

MINUTES
International Institute of Municipal Clerks
Board of Directors Mid-Year Meeting
November 16-17, 2012
Hilton Portland Executive Towers
Portland, Oregon

CALL TO ORDER:

President Brenda Cirtin called to order the IIMC Board of Directors Mid-Year meeting at 3:30 p.m. on Friday, November 16th, 2012.

ROLL CALL:

Board Members Present:

- President Brenda Cirtin, MMC
- President Elect Marc Lemoine, MMC
- Vice President Brenda Young, MMC
- Immediate Past President Colleen Nicol, MMC
- Region 1 Director – Linda Spence, MMC
- Region 2 Directors – Vincent Buttiglieri, MMC and Kimberley Rau, MMC
- Region 3 Directors – Kelly Lovette, CMC and Tiny Washington, CMC
- Region 4 Directors – Pattie Dupuis, MMC and Mary Kayser, MMC
- Region 5 Director – Terri Kowal, MMC
- Region 6 Directors – Linda Rappe, CMC and Roxanne Schneider, MMC
- Region 7 Directors – Kittie Kopitke, MMC and Lana McPherson, MMC
- Region 8 Directors – Donna Geho, CMC and Stephanie Kalasz, CMC
- Region 9 Directors – Kristie Smithers, MMC and Joann Tilton, MMC
- Region 10 Director – Gail Pomroy, MMC
- Region 11 Director –Samantha Shippen, CMC

Board Members Absent:

- Region 1 Director – Shawn Cullinane, MMC
- Region 5 Director – Debra Batliner, MMC
- Region 11 Director – Ronny Frederickx

IIMC Staff Present:

- Chris Shalby – IIMC Executive Director

Motion made and seconded to excuse Directors Cullinane, Batliner and Frederickx from the meeting. Motion carried unanimously by those members present.

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

Motion was made and seconded to reconvene into Open Session. Motion carried unanimously. Meeting reconvened into open session at 5:30 p.m.

At 5:30 p.m., the Board of Directors Mid Year meeting recessed until 8:00 a.m. Saturday, November 17, 2012.

CALL TO ORDER:

President Brenda Cirtin called to order the IIMC Board of Directors Mid-Year meeting at 8:34 a.m. on Saturday, November 17th, 2012.

ROLL CALL:

Board Members Present:

- President Brenda Cirtin, MMC
- President Elect Marc Lemoine, MMC
- Vice President Brenda Young, MMC
- Immediate Past President Colleen Nicol, MMC
- Region 1 Director – Linda Spence, MMC
- Region 2 Directors – Vincent Buttiglieri, MMC and Kimberley Rau, MMC
- Region 3 Directors – Kelly Lovette, CMC and Tiny Washington, CMC
- Region 4 Directors – Pattie Dupuis, MMC and Mary Kayser, MMC
- Region 5 Director – Terri Kowal, MMC
- Region 6 Directors – Linda Rappe, CMC and Roxanne Schneider, MMC
- Region 7 Directors – Kittie Kopitke, MMC and Lana McPherson, MMC
- Region 8 Directors – Donna Geho, CMC and Stephanie Kalasz, CMC
- Region 9 Directors – Kristie Smithers, MMC and Joann Tilton, MMC
- Region 10 Director – Gail Pomroy, MMC
- Region 11 Director – Ronny Frederickx and Samantha Shippen, CMC

Board Members Absent:

- Region 1 Director – Shawn Cullinane, MMC
- Region 5 Director – Debra Batliner, MMC

IIMC Staff Present:

- Chris Shalby – IIMC Executive Director
- Denice Cox – IIMC Office Manager
- Janis Daudt – IIMC Director of Member Services
- Jennifer Ward – IIMC Associate Director of Education
- Pilar Archer – Finance

Motion made and seconded to excuse Directors Cullinane and Batliner from the meeting. Motion carried unanimously by those members present.

President Cirtin issued the oath of office to newly appointed IIMC Region 2 Director Kimberly Rau.

