

INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS

MINUTES OF BOARD OF DIRECTORS MID YEAR MEETING

NOVEMBER 5-6, 2010 AT 3:00 P.M.

HILTON HOTEL – OMAHA, NEBRASKA



Call to Order

President Sharon Cassler called the IIMC Board of Directors meeting to order.

Roll Call

Those in attendance were:

President Sharon Cassler

President Elect Colleen Nicol

Vice President Brenda Cirtin

Immediate Past President Mary Lynne Stratta

Region I Directors: James Mullen, Jr. and Linda Spence

Region II Directors: Diane Fitzhenry and Jane Williams-Warren

Region III Directors: Lisa Small, Tiny Washington

Region IV Directors: Deborah Miner, Barbara Blackard

Region V Directors: Debbie Batliner and Tami Kelly

Region VI Directors: Shari Moore and Carol Alexander

Region VII Directors: Jerry Lovett-Sperling and Karen Goodwin

Region VIII Directors: Stephanie Kalasz and Debra Owen

Region IX Directors: Kristie Smithers and Peggy Hawker

Region X Directors: Marc Lemoine and Laurie Darcus

Region XI Directors: Francois Allers and Nick Randle

Also present was IIMC Executive Director Chris Shalby and IIMC Staff.

Agenda Approval

Moved and seconded to approve the Agenda. Motion carried unanimously.

Consent Agenda Approval

Moved and seconded to approve as corrected the DRAFT Minutes of May 21 and 22, 2010 Board Meeting –Reno, NV; DRAFT Minutes of May 27, 2010 Board Meeting – Reno, NV; DRAFT Minutes of July 19, 2010 Board Teleconference; and DRAFT Minutes of September 14, 2010 Board Teleconference. Motion carried unanimously.

Moved and seconded to approve the DRAFT Minutes of the Executive Session, May 21, 2010 – Reno, NV. Motion carried unanimously.

MCEF Report

MCEF President Dale Barstow updated the Board on MCEF activities. Mr. Barstow stated the return on investments for restricted funds was 11.5% and 7.5% on unrestricted funds. Major goal is to raise funds for education programs. Mr. Barstow stated voluntary contributions through memberships are down. MCEF Board will work to bring up contributions. Mr. Barstow reviewed the amount of scholarships awarded and the selection process. Mr. Barstow reported MCEF will stay with the current financial advisors and be more diversified to gain more returns on investments.

Moved and seconded to approve the MCEF/IIMC Purchase of Services Agreement effective January 1, 2011. Motion carried unanimously.

Mr. Barstow discussed the MCEF IIMC Legacy Donor Recording Protocol. No action was taken.

Executive Session – Executive Director's Evaluation

Moved and seconded to adjourn into Executive Session to discuss the Executive Director's Evaluation. Motion carried unanimously. Meeting adjourned into Executive Session at 3:46 p.m.

Moved and seconded to reconvene into Open Session. Motion carried unanimously. Meeting reconvened into open session at 4:43 p.m.

Moved and seconded to approve the Executive Director's contract as written and direct the Executive Director to correspond with his attorney and IIMC's attorney on possible revisions to the contract and provide recommendations to the Board. Motion carried unanimously.

At 4:43 p.m., the Board of Directors Mid Year meeting recessed until 8:00 a.m. tomorrow morning.

At 8:03 a.m. Saturday morning, President Cassler called the reconvened meeting to order.

Executive Director Update

Executive Director Shalby reported staff has been diligent with projects, committee work, continuing communication with members and the Board. Staff continues to be concerned with membership recruitment and retention in light of the economy. Executive Director Shalby reported that newly hired Director of Education Jane Long had to withdraw her employment due to health reasons. This issue will be addressed in 2011. Executive Director Shalby discussed the 2011 Conference in Nashville, TN. The Canada Online Institute program was discussed and there are concerns with the costs for the program. The Liberty Mutual Affinity Insurance program will be terminated due to low participation. Staff is looking into social media on IIMC's website and legal risk management involved.

