

**INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS**

Mid-Year Board of Directors Meeting

November 23, 2013

Hilton Desoto Hotel, Savannah, Georgia

**Minutes**

**CALL TO ORDER**

President Marc Lemoine called the IIMC Board of Directors Mid-Year Meeting to order at 8:00 a.m. on Saturday, November 23, 2013.

**ROLL CALL**

Board Members Present:

President Marc Lemoine, MMC

President Elect Brenda Kay Young, MMC

Vice President Monica Martinez Simmons, MMC

Region I Directors: Shawn Cullinane, MMC; Paul R. Bergeron, MMC

Region II Directors: Vincent Buttiglieri, MMC; Kimberley A. Rau, MMC

Region III Directors: Lynnette Ogden, MMC; Kelly J. Lovette, MMC

Region IV Directors: Pattie S. Dupuis, MMC; Mary Kayser, MMC

Region V Directors: Lanaii Y. Benne, MMC; Terri Kowal, MMC

Region VI Directors: Linda M. Rappe, MMC; Roxanne L. Schneider, MMC

Region VII Directors: Kittie L. Kopitke, MMC; Lana R. McPherson, MMC

Region VIII Directors: Donna M. Geho, CMC; Nancy A. Vincent, MMC

Region IX Directors: Alice J. Attwood, CMC; Joann Lynn Tilton, MMC

Region X Directors: Karla D. Graham, MMC; Gail E. Pomroy, MMC

Region XI Director: Samantha Shippen, CMC

Board Members Absent:

Immediate Past President Brenda M. Cirtin, MMC

Region XI Director Jaap Paans, MMC

The following staff members were present:

Executive Director Chris Shalby

Office Manager Denice Cox

Director of Member Services Janis Daudt

Associate Director of Education Jennifer Ward

Communications Coordinator Emily Maggard

Financial Consultant Pilar Archer

Guests present:

Past IIMC President Colleen Nicol

Incoming Georgia Municipal Clerks and Finance Officers Association President Teresa Bolden

Others present:

Former District III Director Tiny B. Washington  
Parliamentarian Connie M. Deford

## AGENDA

**By unanimous consent, the printed agenda was approved.**

## CONSENT AGENDA

**By unanimous consent, the following consent agenda items were approved:**

**Minutes of May 17 and 18 Board of Directors Meeting**

**Minutes of May 23, 2013 Board of Directors Meeting**

**Minutes of August 17, 2013 Executive Committee Meeting**

## EXECUTIVE SESSION

**Minutes of the May 17 executive session were distributed to members present. Since there were no corrections to the minutes, members were asked to initial their copy as approval.** The initialed minutes were collected by staff.

## MCEF REPORT

Since MCEF President Dale Barstow was not present, this item was postponed until later in the meeting.

## EXECUTIVE DIRECTOR UPDATE

**Staff:** Executive Director Shalby reported that staff changes in accounting have allowed Jan and Tammy to concentrate on membership recruitment.

**Building Update:** We now have two tenants in the building. Building remodeling was required, and the approximate \$4,000 cost was reviewed with the budget committee. The leases have saved IIMC \$1,000 per month on the mortgage payments. This money is now being added to the building reserve fund.

**2013 Conference:** It is anticipated that a net of \$88,000 will be realized from this conference.

**2014 Conference:** The preliminary program is online and has also been mailed out early, thereby achieving a goal established last summer.

**Education:** Education continues to be IIMC's top product. Report on the Education Resource Group will be reviewed later in the agenda.

**Finance:** Vice President Monica Martinez Simmons will provide the budget update in a later report. It was noted that IIMC has \$331,000 in reserves.

**Marketing/Communication:** This year, 15 out of 16 new Technical Bulletins from the NAGARA and MCEF grant were uploaded. These are complimentary to IIMC members.

**Membership:** The focus is on both recruitment and retention of members.

**MCEF Memorial Policy:** This policy is reviewed every three years; there is no hardship in providing the \$50 memorials, usually fluctuating between \$250 and \$500.

**MCEF:** IIMC has two proposals to MCEF regarding distribution of funds toward scholarship. These would allow IIMC to use MCEF restricted funds to choose the scholarship recipient based on developed and

approved criteria, and also to use a portion of MCEF Policy 8 funds (provided to IIMC annually) toward each Region's annual meeting.

