

International Institute of Municipal Clerks
Board of Directors ~ Annual Meeting Agenda
May 19, 2012

Doubletree Hotel – Portland, Oregon

1. Call to order

President Nicol called the IIMC Board of Directors meeting to order at 8:30 a.m. on Saturday, May 19, 2012.

2. Roll call

Board Members Present:

President Colleen Nicol

President Elect Brenda Cirtin

Vice President Marc Lemoine

Immediate Past President Sharon Cassler

Region II Directors: Vincent Buttiglieri

Region IV Directors: Mary Kayser and Deborah Miner

Region V Directors: Debra Batliner and Tami Kelly

Region VI Directors: Julee Helt and Roxanne Schneider

Region VII Directors: Kittie Kopitke

Region VIII Directors: Donna Geho and Stephanie Kalasz

Region IX Directors: Margaret Hawker and Kristie Smithers

Region X Directors: Gail Pomroy

Region XI Directors: Francois Allers and Samantha Shippen

Board Members Absent:

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

Region II Director Diane Fitzhenry

Region III Directors: Melissa Small and Tiny Washington

Region VII Director: Karen Goodwin

Region X Director: Laurie Darcus

Staff Members Present:

Chris Shalby, Executive Director

Janis Daudt, Director of Member Services

Denice Cox, Office Manager

Jennifer Ward, Associate Director of Education

Emily Maggard, Communications Coordinator

Pilar Archer, Finance Manager

There were several incoming Region Directors and International members present at the meeting and welcomed by President Nicol.

3. Agenda approval

President Nicol requested the agenda be amended to move the Executive Session to the end of the agenda and move the MCEF Report update by Dale Barstow following the Consent Agenda. There were no objections.

MOTION: It was moved and seconded to approve the agenda as amended. The motion carried unanimously.

4. Consent agenda approval

- a. DRAFT Minutes of November 11 and 12, 2011 Board Meeting – Riverside, CA
- b. DRAFT Minutes of Executive Committee Meeting – February 10-11, 2012
- c. DRAFT Minutes of Board Teleconference, March 5, 2012

MOTION: It was moved and seconded to approve the Consent Agenda as submitted. The motion carried unanimously.

5. Executive Session

(Recorder's Note: The Executive Session was held at the end of the meeting.)

6. MCEF Report Update

Municipal Clerks Education Foundation President Dale Barstow presented the MCEF Report to the Board of Directors including review of current and new programs. Barstow commented on the recent discussion regarding an agreement to add MCEF to IIMC that will help in branding the Foundation so people will know what it is about. He said good discussion has occurred and the move is going forward. He gave a brief update on the Strategic Plan and where MCEF will be in the future.

Barstow said the voluntary donations line added to the membership dues statement this year will continue. Donations aren't coming in as great right now which is a major revenue resource for MCEF. He noted how very important it is for Executive Board to encourage financial support for MCEF as they travel around to the regions. As MCEF is able to maintain dollars each year, they are able to give back over \$60,000 in scholarships and want to continue to do so. He stressed the ideal situation would be to fund the entire IIMC education program through the Foundation. MCEF's goal is \$1.5 million which generates the funds to IIMC; 7% of the dollar is given back to IIMC each year depending on economy and market minus inflation. He assured the Board the restricted funds are available for funding 40 scholarships during the year. If the agreement is approved by the Board of Directors, MCEF will be out of the scholarship business and will concentrate on fund raising. He requested IIMC to continue participating in fund raising such as the silent auction at the annual conference. Barstow thanked the Board and IIMC for their support and encouraged Board members to come to the annual MCEF walk around the Portland Convention Center the following morning. He also mentioned the first live auction to be held at the annual banquet.

President Nicol thanked Barstow and encouraged the Board to sign up for the MCEF walk.

Executive Director Shalby introduced IIMC staff present at the meeting.

