

MEETING MINUTES
IIMC BOARD OF DIRECTORS TELECOM MEETING
Wednesday, September 09, 2009

The Telecom Meeting of the IIMC Board of Directors was called to order at 9:04 am (Pacific Time) 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

Region III: Burns and Kelly

Region IV: Miner

Region V: Kelly and Young

Region VI: Alexander and Moore

Region VII: Goodwin and Lovett-Sperling

Region VIII: Kalasz and Simmons

Region IX: Hawker and Kolacy

Region X: White

Region XI: Allers

Absent: Region II: Williams-Warren

Region IV: Blackard

Region X: Lemoine

Region XI: Randle

Others Present: Chris Shalby, IIMC Executive Director
Kathy Dornan, Parliamentarian/Recording Secretary

President Stratta opened the meeting and thanked everyone for participating.

ADMINISTRATION OF OATH OF OFFICE:

President Stratta administered the Oath of Office to newly elected Region X Director, Bernie White. It was noted that Mr. White had already taken an official oath in his home town, immediately after being elected by the Board during the last telecom; this was just a formality for the Board today.

Mr. White thanked the Board for their support and acknowledged the possible future change in the bylaws which would allow a new member to take over his position in May, 2010.

OATH OF CONFIDENTIALITY FOR BOARD MEMBERS:

President Stratta advised this matter was discussed during the last telecom meeting with the issue being referred by the Board to the Policy Review committee. It was noted that this oath was similar to what was adopted for the Ethical Standards Committee members.

President Stratta opened the matter for discussion. Director Kelly noted under the policy portion the issue of receiving gifts and expressed her concerns regarding this subject. She requested that a section be added covering the issue of gifts. Discussion was held. President Stratta agreed there should be this type of policy and suggested this could be developed under a separate document, but felt this matter was different than the Oath of Confidentiality issue. The Board agreed to send the issue of a policy regarding receiving gifts to the Policy Review

committee for a recommendation. It was also noted that a personal benefit statement was included in the Oath of Confidentiality document.

President Elect Cassler questioned Item #3 and suggested this be removed and placed in a separate policy. She also suggested that a policy on receiving gifts be written which could be more specific. Discussion was held on the implications of suggestion Number 3, noting this covered more than a tangible gift.

Further discussion was held regarding gifts, personal benefits, monetary amounts for gifts being subjective, etc. It was determined to accept the recommendation regarding the Oath as written.

MOTION by Reese, second by Nicol, to approve the Oath of Confidentiality for Board Members as written.

Director Allers questioned if Item No. 6 was in conflict with Article X of the IIMC constitution and explained his concerns (regarding board resignations). President Stratta outlined her ideas on the separation of the issue of a resignation as written in the constitution vs. the meaning as written in the Oath of Confidentiality document. Discussion was held on the matter of requiring board resignations of persons whom are elected by their peers.

Director Kelly stated she felt if there was a procedure in place for resignations written in the constitution, that this document should follow those procedures and should also make reference to it.

It was suggested that wording be added at the end of Item #6 stating “after review of the executive committee, to follow the procedure as written in the Constitution”.

Discussion was held on the actual procedure which would take place if allegations were made against a Board Member and on the steps required to be followed.

Amendment to Motion:

MOTION by Nicol, second by Reese, to add the following language to the Oath of Confidentiality (Item #6): “after review by the Executive Committee, to follow the procedure as written in the Constitution”.

Vote on Amendment to Motion: Unanimously Carried

Vote on main motion as amended: Unanimously Carried

Director Shalby noted that taking care of and signing these oaths will be the first order of business at the mid-year board meeting in November.

2010 CONFERENCE UPDATE – RENO, NV

Director Shalby gave the following report:

Discount Program: Director Shalby advised that he is recommending the Board approve a discount program for Reno similar to the one approved for Chicago. He outlined the terms of the usual, pre-Chicago discount program, noting a discount was given only to members of the region the conference was being held in. He detailed the discount program for last year in Chicago which included the host region and the surrounding regions, noting its success and fact

this was done mainly to attract members within the driving area. He advised that over 50% of the attendance in Chicago was from those extra discounted regions.