President Cirtin presented Director Buttiglieri with a "Stronger than Sandy" t-shirt. She noted these t-shirts would be available for sale through the IIMC website. Proceeds will go to the Hurricane Sandy Relief Fund. President Cirtin welcomed guests who were in attendance at the meeting. Each made a brief introduction.

APPROVAL OF AGENDA

President Cirtin announced Item VI on the agenda would not be discussed today.

Motion made and seconded to approve the agenda without item VI. Motion carried unanimously by those members present.

APPROVAL OF MINUTES

Minutes of May 18 & 19 2012 Board Meeting – Portland, OR

Motion made and seconded to approve the Minutes of May 18 &19 2012 Board minutes.

Director Kalasz asked for an update on the Member Benefits survey item listed on page 10 of the May 19th minutes. President Cirtin responded final comments have not been received as of this date, however, when received, if Board discussion or action is necessary, a telecom meeting will be scheduled.

Motion carried unanimously by those members present.

Minutes of May 24, 2012 Board Meeting – Portland, OR

Motion made and seconded to approve the Minutes of May 24, 2012. Motion carried unanimously by those members present.

Minutes of August 18, 2012 Executive Committee Meeting

President Cirtin noted these minutes were from an Executive Committee meeting; therefore they will be marked received and filed.

Minutes of August 23, 2012 Board Meeting by Teleconference

Motion made and seconded to approve the Minutes of August 18, 2012. Motion carried unanimously by those members present.

Minutes of October 4, 2012 Board Meeting by Teleconference

Motion made and seconded to approve the Minutes of October 4, 2012.

In response to an inquiry by Director Shippen, President Cirtin noted the inclusion of the Region X and XI certification issue was not included on the midyear agenda since no concerns were raised before the distribution of the agenda packet.

Motion carried unanimously by those members present.

REPORTS

President Cirtin announced the Municipal Clerks Education Foundation (MCEF) report will be presented later in the meeting.

Executive Director's Update

Executive Director Shalby gave a brief overview of each of the departments at IIMC headquarters, including the recent staff realignments in the Finance and Administration Departments. He recommended a Director of Education not be hired for the remainder of 2012 and throughout 2013. The current structure is working well and should issues arise, the use of external consultants or committees can be utilized. Shalby pointed out education continues to be the highest priority and believes moving in this direction will be beneficial for the overall membership.

Shalby explained even though IIMC incurred attrition due to the lack of hotel rooms booked for the Portland conference, IIMC will realize a profit of approximately \$10,600. In addition, IIMC marketing and communications areas have achieved great success, especially with the use of social media platforms. The 2012 membership campaign has met all expectations and will continue into next year. The projected year end membership will exceed the \$1million for the fifth consecutive year. With the recent change to Bank of the West, Shalby requested approval for the IIMC account signers to be Office Manager Denice Cox, Member Services Director Janis Daudt and himself. Shalby also wanted the minutes to reflect that if a need arises for a fourth signer, that it be Jennifer Ward, Associate Director of Education.

Motion made and seconded to authorize Executive Director Chris Shalby, Office Manager Denice Cox, and Member Services Director Janis Daudt to be authorized signers for IIMC on the Bank of the West account, and that if a fourth signer is needed, it be Associate Director of Education, Jennifer Ward. Motion carried unanimously by those members present.

Executive Director Shalby pointed out IIMC has provided conference grants to 2 members per region utilizing the MCEF Policy 8 funds in the past. He is recommending continuation of this program annually through a board policy.

Motion made and seconded to direct staff to prepare a policy for board approval to continue the grant program for 2 IIMC members in each Region (I through XI) for free registration at the annual conference, using the MCEF policy 8 funds. Motion carried unanimously by those members present.

President Elect Lemoine requested board consideration endorsing the strategy outlined by Director Shalby to move forward without a Director of Education.

Motion made and seconded to endorse the strategy presented in principal and move forward with the direction to operate without a Director of Education for the remainder of this year and 2013.