7. January 2012 Region XI Meeting, Rotterdam – ACTION REQUIRED
 - a. Minutes of a Meeting of IIMC Region XI

President Nicol introduced Jaap Paans, Raadsgriffier – VvG Representative, Gemeente Rotterdam and invited him to be seated at the Board table. President Nicol commented on the continued support and energy in Region XI. She thanked the members for their desire to learn and work together on building relationships. She noted Region XI has convened twice and has a position to begin deliberations from. President Nicol called attention to the blue handout distributed to the Board members. She noted that following Paans' comments, she would request the Board to review each point set forth in the document. Comments from the Board would be encouraged.

Jaap Paans thanked President Nicol for her comments and said two meetings were held with President Nicol and Chris Shalby attending the first meeting in Reading, UK. The goal is to connect IIMC membership in Region XI and independent nations. Region XI wants to address a goal to hold a conference abroad every 10 years and wants to find a way to have a conference even with the difficulties. Region XI has decided to organize a conference and asked IIMC to be involved. Paans said there won't be pressure on IIMC to organize the conference or the question of holding a conference aboard. He said the conference would have a more technical focus than an IIMC conference. He said there needs to be organization to do so, and that is how the Federation came about. He stressed it is not another organization and Region XI wants to stay within the structure of IIMC.

Discussion followed from Directors supporting the direction presented by President Nicol set forth in the handout. Directors Shippen and Allers indicated the issues for Region XI are distance between the countries along with different languages. The commonality of the main groups meeting in Region XI has been around the European area but the issue is about the whole region.

Executive Director Shalby commented the Region XI approach is ambitious and commendable but he expressed concerns and if approved would require an IIMC constitutional change voted on by the membership. Shalby noted costs for IIMC to be involved in a conference abroad were astronomical. The Board has previously voted not to hold a conference abroad in 2015. He stressed the primary issue based on survey results is communication and in order to continue a relationship and grow in Region XI there were several factors to be considered. He suggested the Board consider hiring a consultant to work with IIMC staff and the International Relations Committee on how to develop and deliver services to Region XI members. Specific goals would need to be set forth. Shalby recommended creating a mini-RFP to see if

there may be interest. A consultant in the region would facilitate a lot of communication concerns and could eventually result in a conference abroad.

At this point, President Nicol reviewed the recommendations set forth in the handout as follows:

1. Certification

Regions X and XI certification will be addressed under item 9b on this agenda.

Themba Simon Dhlamini (South Africa) and Jaap Paans (The Netherlands) have been appointed as Region XI members to the Education and Professional Development Committee for 2012/13.

Bruce Poole (England) has been appointed as a Region XI member to the Program Review and Certification Committee for 2012/13.

MOTION: It was moved and seconded that if and upon Board approval of revised certification guidelines for Regions X and XI, request Region X and XI membership and their leaders together with staff to monitor the changes and advise the President and Executive Director of its effectiveness and/or further recommendations. The motion carried unanimously.

2. Member Benefits

The survey has been conducted and its results distributed to the Board of Directors. This will be a guiding document across several deliberations and the Strategic Plan.

MOTION: It was moved and seconded to distribute results of the Region XI survey to the International Relations Committee, Budget and Planning Committee, Education and Professional Development Committee, and all other IIMC Committees where the feedback is pertinent; incorporated into the Strategic Plan discussions; and a report submitted on its policy and administrative effects at the November 2013 mid-year Board meeting. The motion carried unanimously.

3. Communications

IIMC Policy 2.30 sets forth the duties and responsibilities of the Region Directors which includes communication which in Region XI is challenging due to distance. For this reason, as Executive Director Shalby recommends, it may be time to explore a part-time paid consultant to work with the Region XI Directors to enhance communication, coordinate National associations, grow membership and update contact information, assess Region XI membership services, and monitor implementation of the Region XI Business Plan, IIMC policies, and the Strategic Plan from an international perspective. The survey asks for “tailored communications from IIMC” with more applicability for non-

US members and greater services/value for membership fee. It may be time to engage a non-US consultant.

MOTION: It was moved and seconded to direct the Executive Director and Budget and Planning Committee to explore hiring of a part-time consultant as a communication and programmatic liaison for Region XI for a report to the Board as soon as practical. The motion carried by unanimously.