Director Shalby noted that in view of the economy, he feels we should offer the discount program to the Region 8 and Region 9 States. He advised that the total number of members who would qualify is 2,677. He added that he feels offering the discount program to close regions (within a day's driving distance) is a huge plus for the conference, especially in light of the economy and is an additional benefit to first time attendees. He advised he is recommending approval of the discount program as outlined by the Board.

President Stratta noted the Budget and Planning Committee voted unanimously to support the discount program as recommended.

Director White questioned about extending the discount program further east. Director Shalby noted what area they had looked at and why, commenting that the driving distance is the basic component to the areas being suggested.

MOTION by Kalasz, second by Kelly, to approve the conference discount program for Reno, NV as recommended by Executive Director Shalby.

Motion Carried Unanimously.

Education Points: President Stratta advised that she has received a request from the Program Review and Certification Committee who is recommending Board approval to again offer 8 points for attendance at the entire conference. Executive Director Shalby noted that this recommendation was sent yesterday to the ID's and State Education Chairs, asking them to respond with feedback by September 22nd. He added that he has received 8 responses back so far and all who have given their endorsement. President Stratta advised that further input is needed; that they will allow responses until September 22nd and that these will be tabulated and provided to the Board via email and a vote will be requested through email at that time.

President Stratta also advised that Budget and Planning had approved funds for scanning equipment at the conference and that it was her understanding that the points would be allocated up to the 8, with scanning confirmation.

Director Shalby confirmed this, noting they will be looking into scanning equipment the first part of next year. He added that staff has had input on this and they agree, and indicated that when the 8 points were approved last year on a one-time basis, this was instrumental in bringing up the registration numbers and making the Chicago conference successful. He added that the scanning system will give credence to this allocation and that the points meet current educational guideline requirements.

President Stratta again advised that the Board needs to give the appropriate parties time to submit their input and that she is requesting the Board to wait to vote on this until the ID's and State Education Chairs respond. It was noted that the preliminary Reno conference program can still be put together in time and that it is very important to include the educational point information in the preliminary program document in order for clerks to obtain early approval. The Board indicated they had no objection to gathering further information and waiting to vote on this matter.

Vice President Nicol stated she appreciated more time before voting on this issue; that she agrees further input is needed; and questioned whether board action could and should wait until the mid year board meeting due to other educational considerations that will take place at that

meeting. She indicated her concern with making decisions regarding educational items one issue at a time, rather than waiting until deliberation is given to an entire package. She felt this would only cause future problems and requested this be considered at mid-year instead.

Director Shalby advised that if the Board wishes to wait, they can, but that he had intended to finalize the conference brochure with the printer and mail out by mid November. He noted that if the issue was decided at mid-year, the brochure would most likely be mailed the first part to mid December instead. Discussion ensued.

President Stratta indicated this issue was added to today's agenda at the request of Director Shalby as he would prefer an answer as soon as possible in order to get the program to the printer and mailed. She noted that waiting until mid-year will delay the brochure mailing.

Director Young requested that the Board deal with this issue as originally planned and adhere to the ED's schedule. She noted she personally feels if the conference education is worthy of 8 points and meets written educational criteria, then 8 points should be offered. She felt the issue was not related to the other education guideline issues and would prefer an email vote when ready. Director Burns agreed.

President Stratta indicated that if there are no further objections, she preferred to proceed with the original plan and conduct an email vote. Director Kolacy stated she agrees with VP Nicol and noted the members in Region 9 were not happy with the 8 points being awarded for the Chicago conference. She commented that she feels this needs to be heavily studied; she is aware 8 conference education points is also being studied by the PR/C Committee and agrees that all education items, potential guideline changes, etc. should be done by the Board at one time, together. She added that it was her understanding that the 8 points last year was a one-time issue and that this matter was going to be reviewed along with the guidelines.

