

INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS

MINUTES OF BOARD OF DIRECTORS MEETING

MAY 5 and 6, 2011 AT 3:30 P.M.

GAYLORD OPRYLAND HOTEL-NASHVILLE, TENNESSEE



1. Call to Order

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

2. 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: Tiny Washington

Region IV Directors: Deborah Miner and Barbara Blackard

Region V Directors: Debbie Batliner and Tami Kelly

Region VI Directors: Julee Helt and Shari Moore

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: Nick Randle

Absent were: Region III Director Lisa Small and Region XI Director Francois Allers

Also present was IIMC Executive Director Chris Shalby.

It was moved and seconded to excuse Region III Director Lisa Small and Region XI Director Francois Allers. The motion carried unanimously.

3. Agenda Approval

President Cassler requested the Agenda be amended to place the MCEF Report as the first item of business. There were no objections.

It was moved and seconded for approval of the agenda as amended. The motion carried unanimously.

4. MCEF Report

Municipal Clerks Education Foundation President Dale Barstow presented the MCEF Report to the Board of Directors. Mr. Barstow reported that financial backing for the Foundation is more important. Mr. Barstow stated the Foundation gave back \$55,400 to IIMC for educational programs. The Foundation will focus on providing more funding for educational programs. Mr.

Barstow stated the fund stands at \$1,486,000 in 2011 versus \$1,331,000 in 2010. The Foundation changed their portfolio to be more diverse and expanded investments for the long term. Mr. Barstow reported the investments have been performing well this year and the Fund has experienced a 3.4% growth annualized over eleven years translating to \$647,000 returned to IIMC for educational program the last eleven years. Mr. Barstow stated there are twenty restricted funds in the portfolio with two additional funds in the works. Mr. Barstow stated the Foundation is working on expanding the Legacy Plan and will be communicating this Plan to the membership. Mr. Barstow reported that voluntary contributions are down this year and have been down 50% the last two years. Mr. Barstow asked Region Directors to encourage members to contribute to the Foundation. Mr. Barstow reviewed fundraisers that help fund the Foundation such as the Hawaii Vacation Raffle and the White Elephant Sale the Board held which raised \$691.00. Mr. Barstow stated the scholarship award amount will increase from \$300 to \$400 per recipient.

President Cassler suggested a membership survey on MCEF be conducted. Director Kelly asked if the language on the membership form changed that resulted in a decline in contributions. Mr. Barstow replied the decline is related to the economy and financial situation. Mr. Barstow stated a survey was conducted two years ago of the Board of Directors and MCEF Board. Other avenues are needed to raise funds for the Foundation. Mr. Barstow thanked the Board of Directors for their support of MCEF.

At this time, President Cassler recessed the meeting at 4:25 p.m. until Saturday, May 6, 2011 at 8:30 a.m.

5. Call to Order

President Cassler reconvened the IIMC Board of Directors Meeting at 8:30 a.m. on Saturday, May 6, 2011.

Nashville Conference Host Clerk Marilyn Swing and TAMCAR Host Committee welcomed the Board of Directors to Nashville.

6. 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: Tiny Washington

Region IV Directors: Deborah Miner and Barbara Blackard

Region V Directors: Debbie Batliner and Tami Kelly

Region VI Directors: Julee Helt and Shari Moore

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: Nick Randle

IIMC Board of Directors Meeting

Friday and Saturday, May 5 and 6, 2011

Absent were: Region III Director Lisa Small and Region XI Director Francois Allers

Also present was IIMC Executive Director Chris Shalby.

7. Consent Agenda Approval

- a. DRAFT Minutes of November, 2010 Board Meeting – Omaha, NE
- b. DRAFT Minutes of January 25, 2011 Board Teleconference
- c. DRAFT Minutes of February 14, 2011 Board Teleconference

Corrections were made to the Education Department Committee report in the November, 2010 Minutes to include language on eliminating paper session handouts at the Nashville Conference to conserve paper and costs; on Page 12 of the Board Packet to change language to “not more than two directors”; and on Page 15 of the Board Packet to change the word “has” to “have”.

