

MEETING MINUTES
IIMC BOARD OF DIRECTORS TELECOM MEETING
Thursday, July 09, 2009

The Telecom Meeting of the IIMC Board of Directors was called to order at 9:00 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 and Williams-Warren
 Region III: Burns and Kelly
 Region IV: Blackard and Miner
 Region V: Kelly and Young
 Region VI: 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: Carol Alexander – Region VI
 One Vacancy in Region X

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

President Stratta thanked everyone for their time and participation in today's meeting. She also thanked Parliamentarian/recorder, Kathy Dornan, for submitting the meeting minutes of May 23rd so timely, noting that a quick turn-around makes for easier comprehension and recollection of discussion, quicker editing, etc.

OATH OF CONFIDENTIALITY REGARDING ETHICS:

President Stratta noted that during a discussion she had with Attorney Kelly Christensen after the Chicago conference, Ms. Christensen recommended that IIMC proceed with creating an "*Oath of Confidentiality*" and require that all members of the IIMC Ethical Standards Committee (ESC) sign the document upon their appointment and before proceeding with any further investigations. President Stratta advised that based on this recommendation, she requested the Policy Review Committee to draft an oath document, which is before the Board today for consideration. She stated she feels it is important that all Ethical Standards Committee members sign this document and is asking for the Boards approval of the form and permission to send it to the ESC for execution by all members. She added that once it is signed by all members, the oaths would be held at

headquarters. President Stratta called for comments or questions regarding her request and the oath document as drafted.

Discussion was held on Provision No. 7 and whether this means any one colleague, the majority of colleagues, etc? President Stratta clarified that this meant if the remainder of the committee members reaches a determination that the member charged has breached or compromised their oath, this would be submitted to the IIMC Board as a whole for determination.

A question was raised as to whether there was a process in place for this type of review, etc. and President Stratta indicated yes, that this would be outlined and discussed further in executive session.

President Stratta indicated she was looking for a consensus from the Board as to whether they agree with the concept of this; a confirmation of whether this is a good idea and that the Board should proceed; whether they have any issues with the form in general, etc.

Executive Director Shalby added that he participated in the telecom discussion on this issue; that the committee has taken this task very seriously and made several re-writes to the form before this final document was presented; and that he feels they have done a very good job on this assignment. Director Moore added that she is the board liaison to the Policy Review Committee; that she also participated in the telecom and concurs that a serious review has been performed by that committee and with the final oath document presented.

President Stratta agreed the Committee did a great job; that she loves the spirit of the document as it is intended and feels the preamble is succinct and excellent.

MOTION by Vice President Nicol, second by Director Blackard, that the Board hereby agrees to implement and require an Oath of Confidentiality to be signed by each member of the Ethical Standards Committee and also approves of the Oath of Confidentiality form as presented to the board for consideration this date.

Discussion was held on the verbiage requiring immediate resignation of the charged member and whether this was appropriate. It was the general consensus of the Board to leave this wording intact, as is.

MOTION CARRIED UNANIMOUSLY.

REGION X UPDATE ON CANDIDATES:

President Stratta advised that IIMC has followed the steps written in the constitution covering this matter; that a letter was sent to all the Province Associations in Canada; and that IIMC has received only one nomination, from Director Marc Lemoine, who has nominated former director, Bernie White, to fill the Region X vacancy. She stated that the Constitution allows for this; and that the

nomination period has closed with only this one nomination received. Ms. Stratta advised that in order to be totally proper on this and to error on the side of caution, the issue was also referred to the Elections Committee for review. This committee performed their review; made sure all steps of the process were valid and consistent with the constitution and has determined that Mr. White meets all constitutional requirements and is a valid nominee.

President Stratta reviewed the details on why this would be a one-year fulfillment of the present vacancy. She referenced the area of the constitution on filling a vacancy and quoted the applicable sections. It was noted that the constitution may be flawed in this area; that this section has been reviewed by two attorneys, who both agree with the interpretation that this person can only fill the term for one year.

President Stratta noted both attorneys feel this section of the constitution is poorly written and that she has asked both the Policy Review Committee and Elections Committee to look at this section for a possible re-write and to make recommendations for any changes to the Board.

In summary, it was advised that everything is in order for Bernie White to be appointed to the Board to represent Region X, to serve until May, 2010, and that the Board needs to accept the report of the Elections Committee to make this official.

Motion by Vice President Nicol, second by Director Kelly, that the IIMC Board of Directors hereby accepts the recommendation of the Elections Committee in that Mr. Bernie White was the sole candidate nominated; that he meets all required qualifications; and that he is hereby appointed to the IIMC Board of Directors to fill the vacancy for Region X until May, 2010.