President Elect Cassler commented she did not feel this is making piecemeal decisions on IIMC education issues; that IIMC rules and policies are guidelines which can be amended and tweaked at any time and that she feels the Board should proceed with the matter after hearing from the ID's and states and move forward.

Past President Reese stated she feels communication on this issue is key and questioned the timeframe which Director Shalby outlined and the ramifications in order to communicate this issue to the members if the issue waits until the mid-year meeting.

Director Shalby noted that unlike last year, there is considerable input and comments being gathered by the appropriate parties, including the ID's, state representatives, the Program Review and Certification Committee, etc. on the allocation of the 8 points. He indicated he does not agree that approval of this would be done piecemeal from the other education suggestions coming forth as he feels this is a stand-alone issue; that this is a huge attraction to conference and a valuable conference incentive. He noted the importance of being equal and fair to all members, but added the Board also needs to consider the health of the organization and put measures in place when possible for IIMC to remain viable and strong. He advised that he honestly feels this is a separate issue from standard educational guidelines and everything surrounding those, noting the key is that the 8 points being given are allowing some Clerks to obtain permission and money to attend the annual conference, something that might not happen otherwise.

President Stratta indicated she would review the issue after the September 22nd deadline and that if there was not enough information received, she would extend the deadline and the Board could consider the issue later. If enough comment was received, she would make a

determination and email with the Board, most likely calling a telecom since there has been concern expressed regarding voting by email. She also urged the Region Directors to follow up with their individual state education representatives and urge them to provide comment as soon as possible.

Director Shalby advised he will copy the Board on the email sent to the ID's and states on this issue and as to the recommendation of the Program Review and Certification Committee. It was requested that the Board always be copied on these types of communications, both sent and received. This was noted by Director Shalby.

Annual Meeting/Breakfast: Director Shalby advised that in Chicago, the annual meeting was held in conjunction with a full breakfast; that there was a full house for this meeting; and that they would like to do the same thing for Reno. He noted that people tend to leave early on that last day and feels a breakfast meeting is better attended. The Board concurred/approved.

Room Rates: Director Shalby confirmed that room rates are \$99, and that some rooms are slightly more. He noted a telecom scheduled soon with the host committee on a variety of further plans. He also mentioned the football mania fundraising event. The tax rate was questioned on the rooms. Director Shalby will provide this information to the Board via email.

Report from Director Simmons: Director Simmons noted that a site visit had occurred with Director Shalby, Tim Seeden and President Stratta, which she felt went very well. She indicated they are focused on having the welcome reception at the National Audubon Museum, and the all conference event may be in Virginia City. She added they are trying to arrange a post conference tour in the Lake Tahoe area. She noted they are excited on the plans and happenings to date; that fund raising is a challenge, and outlined the Football Mania fundraising event. She noted that a membership blast will be going out soon on this. She also noted the custom quilt fundraiser going on and also the deluxe conference package raffle. Director Simmons noted they are working on sponsorships and that they have \$30,000 in funds so far but that they need more. She added they are working hard with their partnerships in the Reno area, and noted the Reno clerk is not even a member of IIMC, which makes things a bit more difficult. She added that they are working with the Nevada Institute Director and with headquarters to identify educators and classes to offer, etc.

Director Kalasz noted she was working with the northern Nevada Clerks on an international outline for Reno and that there would definitely be a special program provided for that contingent. She too noted difficulties with fund raising and the affect the economy has on fund raising efforts.

President Stratta urged the region directors to step up and do what they can to help with this conference; that the Nevada clerks, which are few in numbers, are working hard but need the support of the entire Board.

President Stratta thanked Director Shalby and Directors Simmons and Kalasz for their efforts and update report to the Board.

STUDY ABROAD TOUR UPDATE:

Director Kelly advised there are 13 signed up; that they are busy making final plans; they are waiting on a more detailed itinerary; and for the most part are done, excited and just waiting for the trip to occur.