It was moved and seconded to approve the Minutes as amended. The motion carried unanimously.

8. Executive Director Update

Executive Director Shalby reported the main concerns are declines in membership numbers and revenue and the Nashville Conference may not meet projected attendance and thus reducing the expected income plus facing penalties in hotel attrition. Executive Director Shalby discussed concerns with future conferences based on past trends and they have started reducing the room block with hotels beginning with the 2012 conference. The Board suggested the following for future conferences: start with no information except numbers then reveals the location; do not select dates that coincide with elections; select locations with reduced airfares; and update policies for location selection. Executive Director Shalby stated staff will review the policies and report back to the Board.

Executive Director Shalby provided an update on the Director of Education. Management contacted two local universities seeking to hire a Director of Education. After a month or two of inquires, management received a handful of resumes, but none were promising and nothing materialized. However, with the 2012 Conference issues, management is asking the Board to wait until they have a better picture of where IIMC stands on the Nashville conference financially before moving toward hiring an individual by early Fall or at the start of 2012. Executive Director Shalby commended Jennifer Ward for overseeing the Department and has total confidence in Emily Maggard’s and Ashley Durmisevich’s abilities.

Executive Director Shalby stated he spoke with the Marriot Hotels about an affiliation through the Affinity Program. This program would promote IIMC members who travel on business or pleasure. The hotel would rebate IIMC a portion of the room cost. There is no financial or contractual obligation on IIMC’s part, just an occasional promotion to inform the membership.

It was moved and seconded to approve the participation in the Marriott Hotel Affinity Program. The motion carried unanimously.

Executive Director Shalby discussed a memorandum regarding Associate Members and Certification. President Cassler directed the Program Review/Certification, Education/Professional Development and Policy Committees to work with staff to develop the viability of allowing Associate Members to enter or continue with the Certification Plans. IIMC’s definition of membership needs to be revised based on individual’s needs in the 21st Century in light of todays economic and fluctuating climate with Municipal Clerks. Granted that four out of the eight core

duties must remain, but the environment should be expanded to include non-profit or public sector agencies in addition to municipalities and special districts. In the long-run, allowing Associate Members access to these certification programs can only enhance IIMC's image as an Organization that is inclusive, visionary and wide ranging. **After a lengthy discussion, it was moved and seconded to send this back to the Program Review/Certification, Education/Professional Development Policy Committees for further discussion and review. The motion carried unanimously.**

Executive Director Shalby reported as IIMC looks to grow its international base, there is only one tangible product that it can offer its Region XI members and that is Certification. Developing Institutes in Region XI is costly, time consuming and would show little return on the investment. There seems to be a pending interest in IIMC membership, however, immediacy and tangible results preclude any long-term development by IIMC. Management is recommending the Board direct Staff to research and create a specific area in the Guidelines that will compensate for this imbalance. The Education Department will need to distinguish the common denominators in the various countries that are applicable to Certification without Institute involvement. There is no financial burden to IIMC if it chooses to pursue this route. There will be a financial gain (albeit small) if more Region XI members decide to participate in the Certification programs based on more amenable guidelines toward them. **It was moved and seconded to approve Management Recommendation. The motion carried unanimously.**

Executive Director Shalby discussed the Vvg Affiliation Contract with the Board. **It was moved and seconded to approve and sign the Vvg Affiliation Contract. The motion carried unanimously.**