MOTION CARRIED UNANIMOUSLY.

Discussion was held on the steps to get Mr. White sworn-in so that he can begin participation on the Board as soon as possible. Presidential Stratta noted there were several options, and that nothing in the IIMC Constitution requires that the President give the official oath, or that this be done in-person, etc. She has recommended that he appear before an official in Nova Scotia authorized to administer such oaths as soon as possible, which would allow him to become an official board member as soon as that happens. She noted that a ceremonial oath can be given again at the mid-year meeting if the Board desires.

It was questioned whether Mr. White could be sworn in by President Stratta via telecom, with a personal witness being present with him. Discussion was held and it was deemed this would be appropriate, however, President Stratta noted she would feel more comfortable with Mr. White appearing in person before an authorized individual in his area.

Director Lemoine noted his appreciation to the Board for their support of Bernie White, and for their patience during the time it took to fill this vacancy.

OATH OF CONFIDENTIALITY REGARDING BOARD MEMBERS:

President Stratta advised that in the same phone conversation she had with Attorney Christensen wherein they discussed the oath for the Ethical Standards Committee members; Ms. Christensen also recommended that IIMC require a similar oath from all board members. She stated that since many of the issues before the Board are confidential in nature; that they are discussed in executive session settings; that these items need to remain confidential; and because they are sometimes legal issues which are of an even higher, restrictive level, that it should be required that all board members execute an oath of confidentiality for all items discussed in executive session. She noted that by taking this oath, it is another mechanism for a Board member to pledge their oath of confidentiality to IIMC and each other; that they commit to the process and that they respect and honor the office and confidentially required.

President Stratta asked the Board members for their interest of implementing such an oath for each board member at this time and upon the appointment of any future board member. She clarified that it would not be the same written oath as what was drafted and just approved for the Ethical Review Committee; that if the Board determined to proceed with this, she would again ask the Policy Review Committee to draft an Oath for Board members.

Discussion was held on previous reports of discussion of executive session issues outside of board meetings. Several Board Members indicated they are in favor of moving forward with such a document, with some surprise shown that an oath of this type did not already exist for board members.

Director Lemoine suggested that along with creating an oath, that a process be put into place for removal of a board member if a breach of their oath is proven. The Board concurred that this process should be developed.

Motion by President Elect Cassler, Second by Director Randle, that the IIMC Board hereby request President Stratta to request the Policy Review Committee to formulate an Oath of Confidentiality for IIMC Board Members and to outline a process for removal of a board member if a breach of their oath is proven.

MOTION CARRIED UNANIMOUSLY.

UPDATE ON CHICAGO CONFERENCE:

Executive Director Shalby reported that the Chicago conference will end in positive financial territory; that the Budget and Planning Committee are working on final figures now and that once totaled, will be sent to the Board for review. Mr. Shalby commented that he feels the 8 Educational Points awarded for attendance at the conference was a huge help in increasing conference registrations from 300 in March to over 800 total. He noted that with the concessions received from the Palmer House and staff's diligence and oversight during the conference to keep

costs down all contributed to the positive ending balance. He reminded the Board that they had to make eliminations to the conference in meals and break offerings, however, still feels it was a successful conference for IIMC. He noted the actual numbers should be ready in a week.

President Stratta thanked Executive Director Shalby and Staff for their hard work and due diligence on the conference and also thanked the members of the Budget and Planning Committee on their insistence on a balanced budget for the conference. She noted that this Committee made some hard decisions regarding the Chicago program which were not popular and were tough, but that it was a victory for IIMC and their foresight has served IIMC well. She felt it was a great conference and that IIMC staff were shining stars.

Mr. Shalby indicated he would relay these accolades to staff and also applauds the hard, dedicated work of Budget and Planning Committee.

Immediate Past President Reese stated she agreed that it was a great conference. She noted she has received many positive comments from members who attended. She remarked that she knows it's early yet, but questioned if the discount program to the regions surrounding Reno would be continued. Executive Director Shalby advised that he would be presenting a proposed discount program for Reno to the Board at the mid year meeting for their consideration. He noted the success of the discount program for Chicago, advising that over 50 percent of the delegates who attended were from the discount regions around Chicago. He stated all of this will be discussed with the Budget and Planning Committee in August, with final determination made by the board at the mid year meeting.

Director Simmons stated she looked forward to the Board's support on the extension of the discount program for Reno.