Education Department Report

Executive Director Shalby reported staff has been busy during the summer. The review time for CMC and MMC applications has decreased. With the assistance of the Program Review and Certification Committee, staff clarified the Athenian Leadership Policy with regards to assessment. Since the Education guidelines were implemented, staff has received nothing but accolades from the membership. The department is now able to automatically send out communication through iMIS Database Automated Task Manager. An update on the 2010 Annual Conference and Scanning was provided. The department approved three new Institute proposals – Oklahoma MMC program, Missouri Institute and SLCC UK Institute. The Education Department with conjunction with the Program Review and Certification Committee approved webinar produced training provided they meet current Education Guidelines. The Education Department has been assisting the Committees on completing their goals. Executive Director Shalby updated the Board on the Indiana Institute that is not complying with the Education Guidelines. Staff will continue to follow up and provide assistance. Executive Director Shalby reported the Education Department will go green with education handouts beginning with the Nashville conference. Staff is determining the method of distributing the information prior to the conference with budget dictating which direction they go.

Education Initiative

There was no discussion on the Dalhousie University Self Study Program and the Memorandum of Understanding.

Update on Strategic Plan

Executive Director Shalby provided an update on the five Key Results that the Board has adopted from the Strategic Plan. There are Management Updates for each objective but, overall, the Plan is a work in progress.

Committee Report – No Action

Elections Committee – Board Liaison Debbie Batliner provided an update to the Board.

Ethical Standards Committee – No report

Mentoring Committee – Board Liaison Tiny Washington provided an update to the Board.

Records Management Committee – Board Liaison Kristie Smithers provided an update to the Board.

Research and Resource Committee – Board Liaison Barbara Blackard provided an update to the Board and reviewed the Notary Survey the Committee recently conducted.

Committee Reports – Action Required

Budget and Planning Committee – Chair Marian Karr provided an update to the Board and presented two recommendations for Board action: 1) that Presidential Travel in the Executive Committee budget year is to be divided equally between the current President/EC and the Incoming President/EC. This policy will ensure that Presidents/ECs use only the allotted 50% of their budget for each half of their term. This also includes American Express points since those are considered cash; 2) Policy to ensure that IIMC has additional funds in reserves to pay down any attrition and penalties (accommodations, food and beverage, etc.) applied to an IIMC

Conference. This fund is not to be used to help meet Host Committee expenses or commitments, but for IIMC to have in case attendance and high conference costs are above projected revenue.

Moved and seconded to approve the recommendations from the Budget and Planning Committee as presented. Motion carried unanimously.

Conference Committee – Board Liaison Jane Williams-Warren provided an update to the Board. The Committee has reviewed the 2009-2010 subcommittee recommendations for a 4-day conference and found the following: 1) consider offering MMC Academy sessions throughout a four-day conference in addition to the concurrent educations; 2) reduce the number of concurrent education sessions in order to accommodate the inclusion of Academy sessions and Athenian Dialogues during the four days of the conference; 3) hold the Opening Reception at the host hotel, not offsite; 4) eliminate DJ and dancing; 5) reduce the number of general sessions to one and consider a boxed lunch to Grab&Go to the general sessions, preferably the day of the all conference event. The Committee is recommending staff review these suggestions, develop a four day conference/program, work with the Conference Committee and report back to the Board.

Motion and seconded to direct staff to develop a four day conference/program, work with the Conference Committee on recommendations and report back to the Board. Motion carried unanimously.

Education and Professional Development Committee – Board Liaison Jerry Lovett Sperling provided an update to the Board. Discussion was held on the recommendation from the Committee to offer education points for the Region X and XI Offsite Programs.

Moved and Seconded to continue offsite events for Region X and XI, that staff review education content and the International Relations Committee would submit a report to the Education Department. Motion carried unanimously.

International Relations Committee – Francois Allers, Laurie Darcus, Nick Randle and Tami Kelly presented the 2011 Study Tour Program to South Africa. The dates for the study tour are September 1 -10, 2011. Cost to participate is \$1,780 plus \$318. The minimum number of participants is 15. Executive Director Shalby recommended taking a portion of funding from MCEF to assist with cost for IIMC members to participate in 2011 Study Tour depending on the amount from MCEF. This will come back to the Board for consideration and approval.

Discussion was held on the 2013 Study Tour to Scotland. **Moved and seconded for the 2013 Study Tour be held in Scotland with the stipulation if South Africa does not meet the required participation to offer it again to South Africa in 2013 with Scotland in the queue for 2015. Motion carried unanimously.**

Membership Committee – Board Liaison Brenda Cirtin presented the Committee's report to the Board. Discussion was held on the Institute Director Challenge and it was determined to direct the Committee to develop criteria for this Challenge and report back to the Board in May.

Policy Review Committee - Board Liaisons Marc Lemoine and Shari Moore presented the Committee's report to the Board. The Committee discussed a recommendation to change the last sentence of Article IV.A of the Constitution from "No two Officers shall be from the same Region" to "Not more than two Officers shall be from the same region."