9. Education Department Report

The Education Department has been busy developing and researching online course programs, reviewing applications, informing the membership and Institute Directors of new programs and certification information and working on the 2011 Conference Education Program. CMC Verification Specialist Ashley Durmisevich reported from March 2010 to March 2011 they have certified 359 CMC's. The review time of CMC applications is two weeks or less. MMC Verification Specialist Emily Maggard reported from March 2010 to March 2011 they have certified 180 MMC's. The review time of MMC applications is now at two to four weeks. Executive Director Shalby reported IIMC will continue the process of scanning during the 2011 Conference and conference handouts will be posted on IIMC's website and delegates will receive a DVD of the concurrent education sessions. Institute Update: Staff has reviewed and accepted three new Institute Proposals in 2010 – Oklahoma MMC program, Missouri Institute and SLCC UK Institute. There have been no new applications received in 2011. There are five other possible Institutes in the works: South Dakota, South Africa, Pennsylvania, Wyoming and Louisiana. The Kentucky Clerks Association is looking for a new Institute to host their program due to the retirement of their Institute Director. Annual Reports: Out of forty four Institutes, the Education Program received reports from thirty of them (two were received past the deadline of 12/31/10), twelve Institutes did not submit a report and two were exempt due to one of them being new (SLCC) and one that canceled their program due to the 2010 Conference (Nevada). A lengthy discussion was held by the Board that centered around adding more teeth to the compliance section of the Institute Guidelines. **It was moved and seconded to postpone indefinitely the review of the Institute Guidelines until after the Institute Director meeting. The motion carried unanimously.**

The Education Department continues to maintain communication with the Membership and Institute Directors regarding all changes and requirements. Staff will continue with cross training of duties. The Education Department has added to the Online Learning Opportunities with ed2go. The Education Department is currently working on the 2011 Conference Program and marketing the CMC/MMC programs to members who have never applied into either program. They are also working on bringing back the Louisiana Institute.

Region VII Director Sperling addressed an issue with a Kansas Clerk CMC designation. Director Sperling felt this issue has not been resolved. **It was moved and seconded to review the member's file to determine if they are short of points or eligible for the MMC designation. After discussion, the motion and second were withdrawn. There were no objections to the withdrawal.**

10. Committee Reports – No Action

Budget and Planning – Chair Marian Kerr presented the 2011 Budget and Planning Annual Report. IIMC ended the 2010 fiscal year with an outstanding net profit of \$187,215. This is the fourth year in a row where IIMC has realized a year-end profit. A general reserve fund of approximately \$230,000 has been established and untouched and a building reserve of \$20,000 has been funded. The Headquarters building will require major repairs and the impact of the economy on future membership and conference revenues are a concern. Future Conference budget projections can also be a concern due to the economy. Overall, IIMC has made excellent strides in maintaining financial discipline and adhering to internal processes that has kept the Organization healthy in this area.

Ethical Standards – No report submitted

Conference Committee 2010/2011 Annual Report

Education and Professional Development Committee 2010/2011 Annual Report

Membership Committee 2010/2011 Annual Report

Mentoring Committee Report 2010/2011 Annual Report

Program Review and Certification Committee 2010/2011 Annual Report

Records Management Committee 2010/2011 Annual Report

Research and Resource Committee 2010/2011 Annual Report

It was moved and seconded to accept the Committee Reports as presented. The motion carried unanimously.

11. Committee Report – Action Required

a. Elections Committee

The Elections Committee began the lengthy process of review and updating the Elections Manual. The Committee reviewed the first section, and together made suggestions for alternative language to bring the manual into sync with current constitutions. The Committee submitted the proposed changes to the Board with this Report for comment and suggestions, and request the 2011/2012 Elections Committee continue on with this task. Management agrees the Elections Manual is in dire need of revisions and the task will be overseen by IIMC staff. All IIMC elections should be conducted electronically, however, the Constitution does not make for that provision regarding Region Director and Vice President candidate elections. **After a lengthy discussion, it was moved and seconded to refer the continued revisions of the Elections Manuals to the Elections Committee. The motion carried unanimously.**

b. International Relations Committee

Region V Director Kelly reported the 2011 Study Abroad Tour to South Africa is a go. The Study Tour will depart in September with twelve individuals signed up for the tour. Region XI Director Randle reported Region X and XI will conduct a Region Meeting during the SLCC Conference in October. The International Relations Committee spent the last year updating the business plan for Regions X and XI to identify and provide needed/desired services and increase membership in those regions. **It was moved and seconded to approve the Business Plan for Region X and Region XI. The motion carried unanimously.**