Region Directors who have the financial and other necessary resources to travel within their Region to major meetings find the experience very helpful. At this time, no Region is funded by IIMC for such travel. MCEF funding may be used to “promote, train and educate Municipal Clerks, making them proficient in the services they provide for the citizens of their community.” There may also be willingness to fund Region Director travel through fees assessed within the Region.

RECOMMENDATION: Refer to the Budget and Planning Committee discussion of Region Director travel funding whether through IIMC, MCEF (if congruent with their mission), or other revenue source in connection with preparation of the 2013 Budget. Concurrently, request Region Directors and State/Provincial/National Association Presidents to seek independent funding sources through sponsorships, fundraising, or other creative means and share best practices of such with each other and IIMC.

No action was taken by the Board.

Greater use of the IIMC website by Region XI Associations will be welcomed. The proposed independent contractor may help solicit and provide content.

4. Regional Conference/Regional Aspirations

The renewed and marked growth of Region XI membership and involvement has been evident in recent years, particularly this past year. Let us use that energy and interest to build upon foundational ideas expressed in this report. There is sincere willingness and action being taken in support of the report's resolutions.

Some limitations cannot be immediately overcome:

1. Formation of a European Federation does not fall within the current structure of the IIMC Constitution and, as such, the Board of Directors has no authority to execute the proposed MOU; and
2. Funding in an undetermined amount for the proposed Regional Conference is not currently affordable to IIMC and would financially bind future Boards. There are many accommodations IIMC has properly made for Region XI. This one is difficult to financially support and justify to the remaining ten Regions. Meetings occur in some North American Regions annually and are self-funded.

As a step forward in this direction and using the model described in the MOU, an all-inclusive Region XI effort is strongly encouraged:

- Two representatives from each Association in Region XI meet and investigate how the Region might develop in terms of purpose, aim, and objectives:

- Development and increased membership
- Career improvement
- Experience each distinct geographical dimension
- International exchange within the Region
- Study tours
- Best practice
- Region XI Forum

RECOMMENDATION: Using the model described in the minutes of the Region XI meeting of January 2012, and building upon the principles in the MOU, strongly encourages an all-inclusive Region XI effort:

- Two representatives from each Association in Region XI meet and investigate how the Region might develop in terms of purpose, aim, and objectives including:

- Development and increased membership
- Career improvement
- Experience each distinct geographical dimension
- International exchange within the Region
- Study tours
- Best practice
- Region XI Forum

It was determined this recommendation was not needed; no action was taken by the Board.

Vice President Lemoine thanked the members of Region XI for their efforts and indicated this is a good model for other regions. President Nicol agreed indicating a lot will come forth from their work and thanked Jaap Paans for attending the meeting. President Elect Cirtin also thanked Mr. Paans for clarifying the issues and addressing her concerns.

b. Federation of European Associations MoU (draft)

No action was taken by the Board.

c. Executive Director's Comments on Federation of European Associations

Report was noted; no action was taken by the Board.

8. Executive Director Update – Chris Shalby – ACTION REQUIRED

Executive Director Shalby presented a brief overview of each administrative area at IIMC Headquarters, including what improvements have been made; what is needed for the future; and personnel updates. Shalby reviewed the financial and attendance issues related to the Portland conference. The attendance is lower than expected; however, two of the three hotels have sold out. The third hotel, the Hilton, has not sold out and IIMC was facing an attrition cost in the amount of \$186,000. The conference planners and Shalby met with Hilton management and the attrition cost was reduced to \$125,000. IIMC has an emergency fund in place; however, Shalby continued discussions with the Hilton and they will take \$60,000 by the end of May. Shalby asked the Board to consider holding their mid-year Board meeting in Portland at the Hilton if an agreement could be reached with the Hilton and the attrition cost is wiped clean.