Immediate Past President Colleen Nicol requested an amendment to add the following language to the motion:

Reallocate the salary of the Director of Education into the following areas:

- **Funding work with 3 Institute Directors to**
 - **Provide education visioning to keep IIMC education programs on the cutting edge of emerging education practices and emerging Municipal Clerk topical areas of study; and**
 - **Provide assistance with course review and annual institute report reviews; and**
 - **Funding new programs – on line; and**
 - **Providing additional responsibilities for the Associate Director of Education to work with Institute Directors, Institutes, exploring raising the MMC program to a higher level, etc.; and**
 - **Verification Specialist to take on more conference responsibilities; and**
 - **Hiring, as needed, a consultant/company to produce IIMC on-line programs/webinars; and**
 - **Hiring, as needed, a company proficient in certification/accreditation programs to audit IIMC programs if necessary.**

Agreed to the amendment as presented. The Motion as amended carried unanimously by those members present.

Education Department Report

Jennifer Ward, Associate Director of Education gave a brief overview, including the most up to date certification numbers, new opportunities for on-line education programs, and the newest IIMC institute in Wyoming. Ward reviewed the educational session topics planned for the 2013 conference, highlighting a new interactive component and a roundtable session. In response to a concern raised by Director Shippen, Ward noted the roundtable topics will be global in nature, which should appeal to the Region XI members. Continuing with her report, Ward summarized the current online educational programs and continual exploration of new courses for members.

In response to an inquiry by Director Frederickx, Ward explained the Bulgarian Institute program is currently in transition, however, it remains a recognized program. The Board discussed in length the membership requirements for using the certification designations. Janis Daudt, Membership Services Director pointed out the membership renewal letters and reminders include this membership criteria language necessary to utilize the certification designation. President Cirtin explained IIMC cannot legally take away the certification once obtained, however, a letter could be sent stating if they are no longer a member of the organization, they have no right to use the designation. Immediate Past

President Nicol believes educating the members on the certification program will be the key to compliance.

Member Services Report

Janis Daudt, Director of Member Services, presented the member services report highlighting the personal touch effort they offer to members. Since the beginning of 2012, the membership drive has added 192 members. Detailing the process, Daudt believes the specialized attention and availability of the on-line membership application/payment process has been instrumental in obtaining new members. They will continue the campaign into 2013. In response to an inquiry by Director Smithers, Daudt noted if a membership application is incomplete or questions are raised regarding eligibility criteria, personal follow up will be made with the applicant. Director Shalby commended the Membership Services Department for their passion and personal attention to all IIMC members.

Communications Department Report

Director Shalby presented the report for the Communications Department. He commended Communications Director Emily Maggard for her creative marketing approach using social media tools to improve communication and keep members apprised of the latest IIMC news. Members of the Board expressed their appreciation to staff for the work keeping IIMC's presence known around the world.

COMMITTEE REPORTS

President's Blue Ribbon Committee on Education

Colleen Nicol, Immediate Past President presented the report and requested endorsement from the Board on the recommendations as outlined.

Motion made and seconded to endorse the following beliefs/tenants/foundational statements:

1. The quality of the educational programs will remain high.
2. IIMC will retain some level of oversight for programs, activities, and experiences that qualify for CMC and MMC points.
3. The point values, documentation required, fees, and processing of CMC and MMC applications will remain unchanged.
4. Formal and informal feedback from members will continue.
5. Formal review and feedback from State/Provincial/National Education Chairs, Associations, and Institute Directors will continue.
6. The Program Review and Certification Committee remains a resource for policy implementation clarification.
7. The work of the Institute Director continues to be monitored by the associated college/university, State/Provincial/National Associations and Education Chairs, and program participants.
8. The Education and Institute Guidelines shall foster trust and recognition of position/expertise among staff, Institute Directors, State/Provincial/National Associations and Education Chairs, and the members.

The Motion carried unanimously by those members present.

In regards to the Institute Director annual reports, Nicol recommended a reduction in the content requirements. Director Kayser applauded the Committee for allowing the Institute Directors to focus their energy on educating members instead of the abundance of details currently required in the reports.