c. Policy Review Committee

The Policy Review Committee recommends approval of the following policies: 2.05-Minutes and Agendas; 7.35-Conference Cancellations; 2.60-Visits/Presidential; 7.55-Conference Education by IIMC Member; 7.60-Conference Income and Expense Policy; and 6.10-Dues. Management agrees with the changes to Policy 2.05-Minutes and Agendas by using external sources for a Recording Secretary and Parliamentarian to meet deadlines. **It was moved and seconded to amend 2.05 to include the words “or individual” in Section D. Executive Sessions, Paragraph 1 after the word “organization”. The motion carried unanimously.**

Discussion was held on 7.35-Conference Cancellations. Management believes this new policy is long overdue and badly needed and recommends this be approved and implemented as policy and begin to include it immediately starting with the 2012 Conference promotional materials. This policy was reviewed and vetted by IIMC's attorney for legal wording. **It was moved and seconded to accept Management's recommendation. The motion carried unanimously.**

Discussion was held on 2.60-Visits/Presidential. Management supports a formal policy regarding Board approval for International (outside North America) travel by Presidents is a sound and strategic move. The proposed policy eliminates the broad aspect of funding EC travel and serves to cement the actual allocated budgeted amount per President and Executive Committee. **It was moved and seconded to accept Management's recommendation. The motion carried unanimously.**

Discussion was held on 7.55-Conference Education. Management supports this new policy of remunerating IIMC members who present, conduct or facilitate education sessions at IIMC Conferences. IIMC also supports the options of what category of stipend to use based on costs of Conference. **It was moved and seconded to accept Management's recommendation. The motion carried unanimously.**

Discussion was held on 7.60-Conference Income and Expense Policy. Management supports this new policy for a variety of reasons, but mostly, to ensure that IIMC Conferences generate revenue when possible. This policy will also protect the Organization and Staff from having to compromise its budget based on ambiguous requests. Management also agrees with providing each future host committee with one complimentary conference registration for fundraising purposes. This practice began with the current conference based on the Board's decision at the

2010 Mid-Year Meeting. **It was moved and seconded to accept Management's recommendation. The motion carried unanimously.**

Discussion was held on 6.10-Dues. Management supports this policy and believes it will clarify any future discussions with members, especially since the date of membership is integral to the two-year waiting period before receiving the CMC designation. The change in policy (D) is supported as well. **It was moved and seconded to accept Management's recommendation. The motion carried unanimously.**

It was moved and seconded for the Policy Review Committee to review Section 2.20.060, Paragraph C, Campaigning Guidelines to allow the Executive Committee to endorse a candidate as long as no IIMC funding is used during the campaign. The motion carried unanimously.

d. Public Relations and Marketing Committee

The Public Relations and Marketing Committee will work with IIMC staff to raze and reconstruct a new Five Year Marketing Plan to be more in tune with IIMC's website and on-line publications among other areas. The Committee's new objective will be to establish a "crisis communication" plan. The Committee will create a model membership package as a recruitment tool.

12. Financials

Janet Pantaleon and Pilar Archer reported IIMC ended fiscal year with a positive and optimistic net profit of \$187,215. This is \$126,439 above projected budget of \$60,775. IIMC continues to grow, thrive, prosper and expand services even with the challenges of the current economy. A high achievement in 2010 was the pay-off of the MCEF Line of Credit. Throughout the year, IIMC has implemented new processes, procedures and tasks to enable staff to complete work faster and more efficiently. Total assets and liabilities as of December 31, 2010 is \$1,485,002. A copy for the 2010 Financial Audit was distributed to the Board that reported the financial position of IIMC as of December 31, 2010 are in conformity with the accounting principles generally accepted. Region X Director Darcus expressed concerns with the building condition of headquarters and suggested profits be placed into an operating reserve. Executive Director Shalby stated staff will be going out to bid for audit services.