There was discussion among the Board members regarding costs for flights to Portland and whether or not it would save money for the Board to return to Portland. Overall, Shalby felt if an agreement could be reached with the Hilton and the Board returned for the mid-year Board meeting, it could result in a savings. Shalby said the Hilton has two dates available for mid-year board meeting: November 15, 16 and 17 and December 6, 7, and 8. The Board complimented Shalby and agreed for him to continue negotiations with the Hilton to reduce or eliminate the attrition costs.

President Nicol stated California clerks' attendance would have filled the gap at the Hilton, however due to legislation many could not attend. This action could not have been predicted and was completely unexpected. She supported the Executive Director's negotiating plan and said she was confident the Board will get the best deal and complimented Shalby.

The Board thanked Mr. Shalby and President elect Cirtin asked him to convey the Board's appreciation to the Hilton manager for working with IIMC to reduce the attrition costs.

Shalby continued review of the Executive Director's report indicating staff is doing an outstanding job on education while the Education Director position is vacant. He said IIMC finances are solid and IIMC is in the black for 2012. He reviewed an issue with IIMC's credit card but insurance has paid most of the loss with only a \$3,000 balance. He noted IIMC membership has reached \$1 million.

President Nicol called a ten-minute break. Following the break the meeting was called back to order.

- a. Policy to Amend Constitution RE: Executive Committee Service
- i. Review Article IV A of the Constitution

Executive Director Shalby stated the review of Article IV A came out of the Omaha mid-year meeting in 2010. It was discussed adding language to Article IV A of the Constitution to allow two officers from the same region to serve on the EC together. The Policy Committee's recommendation was to allow, "Not more than two officers from

the same region to serve as EC Members.” It was determined that Region Directors should gather input from membership and report back in May 2011 (Nashville). It was also suggested to add “the officers can be from the same region if no qualified candidate submits an application.”

MANAGEMENT RECOMMENDATION:

IIMC Management agreed that if a qualified member wants to serve on the Executive Committee and is from the same Region as an existing member of the EC, then an incoming member should not be prevented from serving. Management noted IIMC needs to encourage and preserve competition to become an IIMC Board or Executive Committee member. Management also agreed with the Policy Committee’s recommendation to allow, “Not more than two officers from the same region to serve as EC members.”

MOTION: It was moved and seconded to forward the Management’s recommendation regarding Article IV A of the Constitution with the addition of “Not more than two officers from the same region to serve as EC members” to the membership for a vote. The motion carried unanimously.

b. IIMC/AMCTO Affiliate Agreement – ACTION REQUIRED

Executive Director Shalby reviewed the staff report. IIMC and the Association of Municipal Managers, Clerks and Treasurers of Ontario (AMCTO) Canada have been in discussions regarding a reciprocal affiliation agreement similar to those in place with Region XI affiliates. IIMC Management believes IIMC should embellish their affiliations with Region X associations as it is good for membership recruitment and education programs. In the agreement, IIMC and AMCTO agree to reduce the first year’s membership dues by 50% and reimburse each other \$25.00 for each respective member that joins their respective organizations. Mr. Shalby reviewed the other terms included in the agreement. If approved by the Board, the agreement would be official at the Board/International dinner on Tuesday, May 20, 2012.

AMCTO President Daniel Gatien addressed the Board and explained the make-up of AMCTO as the leading professional organization with a comprehensive program in Canada. AMCTO has a long-standing relationship with IIMC. AMCTO is pleased with the MOU and it has the full support of the Board of AMCTO. Terms of the agreement will provide clerks value added membership to pursue CMC and MMC designations. President Gatien thanked the IIMC Board of Directors.

Vice President Lemoine agreed stating the agreement is important to both organizations and can be used by other regions as a model agreement between Provinces and IIMC. He expressed thanks to IIMC.

MOTION: It was moved and seconded to approve the Memorandum of Understanding between IIMC and AMCTO. The motion carried unanimously.

