

MEETING MINUTES  
IIMC BOARD OF DIRECTORS MEETING  
SATURDAY, MAY 23, 2009  
CHICAGO, ILLINOIS

The Meeting was called to order at 2:30 pm. in the Honore Room at the Palmer House Hilton Hotel in Chicago, Illinois by President Mary Lynne Stratta.

## **ROLL CALL:**

## Board Members

Present:	Executive Committee: Stratta, Cassler, Nicol and Reese Region I: Dixon and Mullen Region II: Jacobs, Williams-Warren Region III: Burns Region IV: Miner Region V: Kelly, Young Region VI: Alexander and Moore Region VII: Goodwin and Lovett-Sperling Region VIII: Kalasz and Simmons Region IX: Hawker and Kolacy Region X: Lemoine (Vacancy) Region XI: Allers and Randle
Absent:	Kelly (Region III) and Blackard (Region IV) One Vacancy in Region X
Others Present:	Chris Shalby, IIMC Executive Director Kathy Dornan, Parliamentarian/Recording Secretary

President Stratta opened the first meeting of the 2009-2010 IIMC Board of Directors by welcoming the new and returning members. Each member introduced themselves to the group. President Stratta remarked on the work facing the new board, the make-up of the great committees in place, the hard work performed by the IIMC staff and thanked the board members for their dedication and commitment to IIMC.

Executive Director Shalby introduced each of his staff members to the Board by name and title. Staff left the meeting at this time. Director Shalby advised that new board member orientation had previously been held; that each board member would receive a Friday letter from him via email which would update them on the activities taken place at headquarters during the past week and invited calls or emails from any board member with any questions at any time.

**MID-YEAR BOARD MEETING:** President Stratta explained that no location had been chosen as yet for the mid-year board meeting; that the delay in selecting a site had to do with the issue that if any monies were due by IIMC to the Palmer

House hotel after the conclusion of this conference, that the mid-year meeting may have been scheduled at this location in order to cover the costs with those monies owed. She explained that this does not appear to be the case at this time; that no monies will be due, and therefore, she would be selecting a different site shortly. She noted the site would be chosen based on the least expensive venue possible, both in hotel and airline costs.

Discussion was held on date possibilities for a mid-year board meeting. It was agreed the weekend of November 6-8<sup>th</sup> worked best. **President Stratta advised the Board she would make a determination on the location, finalize the dates and provide that information to the Board members as soon as possible.**

**BOARD MEETING MINUTES:** Discussion was held on the style and format of future Board meeting minutes. After thorough debate, **it was the general consensus of the Board that the meeting minutes be Action Minutes with a summary of discussion items.** It was also noted that **draft minutes should be sent to the Board Members within a week of the date of the meeting** so that these can be reviewed by the Board while the issues are more understandable and more easily remembered.

Discussion was held on receipt, review and approval of Executive Session Minutes. Concern was expressed about these being sent via email, put on the “board members only” section of the IIMC website or being read out-loud during telecom meetings. **It was agreed that Executive Session Minutes should be given to the Board by hard copy only at the mid-year and annual meetings.**

Discussion was held on the possibility of audio taping the meetings; the varying laws in keeping these recordings in each state; whether IIMC was required to follow California law, etc. **President Stratta indicated she would look into this issue further and consult legal advice on the issue of recording meetings.**

Discussion was held on where minutes are stored; how they are kept; the history of IIMC records, etc. Director Shalby advised the Board that all minutes are kept in proper order and format at IIMC Headquarters.

**PRESIDENT'S INTERNATIONAL TRAVEL:** President Stratta advised the members that again this year, her international travel would be very limited, only focusing on those regions that are actively participating with IIMC. She advised she would be traveling to the IMASA event in South Africa in June, noting this is one of the organizations in Region XI which is actively pursuing education and help with an institute through IIMC. President Stratta indicated that the airfare will be purchased with IIMC American Express points and that most other costs on land are being covered by IMASA.

She advised that she will be going on the Study Tour in October, paying her own way, and while on the tour, she would like to visit with the VVG, the new group

being formed in the Netherlands, as she feels it is important for IIMC to re-establish the relationship in that region if possible. She noted she would attend the SLCC conference as an ending to the study tour program and would also try to visit ADSO while there.

President Stratta also mentioned she planned to attend the SOLAR conference in Scotland in March, again with the airfare being purchased with IIMC's American Express points. All Board members indicated their support of the travels outlined and thanked President Stratta for keeping costs down and being frugal, while attending the important functions that may benefit IIMC.

President-Elect Cassler advised that in June she would be attending the AMCTO meeting; leaving that function and driving through Michigan to attend the Michigan State Clerks Association conference and in October she would be attending the LGMA Association Meeting in British Columbia, on behalf of President Stratta. It was noted that much progress has been made with the LGMA group and that we want to continue efforts there.

**The Board gave concurrence to the travel plans as outlined.**

**APPOINTMENT OF BOARD COMMITTEES FOR THE FOLLOWING:**

**A: EXECUTIVE DIRECTORS ANNUAL PERFORMANCE:**

President Stratta indicated she would be following Past President Reese's model on the Executive Director's review. She requested the following individuals serve on this committee: Chair Sharon Cassler and members Bernice Dixon, Brenda Young, Mark Lemoine and Nick Randle. She noted the committee should begin the process as soon as possible due to the time it takes to complete. She advised that Director Shalby would like to amend the form a bit. She added that the Committee, after some discussion and study, may want to also amend the process. She noted that each Board Member will need to spend time on the evaluation form which will be sent to them and noted the importance of this process.

**B: MCEF GRANT CRITERIA:**

President Stratta asked the following members to serve on this committee: Chair Jerry Lovett-Sperling and members Barbara Blackard, Carol Jacobs and Peggy Hawker. She requested they review all criteria for the grant and to make any recommendations for changes, if any, as soon as possible.