LGMA: The Local Government Management Association (LGMA) in British Columbia is similar to the AMCTO in Ontario, Canada. The LGMA board has approved entering into an agreement with IIMC. The proposed agreement with LGMA was included in the board packet. **Motion to approve the Memorandum of Understanding with LGMA was adopted.**

#### **EDUCATION DEPARTMENT REPORT**

Associate Director of Education Jennifer Ward provided the following updates to her written report: As of November 20, there are 225 who have been awarded the CMC designation and 79 the MMC designation.

Director Tilton requested that staff provide statistical information as well as a full activity report regarding the Educational Resource Group.

Director Cullinane requested that staff provide statistical information to the board regarding the various Institutes.

Director Shippen, at the request of Director Paans, read a communication regarding increasing the number of points for international exchange. Executive Director Shalby advised that 11 points had been awarded the Study Abroad Program participants. On the other hand, the International Exchange has never warranted any points.

Director Lovett stated that a requirement for continuing education might increase attendance. President Lemoine advised that the Education Professional Development Committee is looking at this issue. Associate Director Ward stated that the use of an online learning assessment is being evaluated.

Without objection, President Lemoine's recommendation was approved that the Education Action Item #1, the Education/Professional Development Committee recommendation; and the Program Review/Certification Committee report be postponed and considered at the same time later in the meeting as they all dealt with the Athenian Leadership Society Points.

#### **MCEF**

Director Kayser inquired about the necessity of approving recommendations from the Executive Director regarding MCEF funding.

Director Shalby stated that there are two management recommendations as follows:

- 1) **Authorize IIMC Region Directors to oversee the criteria process of the Annual Scholarship program using restricted funds.**
- 2) **Adopt the policy that Policy 8 funds be distributed to each Region to use toward Region meetings, with the amount fluctuating annually depending on MCEF's donation. Also, IIMC would not be returning 14% of these funds to MCEF.**

**Motion to amend recommendation #1 to read that the Region decides how the funds will be allocated to the Region as a whole or among the associations within the region was adopted by unanimous consent. MCEF Recommendation #1 was adopted as amended.**

**MCEF Recommendation #2 was adopted.**

## **COMMITTEE REPORTS**

Without objection, reports from the following committees that did not require action were received: Conference, Election, International, Legislative, Membership, Public Relations, Records Management, and Research and Resources.

On behalf of Director Paans, Director Shippen provided his report on the International Relations Committee suggesting that the Mentoring Committee work with the International Committee toward establishing a “buddy” system for new international members. Director Shalby noted the concern is with a possible language barrier, but staff will look into what Director Paans is proposing.

Director Kayser asked if the concern regarding holding conferences in casinos was being handled by the Conference Committee. President Lemoine advised that he will make that referral.

As a result of Director Kowal’s concern about lack of communication from committee chairs, President Lemoine advised that he will talk to the chairs and make sure they are corresponding with the board liaisons.

## **BUDGET & PLANNING COMMITTEE**

Vice President Simmons advised that the committee had met at headquarters in August and is pleased to present a balanced budget. Consideration of the proposed budget was postponed until after Financial Consultant Pilar Archer’s review of the budget in the afternoon session.

The Auditor’s Report was reviewed in May and is presented for adoption. **Motion to approve the Auditor’s Report for the year ended December 31, 2012 as prepared by Sadd-Velazquez-Higashi-Shammaa, Certified Public Accountants was adopted.**

## **MENTORING COMMITTEE**

Director McPherson, liaison to the committee, related that the committee would like to play a much bigger part in the first-timer orientation process at the conference, including an opening reception time with the new members that will not conflict with other activities. Director of Member Services Director Daudt advised that there are now 49 mentors and 55 mentees. Executive Director Shalby stated that staff is planning a pre-opening reception with invitations extended to all first timers, mentors, and Region Directors. He reiterated that there is an IIMC Policy regarding first time orientation and the Immediate Past President is the person who facilitates that session. That process will be continued.

**Motion to approve the Mentoring Committee’s recommendation was adopted.**

## **RECESS**

The meeting recessed at 10:40 a.m. and reconvened at 10:50 a.m.

## **EDUCATION DEPARTMENT ACTION ITEMS**

President Lemoine noted that there are recommendations regarding these two action items (Athenian Leadership Society Point Increase and IIMC/NAGARA Technical Bulletins courses) have been reviewed and recommendations received from both the Education and Professional Development Committee and the Program Review and Certification Committee.

