dialogue participants, on either side of the certification application, with the satisfactory completion of a learning assessment instrument:

Motion: Tami Kelly

Second: James Mullen

Action: Motion carried unanimously.

Eliminate the Recertification Program:

It was reported the IIMC staff had recommended to the PR/C Committee that recertification for CMC be eliminated. It was recommended that, if the Board removes the recertification requirement, a policy be developed as to reinstatement of those members who have dropped out of IIMC and not pursued recertification. It was also stated that with the removal of a minimum number of points to remain in the MMCA, that clerks should be encouraged to enter the MMC Academy. It was also stated that some

municipalities may not let their clerks continue their education without the recertification requirement. It was suggested that instead of eliminating recertification entirely, that the program be revamped to be more flexible. Concern about losing members was expressed, but some felt this was not an issue. It was recommended that returning members who dropped out some time ago be required to participate in some process to regain their CMC designation. President Stratta informed the Board that she had consulted with a non-profit attorney (at no expense to IIMC) about IIMC's ability to rescind CMC's for non-recertification. Counsel advised that since the CMC was IIMC's designation and that recertification was part of the requirements, that IIMC could rescind the designation for failure to recertify. The attorney did express concern about those who had already earned their CMC prior to the requirement for recertification and that perhaps the Board should reconsider that requirement.

Motion to eliminate the recertification program and that the PR/C Committee review and recommend a process for reinstatement for clerks whose designation has been dropped due to non-membership:

Motion: Stephanie Kelly

Second: Colleen Nicol

Action: Motion carried with several members voting no.

At this time, President Stratta thanked the Board for their diligence and patience in spending so much time on education/certification related issues, but stated that the membership would be pleased that the Board had devoted the bulk of its time to concentrating on issues and concerns of the membership relative to the guidelines. She reminded the Board that the membership had expressed concerns since the changes were made in 2006 and, that through the process utilized today, the Board had addressed those issues and concerns. She also thanked PR/C Chair Nancy Vincent for her leadership and for taking the time to attend the Board meeting, expressing that her attendance made the Board's decision path more concise and clear. She expressed appreciation to the entire PR/C Committee for their hard work and dedication.

Conference Committee Report – Addition to the Conference Manual

The committee report was presented by Shari Moore.

Motion to approve the Conference Committee guidelines as presented:

Motion: Brenda Kay Young

Second: Jane Williams-Warren

Action: Motion carried unanimously.

Election Committee Report

The Committee report was presented by Marc Lemoine and Bernice Dixon. President Stratta reported she had assigned the Elections Committee the duty of ensuring that Constitutional amendments were properly formatted and proper notice given to the membership as required by the Constitution.

Motion to approve the recommendations of the Election Committee:

Motion: Carol Jacobs

Seconded: Tami Kelly

Action: Motion carried unanimously.

International Relations Committee Report

This item was presented by Tami Kelly, Francois Allers and Nick Randle. The \$800 requested for the 2011 study tour coordinator cost will be referred to the 2011 Budget Committee. It was requested that certificates of participation be presented to participants in the 2009 study abroad program at the 2010 annual conference. A booth for the 2011 study tour will be provided in Reno.

Motion to approve the International Relations Committee Report:

Motion: Brenda Young

Second: Sharon Cassler

Action: Motion carried unanimously

Mentoring Committee Report

The committee report was presented by Dyanne Reese.

Motion to approve the report:

Motion: Carol Alexander

Second: Stephanie Kalasz

Action: Motion carried unanimously.

Policy Review Committee Report

The report was presented by Shari Moore and she outlined each recommendation by the Committee.

The Board indicated the proposed constitutional amendment that defined a regular Board meeting was still unclear. It was agreed that this item would be referred back to the committee for further clarification.

1. *Policy Amendment:* Designate Official Posting Board for Constitutional Amendments at IIMC Annual Conference.

Motion to approve this policy as recommended:

Motion: Stephanie Kalasz
Second: Dyanne Reese

Action: Motion carried unanimously.

2. *Policy Amendment:* Consider reducing conference registration fee for Board Members. Policy Review Committee and staff did not recommend this action be taken.

No action taken.

3. *Policy Amendment:* Consider regional rotations to select the next Vice President. The Committee does not recommend changing the current election process for Vice President.

No action taken.

4. *Policy Amendment:* Develop recommendation regarding succession of the President Elect to President depending upon the amount of time remaining in the President's term. The Committee recommended no change in the current process.

No action taken.

5. *Policy Amendment:* Develop an application for the at-large members of the Budget and Planning Committee. The Committee recommended using the current volunteer application form.

Action: The Board agreed to not take action and let the Budget and Planning Committee review and comment on proposed changes to the structure and composition of the Budget and Planning Committee.

- 6&7. *Policy Amendment:* Require proof annually that IIMC is covered by errors and omissions insurance. Committee recommended adding this to Policy B-9.

Motion to accept recommendation and add to Policy B-9:

Motion: Sharon Cassler
Second: Jane Williams-Warren

Action: Motion carried unanimously.

8. *Policy Amendment:* Develop criteria for how the Budget and Planning Committee at-large member terms will be rotated.

Action: The Board agreed to refer to the Budget and Planning Committee for comment and input.

9. *Policy Amendment:* Discuss the criteria for the mid-year Board meeting to be held at Headquarters once every three years. Management's recommendation was to approve the proposed policy.

Motion to approve the policy that the mid-year board meeting be held near headquarters once every three years:

Motion: Dyanne Reese
Second: Carol Jacobs

Action: Motion carried unanimously.