REPORT FROM BUDGET AND PLANNING MEETING:

President Stratta advised the Board that the Budget and Planning Committee had met in August; that she felt the meeting was outstanding, and that she was pleased with the outcome. She announced that they will bring forward a balanced budget for consideration at mid year and that things are definitely looking up for the organization. She noted that a couple of items had been referred to the Policy Review Committee, one being that IIMC has a policy that a 10% profit be made on the annual conference. She noted that other objectives were also discussed and will be included in their mid-year report.

Director Shalby advised the July month end report had been sent out and that they are wrapping up figures for August at this time.

Director Simmons questioned if the policy of netting 10% revenue would be effective for Reno. President Stratta advised that a policy is being developed along those lines and that it would come to the Board at mid year for discussion, including the effective time frame.

EXECUTIVE DIRECTOR EVALUATION:

President-Elect Cassler noted that she has received several ED evaluations from Board members; however, she is still missing 12 and reminded everyone they were due by Friday, September 11th. She advised she will compile these and that the actual evaluation will take place at the mid year board meeting.

President Stratta urged the Board Members to complete their evaluations as soon as possible and to get them in on-time.

MCEF LOAN:

Director Shalby advised the Board that IIMC is paying 7% to the MCEF for the money secured by MCEF for litigation. He noted that there is some confusion on this loan and wanted to clarify to the Board that 5% of the 7% pays the principal directly to Smith Barney; and that MCEF is using the 2% to help pay down the principal on the loan. MCEF is not keeping the 2%, but helping lessen IIMC's burden. He noted that due to the better than expected results from the Chicago conference, we will be paying a higher than expected sum back to MCEF at the mid year board meeting.

President Stratta stated this shows due diligence to repay the loan as soon as possible and noted that MCEF is not anticipating a payback of this amount so soon. She indicated her pleasure in being able to show MCEF that IIMC is committed and that the organization wants to pay this asap and have this obligation completed. She noted the Board has already approved this; that this is just an update of plans for mid year. She also noted this payback was well supported by the Budget and Planning Committee.

REQUEST TO MCEF TO FUND NEW WEBSITE:

Director Shalby noted that Policy 8 states that at the end of the year, MCEF can give IIMC up to 7% of the interest from their corpus. He advised that we received \$25,000 last year and that he is not sure what they will give this year, but that the amount may be somewhere between \$18-\$22,000. He spoke on the need to update the IIMC website; to make it more interactive; to provide more marketing for the organization; to bring it more up to date; and feels this money should be used to update the website. He advised he will provide the Board and MCEF with a report asking for funding beyond Policy 8 money in order to update the website and noted he will be asking for \$22,000. Director Shalby commented they are hosting a demo with the

company they want to use to make the website improvements and they are anxious to see what can be done; how best to update the site, etc. He noted that he is not sure MCEF will approve the request, but that he will ask.

Director Young commented she is excited at the possibility of an update to the website; that this would be funding for KRA #3 and questioned how the KRA recommendations would fit into the design, etc. if monies were obtained to do this.

Director Shalby advised he would put the KRA ideas together with the concept for the site and hopefully embellish it with these ideas, confirming that some information out of the KRA will be put to good use.

IMASA AGREEMENT:

President Stratta advised that the IMAA Board has confirmed approval of the affiliation agreement with IIMC and that this is ready for signing and approval. Director Allers commented that they are looking forward to signing and entering into this agreement with IIMC.

SLCC AFFILIATION AGREEMENT RENEWAL:

President Stratta advised the Board that the SLCC Affiliation agreement renewal is also due and ready and that it is her intention to take care of this at the SLCC conference in October. She noted that she and Director Shalby will be attending that conference; that she hopes to have this approved then; and that both this agreement and the IMAA agreement are signed and completed by mid-year.

REPORT ON COMMITTEE LEADERSHIP TELECONFERENCE:

President Elect Cassler advised the Board that a very successful telecom was held with the Committee Chairs and Vice Chairs and that she and President Stratta had received update reports from each committee, noting they are all working very hard. She stated that these can be shared with the Board members if they are interested and summarized the committee updates as follows:

Membership Committee working hard; mentioned article in newsletter and noted every region will be highlighted in the coming months. She urged the Region Directors to recruit members!