On behalf of the Education and Professional Development Committee, Director Kayser noted that the committee is in favor of increasing the point structure for the Athenian Leadership dialogues. Regarding the technical bulletin courses, the committee thought that this might be useful for clerks who are just a few points short and have funding issues. Based on information from the Educational Resource Group, it

is recommended that the number of technical bulletins used for educational points be limited to five and to charge a nominal fee to help offset the use of staff resources.

Director Kopitke noted that the Program Review and Certification Committee had an extensive teleconference regarding these topics. The committee is comfortable with keeping the Athenian dialogue to two points. As far as the technical bulletins, the committee wished to first ascertain the view of the Education Resource Group.

Associate Director Ward advised that she had contacted Director Bergeron regarding the NAGARA grant and charging a fee for the technical bulletin review. There was no objection so long as it is clear that the fee is for assessment and evaluation. The proposal is for a fee of \$25, and she is recommending that no more than five technical bulletins earning up to five points be allowed.

**After extensive discussion, a motion was offered that 3 CMC/MMC educational points be awarded for participating in and completing an assessment for an Athenian Leadership Dialogue and that the maximum number of educational points obtained in that manner be limited to 20 points to be applied to the CMC/MMC designations. A motion to amend by striking out 20 and inserting 18 was adopted by unanimous consent.**

**A motion to divide the question between the award of 3 points and the maximum number of points allowed was adopted.**

**The motion to award 3 CMC/MMC educational points for participating in and completing an assessment for an Athenian Leadership Dialogue was adopted.**

**The amended motion that the maximum number of educational points obtained in that manner be limited to 18 points to be applied to the CMC/MMC designations was adopted with the following Directors voting no: Atwood, Buttiglieri, Kayser, Kowal, Rappe, Shippen, and Tilton.**

There was no motion regarding the technical bulletin issue, and President Lemoine requested that staff put together some additional information for a future meeting.

#### **POLICY COMMITTEE**

Director Cullinane reported on the work of the committee regarding the IIMC Policy Manual. He reviewed the changes and presented the following for approval:

##### **Title 1. GENERAL PROVISIONS**

- Chapter 1.01 Policy Manual Adoption
- Chapter 1.05 Mission Statement, Educational Philosophy, Professional Certification and Educational Partnership
- Chapter 1.10 Social Media

##### **Title 2. BOARD OF DIRECTORS**

- Chapter 2.05 Minutes and Agendas
- Chapter 2.10 Accord of Trust and Confidentiality Agreement
- Chapter 2.15 President and Executive Director Activity Reports
- Chapter 2.20 Elections and Campaigning
- Chapter 2.25 Vacancy of Vice President
- Chapter 2.30 Region Directors Responsibilities
- Chapter 2.35 Committees – Creation and Appointment
- Chapter 2.40 Ethical Standards Committees – Oath of Office/Confidentiality
- Chapter 2.45 Expenses – Conference
- Chapter 2.50 Expenses – Board Travel

Chapter 2.55 Gifts  
Chapter 2.60 Visits – Presidential  
Chapter 2.65 Past Presidents  
Chapter 2.70 Memorials  
Chapter 2.75 Board of Directors Mid Year Meetings  
Chapter 2.80 First Timer Session at Annual Conference  
Chapter 2.85 Executive Committee Travel  
Chapter 2.90 Posting of Proposed Constitutional Amendments

**Title 3. PERSONNEL**

Chapter 3.05 Deferred Compensation Plan  
Chapter 3.10 IIMC Business Credit Card Usage  
Chapter 3.15 Expenses – Staff Travel  
Chapter 3.20 Early Retirement Incentive

Chapter 5.10 Certified Municipal Clerk Certification (in part)  
Chapter 5.15 Master Municipal Clerk Certification (in part)

Chapter 6.25 Awards (in part)

Chapter 7.15.030 Request for Proposal (RFP)

**Motion to approve Title 1 was adopted by unanimous consent.**

**Motion to approve Title 2 was adopted with the following amendments:**

**Chapter 2.05.030 2F,** by striking out “The Executive Director or his designee will make arrangements for a parliamentarian to serve in each board of directors meeting.”  
**Chapter 2.20.030 D,** by striking out the “s” in associations.  
**Chapter 2.95.030,** by striking out “carry out minute preparation” and inserting “review the minutes”

**Motion to approve Title 3 was adopted.**

**Motion to approve Chapter 5.10 and Chapter 5.15 was adopted.**

**Motion to approve Chapter 6.25 was adopted with the following amendment:**

**Chapter 6.25.030 A2,** by inserting “in good standing” after to resign.

**Motion to approve Chapter 7.15.030 was adopted.**

**RECESS**

The meeting recessed at 10:55 a.m. and reconvened at 11:18 a.m.