- c. MCEF Purchase Agreement – Shalby – ACTION REQUIRED
 - i. MCEF_IIMC Restructure Agreement
 - ii. MCEF 2010 Agreement

Executive Director Shalby reviewed the background on what IIMC services are provided to MCEF under the current agreement. He also explained the current financial situation for the Foundation. Under the existing contract, MCEF's monthly payment to IIMC is \$1,750 for overseeing the administrative portion of MCEF. The annual total is \$21,000. Eliminating this annual contract would give the Foundation more funds to help with their operation. IIMC management recommends terminating the service agreement between IIMC and MCEF beginning 2013 with IIMC continuing to provide MCEF with its current services pro bono. If the Board decided to terminate the contract sooner than 2013, Shalby presented two options for the Board to consider.

During the Board discussion, it was noted the agreement was discussed by the MCEF Board and they have calculated the \$21,000 added back into their budget. MCEF also stressed that it was not "us" and "them" but "we" in the agreement. They also expressed their appreciation to Chris Shalby for the gesture to join together.

MOTION: It was moved and seconded to approve termination of service agreement between IIMC and MCEF beginning January 2013 with IIMC continuing to provide MCEF with its current services pro bono. The motion carried unanimously.

9. Education Department Report – Jennifer Ward – ACTION REQUIRED

Jennifer Ward, Associate Director of Education, reviewed the written report. Ward thanked Institute Director Dema Harris and Region IX Director Peggy Hawker for their assistance in securing speakers for the Portland Conference, noting many speakers did not charge a fee. Ward also noted sessions scheduled on sustainability issues including a walking tour of Portland's renewable resources and sustainable areas. She noted international delegates will see sustainable resources such as traffic lights and MAX light rail in Portland. Board members complimented staff on the report and on their work receiving member comments and being responsive to Institute Directors. President Nicol agreed and also complimented staff. She noted some of the recommendations would be considered for forwarding to a Blue Ribbon Committee.

- a. Institute Directors Colloquium Report from Nashville

President Nicol called Board attention to the pink handout in regard to the Education report. She noted some of the items addressed in the Education Report are being requested to be forwarded to a Blue Ribbon Committee. The recommendations and action follow:

Noncompliance

Noncompliance with Institute annual reporting is a symptom of regulation implementation. This is an issue proposed for discussion with the Blue Ribbon Committee.

MOTION: It was moved and seconded to take no action on staff's recommendations and refer Institute Annual Report compliance to the Education Blue Ribbon Committee. The motion carried unanimously.

How courses are approved, what subjects meet the criteria of "related to the municipal clerk's profession" and reinstituting approval of courses offered prior to 2010 are issues proposed for discussion with the Blue Ribbon Committee.

MOTION: It was moved and seconded to refer discussion of the course review process, reinstitution of approval of courses offered prior to 2010, and the suggested additional course categories to the Education Blue Ribbon Committee. The motion carried unanimously.

Alternative to "Seat Time"

Institute Directors have provided the examples requested on alternatives to seat time. The staff recommendation on page 52 meets with the Institute Directors' approval.

MOTION: It was moved and seconded to amend the Institute Guidelines IIMC Approved Institute Programs section to read, "IIMC approved Institutes and Academy points are rated at 1 point per 2 in-class contact hours. Up to ten percent of in-class hours may be dedicated to other learning methodologies at the discretion of the Institute Director." The motion carried unanimously.

Request for Education Department attend Institute Director's meetings
Staff has arranged for meetings rooms for the Institute Directors as promised. The Institute Directors have requested the Education Department to attend, where possible.

MOTION: It was moved and seconded to request the Education Department to attend additional meetings beyond the Colloquium as they are able and to notify the Institute Directors of their availability. The motion carried unanimously.

b. International (Region X and XI) Certification

President Nicol presented the report and explained the proposed substitute recommendations distributed on the "yellow" handout for Region X and XI Certification Guidelines. She noted some applicants in Region XI have courses directly related to course work for over 400 hours and there is no institute within the area for Region XI. The recommendations were sent to the Program/Review and Certification Committee and approved. The Committee has worked with Jaap Paans and moving ahead on the substitute recommendations would help the individuals fulfill their education requirements. There was extensive discussion among the Board. Several suggestions

came forth, however, it was stressed that the matter needed to move forward to accommodate members in Region X and Region XI to obtain their certifications.