Public Relations and Marketing Committee is working on a power point presentation which will be used when visiting other areas.

Program Review and Certification Committee is working hard on reviewing the education guidelines and writing up recommended amendments for consideration at mid year meeting.

Education and Professional Development Committee is working on updated mission statement and philosophy of education statement for the IIMC organization.

Research and Resource Committee is developing a survey for small cities, asking what IIMC needs to do to assist them and make IIMC more attractive to them.

Mentoring Committee is very active; have 33 mentors and 34 mentees. They worked hard to welcome first timers in Chicago and will repeat this in Reno.

Policy Review Committee is addressing several things discussed at May's conference and subsequent board meetings; several recommendations for policy changes will be presented to the Board for consideration at mid-year.

Conference Committee. PE Cassler advised that the Chair, Allen Susen, resigned due to his appointment as City Manager. The Vice Chair has stepped in as Chair and they are working on the education program for Reno conference.

International Relations Committee is ready for the study abroad trip; happy they met their minimum number of person's criteria; and they want to look at something similar to a sister cities program.

Election Committee is looking at issue which arose for Region X and will be making recommendations on how to alleviate this problem in the future.

PE Cassler indicated she and President Stratta will telecom again with the Committee leadership after the mid year to brief them on the outcomes of that meeting.

PRESIDENT UPDATE:

President Stratta advised she traveled to Pennsylvania to attend the annual association conference there and noted that Carol Jacobs is a great ambassador for IIMC in that region. She commented that when the new education guidelines went into effect, Pennsylvania parted ways with IIMC and dissolved their institute. Some clerks have attended institutes in other states. President Stratta advised she visited with the Pennsylvania officials on this and is happy to report they have already made a contact to reinstate their institute. She will continue to work with them to see this is re-established.

Director Jacobs thanked President Stratta for her attendance, noting she felt this is what got things moving along the institute lines and felt the visit opened the lines of communication with IIMC and very much benefited the state.

President Stratta stated she also attended the Texas Clerks Conference and that conversations regarding IIMC and education were the most positive in many years. She noted they are looking at model programs to partner with IIMC.

President Stratta advised she would be attending conferences next week in Oregon, and then in New York, which are two locations in which President Reese was not able to travel to last year due to health reasons.

EXECUTIVE DIRECTOR UPDATE:

Director Shalby reported the following:

- 1) The small cities survey was sent out; currently collecting data
- 2) He has gained a renter for the headquarters building who is moving in next week; the rental agreement is through April 2011.

Director Kalasz questioned if the small cities survey went to the small communities without internet access. Director Shalby noted that 98% of those communities have email or internet and that they felt this percentage would be enough to accomplish the survey goals.

President Stratta encouraged the Region Directors to attempt to contact those small cities without internet access and advise them that this survey has been sent and if they want to participate, to contact IIMC who will be happy to send it to them.

Director White noted that during this meeting there was a discussion of taking a vote on an issue via email and cautioned on doing this, suggesting that the Board should have a discussion on when it is appropriate to utilize an email vote. He noted that it appears to him that this may only be yes or no opportunities.

President Stratta commented that per the lengthy discussion which took place earlier in this meeting, it appears the Board is in agreement to utilize telecom meetings vs. email voting, which she will respect.

An update was requested regarding the Ethical Review committee. It was determined that any update of activities from this committee should be done in executive session.

MOTION by Reese, second by Nicol, to enter into Executive Session for the purpose of receiving an update on the activities of the Ethical Review Committee.

MOTION CARRIED UNANIMOUSLY.

The Board entered into executive session at 1:16 p.m. and adjourned at 1:22 p.m. (Pacific Time).

President Stratta thanked the Board members for their time, noting she will schedule another telecom after receiving information regarding the allocation of education points for attendance at the annual conference.

The IIMC Board telecom meeting was adjourned at 1:23 p.m. (Pacific Time).

Respectfully submitted,

Mary Lynne Stratta, President

Kathryn A. Dornan, Recording Secretary