Motion made and seconded to amend the Institute Guidelines to reflect that Annual Institute Reports provide only:

1. **A brief cover letter explaining evaluation of the programs, areas in need of improvement, future plans, etc.**
2. **Titles, descriptions, and schedule of CMC and MMC courses offered, or an Institute brochure that provides this same information will suffice.**

The Motion carried unanimously by those members present.

Nicol requested a conceptual endorsement to the current language in the Institute Guidelines regarding the annual Institute report review (items #3 and #4). This replacement language will include more state involvement in the review process. Executive Director Shalby pointed out this issue was referred to an attorney for legal review and approved.

Motion made and seconded to conceptually endorse an amendment to the Institute Guidelines regarding Annual Institute report review to replace items #3 and #4 of the current policy with the following replacement language:

1. **Once IIMC has completed policy steps #1 and #2 to contact an Institute regarding their annual report and staff does not believe they are making headway, the following steps will take place:**
 - a. **An email requesting a teleconference with IIMC's Education Department, the Institute Director, State President and Education Chair, the Chair, Institute Director Liaisons and the Board liaisons of the Program Review and Certification Committee. We would discuss the problem, ways to rectify it and provide a convenient timeline to "make good."**
 - b. **If that doesn't work, then we would ask for a second teleconference with the same individuals to determine exactly why we're not making progress. We would follow the same procedures in making certain that we are willing to accommodate their schedules, time frame, and help them if needed. If on the second attempt we've not made any progress, then the Institute and involved parties would be informed that IIMC is now going to follow Board Policy on Non-Compliance.**

The Motion carried unanimously by those members present.

Nicol noted the Committee will work with staff to develop final policy language. She also reviewed the latter part of her report on the Athenian Dialogue and the course listings on the web site.

Executive Director Shalby requested Board reconsideration of the current practice of covering shipping costs for the certification plaque and pin in Regions X and XI. These costs are higher than the fees paid.

Motion made and seconded to have staff revisit the costs associated with shipping the certification plaque and pin to members in Region X and XI and then forward this report to the Budget and Planning Committee and Region X and XI Region Directors with a final referral back to the Board for possible action. The Motion carried unanimously by those members present.

Budget and Planning Committee Report

Vice-President Brenda Young presented the Budget and Planning Committee report. Young praised staff for their diligence and attention to keeping the financial welfare of IIMC a high priority. Young highlighted several of the budget areas, including the slight salary increase for staff, funding the Region XI consultancy, funding the IIMC/NAGARA region workshops, the annual membership dues increase of \$10, and the increase in the annual conference registration fee of \$15. President Cirtin expressed her appreciation to staff for making adjustments to the budget process. She was also excited to announce that for the fifth year in a row, IIMC will end the year in the positive. Director Shalby explained some of the cost savings measures implemented in the past four years also include the \$400,000 savings realized by producing the News Digest electronically.

Motion made and seconded to accept the Budget and Planning Committee Report. The Motion carried unanimously by those members present.

Policy Review Committee

Director Kristie Smithers reviewed the Committee's recommended language for two constitutional amendments. The first adjustment would eliminate the step allowing for a vote on a constitutional amendment to take place at the annual business meeting prior to being sent to the entire membership. This will allow the entire membership to be apprised of the amendment rather than the small majority who are in attendance at the business meeting. Voicing his concern with the continued minor amendments made over the years, Director Frederickx noted the general overall vision and respect of the constitution may become lost. Director Smithers noted the inclusion of policy issues within the constitution are of concern and it may be beneficial to begin an overall review. Upon further discussion, the Board believed it may be the appropriate time to start a full review of the constitution.

Motion made and seconded to take no action at this time on the process for proposed constitutional amendments and wait for the completion of the review process. The Motion carried unanimously by those members present.

Smithers pointed out the second recommendation contained in the report were the inconsistency on the election procedures in relation to the ballot process. Smithers noted the Committee has interpreted the definition of ballot to include the use of an electronic ballot.