MOTION: It was moved and seconded to approve the proposed substitute recommendations for Region X and XI Certification Guidelines as amended with the changes highlighted and the addition of numbers 4 and 5 as follows:

REGION X AND XI CERTIFICATION GUIDELINES

Proposed substitute recommendations

Amend Policy 5.10, Section 5.10.070 to provide:

- 1. For Regions X and XI, the following additional categories qualify as options to obtain Certified Municipal Clerk (CMC) Education points:**
 - a. Relevant college or university course credits not used for a degree - 1 point per credit unit;**
 - b. Business or vocational school courses that relate to the municipal clerk's position - 1 point per 10 hours of training; and**
 - c. Other courses that have not gone through the course review process and are directly related to the duties of a Municipal Clerk - 1 point per 6 hours.**

Amend Policy 5.15, Section 5.15.060 to provide:

- 2. For any IIMC member of a Canadian Province or country outside North America having an existing Institute, effective May 19, 2012, through June 1, 2014, any education, experiences, or activities for that member not used for achievement of CMC status and that qualify for Master Municipal Clerk (MMC) Advanced Education or Professional/Social Contribution points shall be granted MMC points, whether achieved prior to or following the member's achievement of CMC status.**
- 3. For any IIMC member of a Canadian Province or other country outside North America where a new Institute is approved after May 19, 2012, effective for two year following approval of such Institute, any education, experiences, or activities for that member not used for achievement of CMC status and that qualify for MMC Advanced Education or Professional/Social Contribution points will be granted MMC points, whether achieved prior to or following the member's achievement of CMC status.**
- 4. Any new Region X or XI member joining on or before June 1, 2013, education points may be banked for both CMC and MMC.**

5. Revisit this matter in two years.

It was requested a report be submitted to the Board at their mid-year meeting.

The motion carried unanimously.

10. Education Guidelines/Institute Guidelines/Athenian Dialogues – Nicol – ACTION REQUESTED

MOTION: It was moved and seconded to approve President Nicol appointment of the following individuals to serve on a Blue Ribbon Committee to explore alternatives and recommendations for procedural and any related policy changes for a report to the Board of Directors by August 1, 2012:

Colleen Nicol, Chair

Mary Lynne Stratta

Sharon Cassler

Joann Tilton

Philip Campbell

Bernie White

Kassie Van Remortel, Institute Director

Kathie Novak, Institute Director

Chris Shalby, Executive Director

The scope of the work for the blue ribbon committee shall be comprehensive of Institutes, State/Provincial/National education offerings and Athenian Dialogues.

The motion carried unanimously.

11. Committee Reports – NO ACTION

- a. Budget and Planning
- b. Conference
- c. Education/Professional Development - Attachments
 - i. Summary of Responses
 - ii. Survey Results (by question)
- d. Membership
- e. Mentoring
- f. Records Management
- g. Research and Resource Committee

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

12. Committee Reports – ACTION REQUIRED

- a. Election
 - i. Election Manual

Executive Director Shalby presented the staff report indicating the main goal of the Committee has been revisions to the manual. It is a working, living manual and available on the IIMC website. There was extensive discussion regarding Section I, Campaigning Guidelines, Subsection C, The Executive Committee members should neither endorse nor provide assistance to any candidate and Section II, Election of Vice President in regard to electronic ballots. Following discussion, it was generally agreed that removal of references to “constitution” would be sufficient and a constitution change would not be needed. It was agreed there should be flexibility for voting options referring to constitution language in regard to elections “conducting by ballot” whether mail-in or electronically. Shalby indicated the adjustments could be made in the election manual.

MOTION: It was moved and seconded to approve and accept the 2013 Revised Elections Manual as amended by deletion of any reference in the policy manual to “constitution” and to correct other typographical errors. The motion carried unanimously.

The Board recessed for lunch from Noon - 1 pm. Following lunch, the meeting was called back to order.