**CONSTITUTION TASK FORCE**

Without objection, the report of the committee was postponed until the afternoon session when Committee Chairman Dyanne Reese would be present.

## STAFF REPORTS

Communications: Communications Director Emily Maggard reported that the “Seal of IIMC Approval” was emailed to all Institute Directors, and they are using it on their correspondence. E-briefings continue to be sent out weekly. We are getting 22% readership for the News Digest which compares to the industry standard of 19.7%. We now have 909 “likes” on Facebook.

Conference Event Management Group: Executive Director Shalby stated that in 2010 IIMC entered into a contract with Partners Ltd., Debbie Bullwinkel and Sharon Ozimek, to handle and oversee the annual conferences, future conference bids, etc. They have been instrumental in helping reduce costs, renegotiate contracts, and alleviate quite a bit of conference burden for staff. It is recommended that the contract be renewed with an increase in their annual fee from \$55,000 to \$60,000. Funds have been set aside in the 2014 budget.

**Motion to approve the contract renewal with Partners Ltd. at an annual fee of \$60,000 was adopted.**

Education Resource Group: In 2012, management recommended not hiring a Director of Education but instead creating the Education Resource Group, now comprised of four Institute Directors: Kassie Van Remortel, University of Wisconsin, Green Bay; Ina Wintrich, Arizona State University; Fleming Bell III, North Carolina University; and Jeff Hendry, Florida State University. This group has been working with the Education Department on a variety of activities. Executive Director Shalby recommended renewing their contract for the next two years.

**Motion to approve the contract with Education Resource Group for the next two years was adopted.**

President Lemoine referred the responsibility for developing a policy for the duties and responsibilities, methodology for member selection, etc. for the Education Resource Group to the Policy Review Committee.

Membership: Director of Member Services Janis Daudt stated that the focus of the membership drive this year will be small municipalities (between 400 and 2100 residents), offering one and one half year membership for the cost of one year. She noted that there were 2,812 responses to the 2013 Salary Survey. The Region Director Challenge has brought in 18 new members. Whoever wins the challenge will get two free 2014 conference registrations.

Region XI Consultant Report: Executive Director Shalby advised that the contract with Nick Randle, former Region XI member and former CEO of the Local Council Clerks in the United Kingdom, was approved a year ago. He has produced two Region XI newsletters with the assistance of staff liaison Denice Cox and the International Relations Committee. Currently plans are underway for a Symposium in Brussels. What Nick feels is needed would be marketing material specifically tailored to Region XI.

## RECESS

The meeting recessed at 12:00 p.m. and reconvened at 1:20 p.m.

## GUESTS

President Lemoine recognized the presence of Olivia Woods, retired City Clerk of the City of Atlanta, and Dyanne Reese, City Clerk of Savannah and our host for this meeting.

## **MCEF REPORT**

MCEF President Dale Barstow reported that this year there will be a 30-30 campaign – to raise \$30,000 in the 30<sup>th</sup> year of the foundation. He explained how the donations assist IIMC through policies instituted by the foundation. Currently the foundation has approximately \$1.5 million in unrestricted and \$371,000 in restricted funds.

For the fundraiser at the 2014 Conference, a \$30 donation will provide a card to be used and verified at different restaurants and establishments in Milwaukee. A drawing from those tickets with 10 verifications will be held on Wednesday. President Barstow also pointed out that the Hawaii raffle is not limited to clerks; anyone may purchase a ticket. Last year approximately \$10,000 was raised through this raffle.

## **2014 CONFERENCE REGISTRATION**

Communications Director Emily Maggard stated that the beta version of online conference registration is now available. She encouraged the Region Directors to register to test the system.

## **CONSTITUTION TASK FORCE**

Past Presidents Dyanne Reese and Colleen Nicol came forward to present the report. It was explained that the task force consists of a group of past presidents who worked with the IIMC Executive Director in preparing the proposed constitution. Past President Nicol noted that they are proposing that associate and retired members have the right to vote.

Past President Nicol also noted that a prior board voted that not more than two officers on the executive committee could be from the same region and directed that this be sent to the membership for a vote. The Task Force is not recommending that language, and they wish to have a separate vote on that issue when the constitution is considered.

Without objection, President Lemoine then proceeded to take debate article by article before a motion was made.