Director Dixon commented on the problems encountered at the final banquet in Chicago, requesting that this issue be added to a future agenda for discussion. President Stratta advised that this issue has been assigned to the conference committee to address, along with the Budget and Planning Committee. She agreed that new strategy for this event must be in place before the next conference.

Vice President Nicol noted that the sooner a decision can be made on the discount program for Reno the better, so that this can be advertised to the various regions affected. President Stratta advised that a telecom meeting will be scheduled wherein this can be discussed as soon as possible after the Budget and Planning Committee meeting is held in August.

President Stratta requested a motion for the Board to enter into Executive Session for the purpose of discussion on the Ethical Standards Committee membership question.

Motion by Director Warren, second by Director Simmons, to enter into executive session for the purpose indicated above.

Motion Carried Unanimously.

The Board adjourned into an Executive Session meeting at this time and returned to regular meeting immediately following that discussion (at 10:48 a.m. pacific time) to proceed with business as follows:

REPORT ON ATTENDANCE AT IMASA AND AMCTO:

President Elect Cassler commented she was delighted to represent President Stratta at the AMCTO conference in June. She noted it was an excellent conference; that she received a very warm welcome from the Canadian representatives and that she was recognized at the opening ceremony.

PE Cassler stated she took the opportunity to educate herself further on the IIMC's CMC/MMC vs. CMO differences, and that she talked with staff members and is trying to formulate ideas on how to make the IIMC Certifications more attractive to AMCTO members. She noted she will be talking to President Stratta more about this at headquarters when the Executive Committee meets in August. She advised that she was not invited to address the membership as a whole, but attended several educational sessions with the members.

PE Cassler added that on the way home from Canada down I-75; she stopped in Frankenmuth, Michigan, to be a part of the Michigan Association of Municipal Clerks conference. She noted she addressed the Michigan Clerks at their Wednesday evening Clerk of the Year Dinner, acknowledged MCEF President, Dale Barstow who was also present, and headed home the following afternoon. She advised that she drove to save IIMC money and that it cost less than \$600 for her to attend both conferences. She added that she felt it was a good, informative trip, with lots of good information gathered and felt it worthwhile for IIMC to have the representation present.

Finally, PE Cassler noted her conversation with an AMCTO member about the fact that IIMC was establishing an institute in South Africa. This AMCTO member advised that she previously lived in South Africa; that she thought this was a great accomplishment; and that she was currently not a member of IIMC but was going to join on that basis.

President Stratta spoke on her trip to South Africa, noting she was greeted warmly and graciously, advising she had two opportunities to address the entire IMASA membership. She also commented that the SLCC was very well represented at the IMASA conference. President Stratta advised that she visited with the leadership of IMASA; with the members of IMASA; that she had the opportunity to talk about grant funding for their institute with several leaders; their curriculum plan; how the South African government has a part in the institute, etc. She added that

members were thrilled with the Board's approval of the \$26 membership fee and she feels we will see some new members come from this.

Director Allers commented that President Stratta did a great job in marketing IIMC and assured the Board that their President was an excellent ambassador for IIMC and that IMASA was thrilled with the President's presence and visit to their country.

President Stratta noted that the visit cost IIMC probably less than \$100; that she used credit card points to cover the airfare cost; that IMASA provided her room and some food and that she felt it was an outstanding experience. She thanked both Francois and Nick for their help and assistance.

REPORT ON FALL STUDY ABROAD TOUR:

President Stratta reported that only four persons had signed up so far, and questioned if anyone else from the Board was planning on participating. PP Reese advised that she had signed up, but now cannot attend due to office issues, noting that takes the group down to three..

Executive Director Shalby advised that an E Briefing notification was sent out yesterday on this topic; that they have extended the deadline for sign-up; and urged the Board members to send an e-blast within their own regions to market the program. He advised there needs to be a minimum of 10 attendees to make it economically viable to conduct the tour.

Director Warren suggested perhaps a region could sponsor someone to go from that region and pay for the costs, which is being considered in her region. It was noted that Ohio is also offering financial help to a member desiring and elected to go from that state. President Stratta indicated both these suggestions were great ideas and urged the Board to communicate this in their region in hopes to stir-up interest in this worthwhile endeavor.

Director Kelly questioned if Richard in Canada was still planning to attend and Director Lemoine thought he was. She noted she had been hearing from others who participated on last tour that they intend to go also; that she will make some contacts to see if they are able; and noted that a determination needs to be made as soon as possible as to whether this tour is going forward.

INFO ON MID YEAR MEETING:

President Stratta advised that she requested Tim Seeden to go out for bids regarding a location for the mid-year meeting as she wanted to conduct this under the most economical package as possible. She noted that the City of Albuquerque came back with an outstanding bid, which should end up in meeting costs under budget for IIMC. She requested everyone's understanding of this issue and location.