Motion made and seconded to interpret the constitution as allowing for the use of electronic ballots for the election of Vice President. The Motion carried unanimously by those members present.

Motion made and seconded that President Cirtin appoint a Task Force for a comprehensive review of the IIMC constitution and forward their recommendation to the Board of Directors.

The Board discussed the overall task of reviewing the constitution for conflicting language, grammatical errors, and removing policy issues. The possibility of hiring a consultant to participate in the review was also suggested. Executive Director Shalby noted it will be necessary to include a legal review due to the non-profit C-6 status.

The Motion carried unanimously by those members present.

Smithers noted the last action item requested by the Policy Review Committee is to reconvene the Task Force to oversee a new study on associate membership and certification.

Motion made and seconded to reconvene the former Task Force chaired by Immediate Past President, Mary Lynne Stratta, to create a new survey with simpler and clearer questions regarding associate membership and certification. The Motion carried unanimously by those members present.

Meeting recessed at 12:19 p.m. for lunch – Reconvened at 1:06 p.m.

Conference Committee Report

In reviewing the Conference Committee report, Director Buttiglieri pointed out the Committee worked with the Education Department to finalize the sessions for the Atlantic City conference, including the new interactive session and roundtable discussions. Proposals for the 2017 IIMC conference were also reviewed by the Committee. In regards to the upcoming annual conference in Atlantic City, Buttiglieri gave a brief overview of the damage caused by the storm at the conference site and summary of the conference events planned for the IIMC delegates.

Education and Professional Development Report

Director Lovette presented the Committee report. The request for \$1500 for translation services for international members was turned down by the Budget Committee. Director Shippen noted her disappointment the funding request was rejected and requested additional exploration be conducted in order to offer on-line education in other languages besides English. Lovette noted the Committee will resubmit the funding request and continue their work on the other assigned goals and objectives.

Elections

The Elections Committee report was presented by President Elect Lemoine. He indicated the Committee will be ready in Atlantic City for any possible election that may be required.

International Relations Committee

Director Shippen reviewed the report to the Board. Shippen commended Chair Monica Simmons for her organizational efforts in moving forth with the goals and objectives as outlined. Articles have been submitted for the News Digest and plans for the 2013 Study Abroad Tour are close to being finalized. Executive Director Shalby pointed out his concerns with the educational components of the Scotland Study Abroad Tour and requested the goals and objectives be rewritten to allow staff a lead role in the planning for future Study Abroad Programs. There were no objections raised with this concept.

Legislative Committee

Director Kowal presented the Legislative Committee report to the Board.

Membership Committee

President Cirtin reviewed the Membership Committee report. She applauded the efforts of staff in their personal touch marketing strategy which has made the current membership drive such a success. Cirtin indicated one of the main reasons for membership cancellation is financial. The Committee is exploring a recognition program to recognize members who have attained a milestone in terms of IIMC membership.

Mentoring Committee

Director Kayser presented the Mentoring Committee report. The Committee is working in conjunction with staff to distribute information to new members. Mentor business cards will be available for distribution at the Atlantic City conference.

Program Review and Certification Committee

Director Tilton outlined the report submitted by Chair Chisum. The Committee has been working in conjunction with staff on educational programs and educational needs for the members. Tilton was pleased to announce approval of the newest Institute in Wyoming.

Public Relations and Marketing Committee

Director Rappe gave a brief overview of the Public Relations and Marketing Committee report. The Committee has been considering adjustments to the Good Governance award program and is working with MCEF to assist with a marketing plan. Other promotional ideas are being discussed, including designing a downloadable poster for Municipal Clerks week.

Records Management Committee

Director Kalasz presented the Records Management Committee report. She requested additional assistance in reviewing of the technical bulletins so they can be completed and posted on the website.

Research and Resource Committee

Director Pomroy outlined the report submitted by Chair Brown. The Committee continues to respond to members request for information and providing content for the resource center.