The Board welcomed Denise Carey, MMC, City of Estacada, Oregon, Host Clerk, 2012 IIMC Annual Conference, Portland. Carey welcomed IIMC President Nicol and members of the Board to Portland. She presented each member with a gift and expressed her excitement having the annual conference in Portland, a dream of Oregon City Records for many years. She encouraged the Board to visit with the Oregon clerks and have a wonderful time at the conference.

The Board thanked Carey for the gifts and the warm welcome to Portland.

b. International Relations

i. 2013 Provisional Study Tour schedule and dates

Region Directors Tami Kelly and Francois Allers presented the committee report and commented on the great committee members. The committee submitted the following requests:

1. Extend the International Exchange Program another year and include \$3,000 in the 2013 budget. Provide a table for interested persons to network at Tuesday’s lunch at the Portland conference.
2. Search out possible locations for a 2017 Annual Conference in Canada and provide a report to the Board by the mid-year meeting.
3. Final Report – IIMC Study Tour 2013 provisional itinerary. IIMC has provided participants with a room and time at the Portland conference. Include \$700 in the 2013 budget for hiring a coordinator.

There was discussion on how to increase applications for the Exchange program.

MOTION: It was moved and seconded to extend the Exchange program for another year and include \$3,000 in the 2013 budget and explore the 2017 conference to be held in Canada. The motion carried unanimously.

c. Policy Review

i. Policy 2.20.060 Campaigning Guidelines

A draft of proposed changes to Policy 2.20.060 Campaigning Guidelines was discussed in regard to a definition of executive committee “assisting” or “not publically” endorsing a candidate. There was extensive discussion including several scenarios. Generally, it was agreed that some of the “assistance” in public and non-public issues would be a matter of perception. Several language alternatives were discussed and what is the intent of the Policy Review Committee. It was agreed that no assistance should be provided with IIMC funds.

MOTION: It was moved and seconded to refer the proposed language for Policy 2.20.060 back to the Policy Review Committee for further clarification. The motion carried unanimously.

Executive Director Shalby referred to management areas of concern that they believe require creating new policies: 1) Who can or cannot request IIMC membership surveys; examples are noted in the report; and 2) Third party issues – clear policy that defines who and what is a third party, what can or cannot be provided to third parties, etc. regarding another IIMC member.

MOTION: It was moved and seconded to approve the management’s request and refer the two areas of concern to the Policy Review Committee to create new policies. The motion carried unanimously.

d. Program Review & Certification

It was noted, this report was dealt with earlier in the agenda.

e. Public Relations & Marketing

i. Crisis Communication Plan

MOTION: It was moved and seconded to refer the management recommendations regarding a Crisis Communication Plan to the Policy Review Committee. The motion carried unanimously.

ii. Digest Article: Asked Members (published December 2011)

Report received; no action was taken.

iii. 2012 Marketing Plan

Report received; no action was taken.

- f. Ad Hoc Legislative Committee
 - i. Legislative Committee – GUIDING PRINCIPLES

MOTION: It was moved and seconded to approve standing committee status for the Ad Hoc Legislative Committee and retain the current Committee membership to ensure consistency in its early stages of development; endorse guiding principles; and retain Randi Johl as Chair. The motion carried unanimously.

- g. Task Force on Associate Membership and Certification
 - i. Associate Member SURVEY & RESULTS

Question: Should IIMC associate members be allowed to obtain the CMC and MMC designations? The Board discussed the pros and cons of allowing associate members to obtain CMC and MMC designations along with the format of the questions posed to the membership in the survey. Several alternatives were discussed including keeping the Task Force in place during the 2012-2013 year to review proposed constitutional amendments relative to the assignment. However, after discussion, it was the Board's decision to refer the report to the Policy Review Committee for further research and discussion related to the survey.

MOTION: It was moved and seconded to refer the report from the Task Force on Associate Membership and Certification to the Policy Review Committee. The motion carried unanimously.

13. Financials

- a. 2011 Year-End Budget with notes – Pantaleon/Archer/Shalby
 - i. 2011 Budget Notes
 - ii. Financials- FISCAL YEAR 2011
- b. 2011 Audit Report with notes – Pantaleon/Archer/Shalby – Handout at meeting
- c. 2012 Projected budget with notes – PowerPoint/Handout

Staff presented a PowerPoint reviewing the financials and distributed copies of related information.