President Stratta requested Board ratification on the committees and membership proposed.

**Motion by Reese, second by Mullen**, that the Board confirms the committees noted above and ratifies the membership appointments as proposed by President Stratta. **MOTION CARRIED UNANIMOUSLY.**

**REGION X DIRECTOR ELECTION PROCESS:** President Stratta noted that because the constitutional amendments proposed could not be presented to and voted on by the membership earlier today at the annual business meeting due to a technicality on the publication of these amendments, the Region X position, proposed to be occupied by Laurie Darcus, cannot go through at this time. Therefore, currently there is a board vacancy position for Region X. She thanked the Region X directors and potential director, Laurie Darcus, for their patience and understanding.

Director Shalby outlined the process to fill this vacancy which included letters being sent by IIMC to every Province Association President noting the position is vacant and to submit a name if they choose to. If more than one name is submitted, an election by the entire Region X membership would be required and IIMC would be required to handle this election. If only one name is submitted, the Board would be required to make a determination as to whether this person qualifies. He noted that this process is outlined in the IIMC Constitution, and hopefully, a Region X member will be seated by August.

Discussion was held on whether Ms. Darcus would meet the qualifications at this time if her name was the only name to be submitted by Region X. It was confirmed that the Board must consider the qualifications listed in the Constitution at this time when filling this vacancy. It was suggested that the constitution may not be definite or clear regarding the language for filling a board vacancy; whether Ms. Darcus meets the criteria for this, etc. **Director Shalby indicated that the language would be reviewed from a legal standpoint and that the correct procedures would be followed. He would advise the Board to this effect shortly.**

In regards to the proposed constitutional amendments, President Stratta noted that Executive Director Shalby nor any Board member needs to apologize for any wrong doing in this issue; that the proper process was followed; that IIMC members were notified; that the issue is one of a “slight technicality” and that the organization has learned from this. She noted we must follow procedures and that changes will be made and guidelines put in place so that this does not occur again in the future.

Discussion was held on the fact that Ms. Darcus made the trip to Chicago early; sat in on the strategic planning session and pre-conference board meeting, was prepared to take office and had approval from her manager and community to serve, etc. **It was suggested that a letter be sent by President Stratta to Ms. Darcus' City Manager outlining what happened with this position and what is**

being done and expected in the future. President Stratta indicated she would send a letter outlining what happened, with the Board's apology.

**EDUCATIONAL COLLOQUIUM:** President Stratta noted that she felt Tuesday's Education Colloquium was the best the Association has had in years. She felt that the Institute Directors feel positive and assured that change is coming.

Vice President Nicol gave a synopsis of what happened at the Colloquium; noted there was positive, spirited discussion, good energy, and that the Institute Directors believe and trust what IIMC is doing right now; believe we are engaging in a process for change. She felt it was a great step towards rebuilding trust in this area.

President Stratta concurred and agreed this was a huge leap to rebuilding trust with the Institute Directors and looked forward to the education changes coming from the committees this year.

**REGION DIRECTORS MEMBERSHIP CHALLENGE:** President Stratta indicated she felt last year's Challenge program was good, and feels it should be kept going by the directors – starting today! Discussion was held on the statistics reported about potential new members for IIMC. Director Shalby indicated that staff was ready to go on this. After discussion, it was the **general consensus of the Board to continue with this program; that the region director bringing in the most new members next year prior to the deadline of April 2<sup>nd</sup>** would win two free registrations to the conference in Reno.

**QUESTIONS FROM NEW BOARD MEMBERS ON DUTIES/ RESPONSIBILITIES:** President Stratta outlined some of the Board Member's duties as follows:

- Recruit new members and communicate with members we already have. Contact members in your region listed on your monthly membership list – including welcoming new members, asking canceled members why they canceled their membership; encourage them to rejoin if possible, and congratulate those who receive their CMC's, MMC's or CMC recertification's. New Board Members were advised that they would be receiving a listing each month from Tammy Shultz of new and cancelled members; those who had received certifications, etc; Discussion was held on the difficulties receiving this list via email by some board members. **It was determined that IIMC Staff would include this list on the Board Members Only section of the website so that if a member does not receive it, they can download it from the website.**

It was suggested that when contacting a new member, mention that the organization has a great mentoring program and question if they would like to be assigned a mentor.

- Be a good Board Liaison to the committee you are assigned. Be engaged in the committee; communicate, guide the others, etc. It is important that the committee know you are working with them and that you will bring forth their recommendations to the entire Board.
- Promote MCEF; Help with fundraising.
- Keep in contact with your Region members. Keep them updated on what the Board is doing and working on. Share your newsletters if you do one. It was suggested that if you do a newsletter, to send that to Director Shalby and it will be posted on the IIMC website. He noted this is being done currently and any member can access a newsletter, if posted, to see what other regions have been doing.

**BOARD MEMBER COMMENTS:**

Past President Reese requested that President Stratta research the process for removing a member of the Ethical Standards Committee.

Director Moore requested that the discussion on the next conference location be put towards the beginning of the mid-year meeting agenda as she feels this is important discussion and should not be left to the end.

Director Sperling questioned the issue of making the annual conference shorter. President Stratta advised the Board members that the conference committee has been assigned to develop a 4-day conference format; that this will be considered at the mid-year meeting.

**ADJOURNMENT:** With there being no further business or comments, President Stratta thanked everyone for attending and noted she looked forward to working with everyone on the board in the coming year. With that, the meeting was adjourned at 3:45 p.m.

Respectfully submitted,

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Mary Lynne Stratta, President

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Kathryn A. Dornan, Recording Secretary