Motion made and seconded to accept the reports from the Conference Committee, Education and Professional Development Committee, Elections Committee, International Relations Committee, Legislative Committee, Membership Committee, Mentoring Committee, Program Review and Certification Committee, Public Relations and Marketing Committee, Records Management Committee, and the Research and Resource Committee. The Motion carried unanimously by those members present.

Municipal Clerks Education Foundation (MCEF) Report

Marian Karr, Treasurer for MCEF presented the report on behalf of President Dale Barstow. Karr noted voluntary contributions to MCEF have declined 60% over the last 2-3 years. Ideas for improvement in this area are being discussed along with other fund raising plans. The silent auction and raffles have continued to add to the foundation basis. The key to building the foundation is membership giving. MCEF has proudly provided approximately \$723,000 to IIMC Educational Programs to date. Karr indicated MCEF is excited with the decision to allow IIMC to award the scholarships with funds they provide. The strategic plan update is now complete and has been adopted, therefore, MCEF will be moving forward to educate the membership on the importance of the foundation. Karr thanked the Board for their continued support.

2012/2013 Financial Report/2012 Year End Budget Notes/2013 Projected Budget

Executive Director Shalby introduced Pilar Archer, IIMC's financial consultant. Archer presented the IIMC financials for the current year and responded to questions. She is projecting a year-end balance of approximately \$49,000. Shalby commended Finance Specialist Janet Pantaleon for her work on the refinancing of the headquarters building which is a great accomplishment and for the fifth consecutive year, IIMC will surpass the \$1 million dollar mark in membership dues. Shalby gave a brief overview of the remaining budget notes for 2012.

Archer and Shalby presented the proposed 2013 budget and the key changes incorporated. The proposed budget includes the budget committee recommendations of including the slight salary increase for staff, funding the Region XI consultancy, funding the IIMC/NAGARA region workshops, the annual membership dues increase of \$10, and the increase in the annual conference registration fee of \$15. In addition, Shalby listed the proposed capital improvement expenditures included in the budget. Archer and Shalby explained several of the line item components to the Board. On behalf of the entire Board, Director Shippen applauded the staff for presenting a sound budget document and keeping IIMC moving in a positive direction.

Motion made and seconded to adopt the proposed budget for 2013 as presented and to also adopt the Budget and Planning Committee recommendations and revised projected year-end 2012 budget. The Motion carried unanimously by those members present.

Conference Updates and Selection

Executive Director Shalby updated the Board on preparations for the 2013 annual conference in Atlantic City. He is pleased with the renegotiations of the hotel room contract and does not foresee any problem meeting the food and beverage minimum. Areas of concern remain the current economic problems and possibly delegate transportation into Atlantic City. Director Buttiglieri offered to check with the visitor bureau to see if any additional transportation alternatives could be offered.

Regarding future conferences in Milwaukee (2014) and Hartford (2015), Shalby indicated he is currently working on renegotiations of the room blocks to avoid attrition. The 2016 conference in Omaha has no attrition in the contract.

Regarding the 2017 conference site, Shalby pointed out the Board agreed to hold this conference outside of the United States for this year. Three Canadian cities have submitted proposals and site visits have been conducted. For the third year, an anonymous process will be used to determine the location. The Conference Committee has reviewed the proposal and has made a recommendation. Shalby explained each of the proposals and responded to questions from the Board. After a full discussion of each of the proposals, Shalby announced the Conference Committee recommended city C. He also supported this recommendation.

Motion made and seconded to select city C for the 2017 IIMC annual conference. The Motion carried unanimously by those members present.

Shalby announced city C is Montreal and revealed city A was Toronto and city B was Winnipeg.

Region Director Reports

Each of the Region Directors presented their reports and announced upcoming meetings and events.

Reports were given by each member of the Executive Committee which included their travels promoting IIMC.

Other Business and Announcements

President Cirtin announced the time and location for the MCEF/IIMC Board dinner later this evening.

Adjournment

The meeting was adjourned at 4:49 p.m.

Respectfully Submitted:

Tracy L. Davis, MMC

City Recorder – City of Keizer, OR