MOTION: It was moved and seconded to accept the 2011 Audit Report with notes. The motion carried unanimously. NOTE: staff was to contact the auditors regarding a few discrepancies in the notes and report back to the Board.

14. Staff Reports

a. Member Services – Janis Daudt

Janis Daudt, Director of Member Services presented a review of Member Services Year End Report 2011-2012. An expansive membership recruitment campaign was started in January 2012. As a result, there are 80 new members as of this date. Staff anticipates a 3% return on the initial investment. They are continuing to use postcards and letters in the campaign. Daudt also reported staff continues to concentrate on membership retention through personal contact calls. She noted IIMC has met and/or surpassed the membership dues projected budget for the last four years. Daudt reviewed the many committees staff is assigned to work with. IIMC's salary survey for 2013 will be sent out in January and will be presented to the membership in March 2013. The Board commended staff for their work on retaining and recruiting new members.

15. Annual Conference Updates

a. 2012 – Portland, OR – Shalby – Verbal

An overview was provided. Shalby will follow-up with a report on the Hilton attrition issue.

b. 2013 – Atlantic City, NJ - Shalby – Verbal

Contracts are signed. Room costs are low. Staff is attempting to reduce room blocks (700 - 800).

c. 2014 – Milwaukee, WI – Shalby – Verbal

Requesting reduction in room block. Contracts are signed.

d. 2015 – Hartford, CT – Shalby – Verbal

Will be meeting with hotel management. No contracts are signed.

e. 2016 – Site Selection – Shalby – Handout

Shalby distributed the IIMC 2016 Conference Proposals spreadsheet. The three cities submitting bids for the 2016 conference were identified as City A, City B, and City C. Shalby reviewed the data comparing each site on various criteria. It was noted that all of the bidders are pleased with IIMC's process for selection of a conference site.

The issue of how to avoid attrition costs in the future was discussed. A motion was made by Marc Lemoine to develop a clear plan on how to deal with attrition and refer back to the EC before making a decision on 2016. Colleen Nicol seconded the motion for discussion purposes.

The Board discussed further reduction in room blocks for future conferences. Shalby said it could be done but may affect the room rates quoted in the bids. He pointed out there is no attrition in City A hotel bid. He noted he is comfortable with 500 rooms for City A. They can negotiate with Cities B or C as contracts have not been signed. There

was further discussion regarding the three bids submitted and the Board asked for the Committee and Shalby's recommendation for award of bid. In response to the Board, Shalby answered the Committee and his recommendation is award of the bid to City A. The Board agreed with the recommendation.

MOTION: It was moved and seconded to award the conference for 2016 to City A. The motion carried unanimously.

The bids were disclosed as follows:

City A - Omaha, Nebraska

City B - Oklahoma City, Oklahoma

City C - Greensboro, North Carolina

16. Report from Directors

a. Reports from Region Directors

Immediate Past President Sharon Cassler thanked everyone for the opportunity to serve with each of the Board members. She said to serve gained great friendships and a great opportunity and a learning experience. She said she stands ready to assist.

Tami Kelly agreed with Sharon and stated she hoped she was a positive Board member. To the incoming board members she said: "speak up, don't sit back - We are here to do a job and it is a gift."

Peggy Hawker said she echoed Sharon's remarks and that it had been fun and very rewarding. She thanked everyone for the opportunity and gave her best wishes.

The remaining outgoing Board members agreed with the comments.

17. Other Business and Announcements

There was no further business or announcements. The visitors left the meeting at this time.

MOTION: It was moved and seconded to convene in Executive Session. The motion carried unanimously.

President Nicol called the Executive Session to order at 3:41 PM. Following adjournment of the Executive Session, the regular meeting was called back to order at 3:54 PM.

18. Adjournment - There being no further business, the meeting was adjourned at 4 PM (Pacific Standard Time).