13. Staff Reports

a. Membership

Director of Member Services Janis Daudt reported Member Services sent out the 2011 Salary Survey in January with 3,669 responses. Member Services created an attractive "new member packet" that will be sent via email when a new member joins. This cuts down on paper, printing, envelopes and postage. IIMC E-Briefings are sent out consistently throughout the week, month and year. Director Daudt provided information on the number of members who open the e-briefings. Member Services, each year, registers conference attendees and prepares the delegate packet. Pre-conference information was sent through email to each delegate. Membership has dipped and the frustrating part of this is that over the last several months any gain in membership is wiped out by cancellations. The majority of cancellations are due to budget cuts. The Membership Drives continue with success. Tammy Schultz, Member Services Representative, continues to accomplish goals and creates new ideas for the department and customer service.

14. Annual Conference Updates

- a. **2011 Nashville TN.** Executive Director Shalby provided highlights for the 2011 Conference in Nashville.
- b. **2012 Portland OR.** Executive Director Shalby provided an update on the conference planning.
- c. **2013 Atlantic City NJ.** Executive Director Shalby provided an update on the conference activities.
- d. **2014 Milwaukee WI.** Executive Director Shalby provided an update on the conference planning.

e. **2015 Conference Report.** Executive Director Shalby reported the process of acquiring RFP's for a conference in North America begin in November. To date, management received seven RFP's. They are: Orlando, FL; Fort Worth, TX; San Antonio, TX; St. Louis, MO; Birmingham, AL; Hartford, CT; and Montreal, Canada. After review, four cities remained: Montreal, Ft. Worth, San Antonio and Hartford. Montreal is the only one of the four that does not have a City Clerk or Association directly behind the bid, but was driven by the Convention Bureau. The 2015 Conference will be the introduction of the four-day conference and with the uncertainty of the economy and its impact on future conference attendance, IIMC has to retool the way it chooses conferences. Management believes that it should approach these conferences first and foremost in terms of generating revenue for IIMC with everything else being secondary. The Board reviewed the draft of the 2015 Conference Schedule with managed to keep the education in-class time at the current 16 hours. The Board was comfortable with the proposed schedule and commended staff for developing this. Discussion was held on the 2015 Conference location. There were concerns about the Montreal location having no clerks or volunteers to host the conferences. After discussion, the Board concurs with management's suggestions: use 600 as attendance figures for hotels; allow management to continue to negotiate the best possible rates on rooms, food, etc.; continue to work with IIMC's event management company and a sub committee comprised of several members of the Conference Committee to discuss the bids; once the Committee and staff have ascertained the best one, two or three possible choices that will have a strong impact on the budget, staff would then bring these cities with a recommendation to the Board for a decision.

15. Region XI – Bulgaria

Executive Director Shalby discussed email exchanges between Management and Valentin Lazarov, President of the Bulgarian Association, offering a joint project with several Balkan countries (Serbia, Macedonia, Albania plus Kosovo and Montenegro). Their intention is to urge IIMC to apply in partnership with them to the National Endowment for Democracy (NED) with a project to provide training to municipal clerks. Management recommends, at this time, there has been no further correspondence regarding what this is about. This may be an equal opportunity venture, but it will be time-consuming and there will be costs. IIMC can contact the Bulgarian Association again with hopes of more clarity regarding the project and IIMC's investment. Once management receives concrete information, they can then compile a report to the Board to determine feasibility and direction.

16. Report from Directors

At this time, each Region Director gave a report highlighting the activities and upcoming events in their respective region.

17. Other Business and Announcements

It was moved and seconded to ratify the email sent to the Board of Directors in January 2011 that approves the Executive Director Employment Contract. The motion carried unanimously.

There being no further business, the meeting adjourned at 3:30 p.m.

Mary J. Johnston, MMC
Recording Secretary
Clerk of Council
Westerville, Ohio
IIMC Board of Directors Meeting
Friday and Saturday, May 5 and 6, 2011