10. Policy Amendment: Codification of Policy Manual.

No action required; Executive Director Shalby will handle the codification of the policy manual.

11. Policy Amendment: IIMC President shall keep Executive Director's official personnel file in his/her possession.

Motion to approve the policy with a copy of the personnel file to be kept at headquarters:

Motion: Tami Kelly

Second: Stephanie Kalasz

Action: Motion carried unanimously.

12. Policy Amendment: Revise policy regarding automatic honorary membership.

Motion to send back to Policy Review Committee to formulate a constitutional amendment or policy to reflect a two-thirds vote by the Board to be named an honorary member or removed as an honorary member.

Motion: Colleen Nicol

Second: Stephanie Kelly

Action: Motion carried unanimously.

13. Policy Amendment: Revise policy on standing committees to include the Education and Professional Development Committee and Conference Committee.

Motion to approve recommendation of Policy Review Committee relative to Policy B1-Committees, except for section about the Budget and Planning Committee composition, which will be held in abeyance pending input and comment from the Budget and Planning Committee:

Motion: Stephanie Kalasz

Second: Karen Goodwin

Action: Motion carried unanimously.

14. Policy Amendment: Remove "past officers" from Quill Award Policy. Committee recommended that IIMC Past Presidents be eligible for the Quill Award four years after completing service on the Executive Committee.

Motion to approve the recommended change to Policy M-1, relative to the Quill Award:

Motion: Jerry Lovett-Sperling

Second: Dyanne Reese

Action: Motion carried unanimously.

15. Policy Amendment: Require IIMC Constitution be included in the packets at the annual conference.

No action required since this is the current practice.

Motion was made to refer the proposed Constitutional amendment relative to Article IV D, Vacancies on the Board, back to Policy Review Committee for further review, and ask the Committee to also look at Article IV B.

Motion: Bernie White

Second: Marc Lemoine

Action: Motion carried unanimously to refer back to the Policy Review Committee.

Public Relations and Marketing Committee

The committee report was presented by Stephanie Kalasz.

Motion to accept Public Relations and Marketing Committee Report:

Motion: Carol Jacobs

Second: Karen Goodwin.

Action: Motion carried unanimously.

Small Cities Task Force Report

President Stratta stated she would like for the Board to see the data that was compiled by the Task Force before taking up consideration of the Task Force recommendations. A large amount of data has been compiled by the Task Force that needs to be put in a format for the Board's perusal.

Motion to refer this report to the May 2010 Board meeting:

Motion: Bernie White

Second: Jane Williams-Warren

Action: Motion carried unanimously.

Motion to enter Executive Session was made at this time:

Motion: Barbara Blackard

Second: Deborah Minor

Action: Motion carried unanimously.

The Board meeting was called into open session following executive session.

Conference Selection

A report was presented by Chris Shalby and he explained the items that needed to be considered in choosing a conference location. President Stratta asked the Board members if they would like to hear Management's recommendation. The Board members agreed they wanted to hear the Executive Director's opinion. Mr. Shalby explained the process and reasons for management's recommendation that Milwaukee, Wisconsin, was the best financial option for the 2014 annual conference, including: \$25,000 cash back to IIMC after the conference in 2014; no food and beverage minimum; strong state association; and convention center with 300 volunteers.

The vote was taken by paper ballot.

Action: Vote totals -

Madison: 0
Savannah: 6
Milwaukee: 18

Abstaining: Dyanne Reese and Carol Alexander

Therefore, the 2014 conference was awarded to Milwaukee, Wisconsin.

Annual Conference Grant Application Report

Chair of the Committee, Jerry Lovett-Sperling, provided the report on this item.

Motion to approve the report:

Motion: Jerry Lovett-Sperling
Second: Barbara Blackard

Action: Motion carried unanimously.

Region XI Financial Assistance

This report requesting financial assistance for Region XI directors to attend the annual conference was presented by Francois Allers.

Motion to refer the request to the Policy Review Committee for a recommendation:

Motion: Sharon Cassler
Second: Colleen Nicol

President Stratta stated she would ask the Committee to quickly review and respond and then she would call a Board telecon to consider this item.

Action: Motion carried with Nick Randle and Francois Allers abstaining from the vote.

Honorary Membership

President Stratta presented the name of Past President IIMC Tom Roberts for honorary membership upon his retirement in April 2010.

Motion to approve Tom Roberts for IIMC honorary membership:

Motion: Sharon Cassler

Second: Tami Kelly

Action: Motion carried unanimously.

Approval of Minutes

Motion to approve the minutes of the following IIMC Board meetings:

Mid-year meeting Executive Session minutes – November 7, 2008

Executive Session minutes – February 10, 2009

Executive Session minutes – March 9, 2009

Board Meeting - May 23, 2009

Board Telecons of July 9, 2009, and September 9, 2009

Executive Session minutes – July 9, 2009, and September 9, 2009

Motion: Jerry Lovett-Sperling

Second: Carol Jacobs

Action: Motion carried unanimously.

Other minutes (November 7-8, 2008, mid-year Board meeting and May 18, 2009, annual board meeting) were referred back for further correction.

2010 Conference Update

The report regarding the upcoming Reno conference was presented by Monica Simmons.

No action was required.

This concluded the order of business for the 2009 mid-year Board meeting of the IIMC Board of Directors. President Stratta again thanked the Board members for their hard work, patience and diligence in handling so many important issues.

The meeting was adjourned at 6:35 p.m.

Mary Lynne Stratta
IIMC President

Janet Pantaleon, Recording Secretary