REGION NEWS:

President Stratta thanked the Board Members for their time and participation today and asked them to report by Region on any activities or news they wanted to share.

Region I – Reported that the Connecticut institute was taking place the week after next, and that their first Athenian Dialogue in the state was being held in conjunction with that program.

Region II – Reported that the State of Maryland had their conference in June and that they have information for the upcoming Pennsylvania and West Virginia conferences. Information was given on the New Jersey conference, noting that President Stratta planned to attend, and that they are looking into awarding scholarships in the region so that members can attend the annual IIMC conference.

Region III - Reported they just completed an updated newsletter which is out; that North Carolina has a state conference in August, and that President Stratta will be at the Region III meeting in January.

Region IV - Reported that Arkansas just held their state conference and are working towards providing more education at their district meetings that can qualify for certification points. In Oklahoma they are working on their upcoming conference in October, and incorporating IIMC education points into their state education program, along with working on their March Institute program.

Region V - Reported they are working on their next newsletter and noted they would like to highlight the President's trip to IMASA. President Stratta advised she would send a write up for that newsletter. It was also noted that Ohio will be sending a representative on the study abroad tour and providing funding for this and encouraged the other states to consider the same.

Region VI reported that Minnesota has their institute this month and that the Wisconsin State conference is next month. They also advised that Wisconsin is busy preparing two separate bids for the 2014 IIMC Annual conference.

Region VII – No report

Region VIII - Advised that they are looking forward to the site visit with Executive Director Shalby, Tim Seeden and President Stratta later this month. It was noted that the Nevada Institute is being held that same week and they are hoping that President Stratta can stop by to say hello. It was again stated that Region VIII supports the annual IIMC Conference discount program to not only Region VIII but to the neighboring regions as well and hopes this can be accommodated. Director Simmons clarified information regarding Reno hotel room rates and an early discount program which was previously offered by stating this issue is not settled as yet and that they are still in negotiations. It was also reported that Idaho is preparing for their state conference in September and mentioned that they are

looking for ideas and suggestions to help with the International portion of the Reno conference.

Region IX - Reported they held their northwest clerks institute in June which was very successful; that they are strongly seeking membership to IIMC; and that the Oregon state conference will be held in September. It was noted that the Oregon clerks look forward to President Stratta attending that conference.

Region X – Director Lemoine thanked the Board again for approving the appointment of Bernie White and advised that he is looking forward to joining the Board once again. He also thanked PE Cassler for attending the AMCTO conference.

Region XI - Reported they are busy working on articles for their newsletter which will go out in August and that they will heavily market the Study Abroad Tour.

Past President Reese commented she felt the Board was very productive during this telecom and that she attended the Florida State meeting in Sanibel where they had over 200 members in attendance and she gave the oath to their new board members.

Vice President Nicol advised that she wanted to do the Study Tour, however, she has determined it is just too close to Election Day to be gone from the City. She added that they have e-mail blasted the California clerks and feels there may be some clerks from that state planning to do the tour that have not signed up as yet. She added that California is trying to help Reno out with sponsorship activities or cash and urged others regions to help any state hosting the conference within their region. She advised that she is working with MCEF and trying to come up with new ideas on how to expand or initiate new interest into the Hawaii raffle and other fund raising opportunities.

President Elect Cassler advised that President Stratta has asked her to form a committee to review the form and process regarding the evaluation of the Executive Director. She stated that each board member will receive a form the first part of August and be advised on the process and what they need to do. She noted that it is extremely important to have 100% Board participation in this and that there will be a date to return their evaluations sometime in mid-September. She added that a full report will be sent to the board members prior to the mid-year meeting so they have plenty of time to review prior to discussion.

PE Cassler also advised that PP Reese had started a program of conducting telecoms with the committee leadership, including Chairs and Vice Chairs, and that since it was so successful, President Stratta is continuing with this program with the first telecom to be held on August 6th.

Executive Director Shalby reported that he is trying to finalize the 2014 conference bidders; that he is working on the 2010 budget; and as mentioned, will be

participating in the Reno site visit in two weeks. He reminded the Board members that KRA reports are due and of potential wrap up dates.

President Stratta thanked everyone for the cards and letters sent to her in response to her recent surgery. She thanked everyone for all their prayers and well wishes and again, for their time and service to IIMC.

There being no further business, the telecom meeting was adjourned at 11:34 Pacific time.

Respectfully submitted,

Mary Lynne Stratta, President

Kathryn A. Dornan, Recording Secretary