It was determined that Region Directors gather input from the membership and report back in May. It was suggested to add the officers can be from the same region if no qualified candidate submits an application.

The Committee reviewed a change in Chapter 6.30, Honorary Members-Standards. The Committee recommends adding the following to Section 6.30.030-Policy, Paragraph E., "An honorary membership may be terminated for reasons including but not limited to: willful disregard of Board approved actions, violation of the IIMC Code of Ethics or conviction of a felony by recipient". **Moved and seconded to approve the addition to the Honorary Members-Standards for termination of Honorary Membership. Motion carried unanimously.**

A lengthy discussion was held on the current procedures for handling amendments. The Board asked the Committee to review the procedures.

Program Review and Certification Committee – Board Liaison Lisa Small reviewed the Committee's report to the Board. The Committee discussed earning certification points for serving on committees. There is no policy or process in place. **Moved and seconded for CMC candidate review points for committee service based on review of committee chair. Motion carried unanimously.**

Discussion was held on receiving MMC points for legislative updates, election law updates, etc. **Moved and seconded to allow MMC candidates earn points for legislative, election law updates with course review by staff. Motion carried unanimously.**

A lengthy discussion was held on earning MMC points while waiting for CMC designation. **Moved and seconded to accept the recommendation from the Program Review and Certification Committee that a clerk with a CMC application in queue can earn MMC points and if the CMC application is determined to be deficient, any points earned in the interim can be applied to the deficient application. This is to become effective January 1, 2011. Motion carried.**

President Cassler read a letter from Gail Martin of Wichita State University.

Public Relations and Marketing Committee – Board Liaison Stephanie Kalasz presented the Committee report to the Board. After discussion, the Board Liaisons are to continue to review the Institute Director competition.

Financials

The current 2010-2011 Financial reports were shared with the Board. The 2010 Budget Notes were reviewed. Two recommendations for the 2011 Conference Budget were presented to the Board for consideration: 1) reduce the Opening Reception budget from \$35,000 to \$25,000 and reduce the All Conference Event from \$50,000 to \$40,000.00. **Moved and seconded to approve the budget adjustments as recommended by staff. Motion carried unanimously.**

Staff presented proposed 2011 Capital Expenditures: 2 Dell Computers at \$1,300 each; Network Firewall at \$1,200; iMIS Server at \$3,500; and Air Conditioner Replacement at \$3,000. **Moved and seconded to approve the 2011 Capital Expenditures as recommended by staff. Motion carried unanimously.**

Staff Reports

Executive Director Shalby presented the report from the Member Services Department. Currently there are approximately 9,400 IIMC members. It was recommended dropping the membership drive for Native Council organizations due to lack of a response.

Annual Conference Updates

Executive Director Shalby gave an update on upcoming Annual Conferences: 2011 Nashville TN; 2012 Portland OR; 2013 Atlantic City NJ; 2014 Milwaukee WI. Executive Director Shalby stated the Tennessee Clerks have requested a complimentary conference registration to raffle off for the May Conference. **Moved and seconded to provide a complimentary conference registration to be raffled and to also extend this to future conferences. Motion carried unanimously.**

Executive Director Shalby and Region XI Director Nick Randle discussed the 2015 Annual Conference in United Kingdom. Director Randle discussed alternate options such as the possibility of reducing the conference to two days (new event) and IIMC members attending the conference. **Moved and seconded to adopt the proposal for the 2015 United Kingdom Annual Conference. After a lengthy discussion, the motion failed with one abstention.** Director Randle will continue to explore options for a conference in the United Kingdom and report back to the Board. It was suggested setting aside \$25,000 in reserve to help fund the conference costs. Staff will distribute Requests for Proposals for the 2015 Annual Conference and present them to the Board at the May meeting. **Moved and seconded to direct the Executive Director to send Requests for Proposals for the 2015 Annual Conference and suspend the rules to allow Omaha NE to bid on the conference. Motion failed. Moved and seconded to direct the Executive Director to send Requests for Proposals for the 2015 Annual Conference per policy.** Motion carried.

Moved and seconded to approve the Conference Grant Program Award. Motion carried unanimously.

Report from Directors

At this time, all Region Directors and Executive Committee presented their reports and announced upcoming meetings and events.

Other Business and Announcements

None.

Adjournment

There being no further business, the meeting adjourned at 3:40 p.m.

Mary J. Johnston, MMC
Recording Secretary
Clerk of Council
Westerville, Ohio