**After discussion on the Preamble, the motion to take comments on the document and then refer back to the Task Force with the document to be brought back to a teleconference so that the document can go before the annual business meeting in May 2014 was adopted.**

### **Article I: General**

A suggestion was made to add “and academies.”

Fiscal Policies: There was discussion on whether the word “shall” should be substituted.

Restrictions: The word “shall” was suggested as well as the singular “requirement.” Executive Director Shalby expressed his thinking that the document should be in an active voice without the use of the word “shall.”

Name: Substitute verbiage was suggested.

### **Article II. Membership**

Full Member: There were suggestions regarding removal of “and” and also in a different location, insertion of “have.”

Additional Full Member: It was suggested that instead of saying these members can vote to include language that they have the same privileges as full members.

Associate Members: The discussion was largely about the voting rights of all members, and a suggestion was made that the statement be made only once.

Honorary Member: It was suggested to strike out the second sentence in a) Past Presidents.

It was agreed that the more substantial changes be reviewed, with grammatical corrections sent to the Task Force.

**Article III. Board of Directors**

Executive Committee: There was a question regarding the election of the vice president, since this is done in advance of the conference.

There was no discussion regarding Article IV. Board of Directors – Powers; Article V. Officers – Powers; or Article VI. Executive Director.

**Article VII. Meetings – Board of Directors**

Polling the Board of Directors: It was stated that this is a good section, since it has been discussed for some time.

Annual Business Meeting: There was a question whether this was included in the correct section.

There was no discussion regarding Article VIII. Vacancies – Board of Directors.

**Article IX. Elections and Qualifications – Board of Directors**

Qualification of Candidates – Vice President: It was suggested that the language be uniform with the policy of having served two years as a Municipal Clerk.

There was no discussion regarding Article X. Ethical Standards.

**Article XI. Amendments To The Constitution**

The discussion focused on who can bring a proposal forward and what the role of the board of directors will be. Task Force members stated that it was their intent to have the board of directors approve the proposal before being placed on a ballot. There was also discussion regarding how the vote would be conducted—at the annual meeting or by the membership after input at the annual meeting.

Executive Director Shalby noted that after the document is in final form, it will need to be reviewed by legal counsel. Also, there is a 120-day notice requirement prior to the conference. That would mean everything must be in place by March 1. If it isn't ready to be presented in 2014, the existing constitution is fine as it stands.

**RECESS**

The meeting recessed at 2:38 p.m. and reconvened at 2:52 p.m.

**FINANCIALS**

Financial Consultant Pilar Archer presented the September financial report. All departmental expenses are currently under their respective budget. A net profit of \$194,278 is projected—more than \$140,000 over the projected budget of \$54,000. Current operating reserves are \$237,000 with restricted reserves of approximately \$331,000.

The proposed 2014 budget was presented. This budget includes the agreed upon 1% increase for the Executive Director as well as a 2% cost-of-living adjustment for all departments. Ms. Archer explained that a "wish list" category was added to the reporting, and it has been a very useful tool for staff and the Budget and Planning Committee.

A schedule of salaries was requested, and the Executive Director advised this will be e-mailed to the board.

**Motion to approve the proposed 2014 budget was adopted.**

It was suggested that a one-page summary of the budget be presented at the annual conference.

**ANNUAL CONFERENCE UPDATES**

2014 Milwaukee, Wisconsin: Executive Director Shalby stated there are two hotels, the Hyatt and the Hilton, within a five minute walking distance from the convention center. More than 600 attendees are expected. The All-Conference Event will be off-site at the Harley Davidson Museum. All contracts have been signed. The rate for both hotels is \$159 per night.

2015 Hartford, Connecticut: An agreement has been signed with the Marriott, and there are several other hotels within walking distance of the convention center. He will travel to Connecticut in January.

2016 Omaha, Nebraska: The conference will be in one hotel, the 500-room Hilton, connected to the convention center by a skywalk. Contracts are signed; and necessary steps to reduce the room block have been taken.

2017 Montreal, Quebec, Canada: The Hilton Hotel has approximately 325 rooms, and there are other hotels within the city that could be used. A smaller number of attendees is projected because the conference will be outside of the United States.

**2018 Annual Conference – Site Selection**

The site selection will be considered anonymously, without using the names of the cities. The conference will be May 18-23, 2018; and 600 attendees are projected. The Executive Director reviewed the amenities and financial aspects for locations A thru D. The Conference Committee recommended City B.

**Motion to select City B was adopted.**

The Executive Director revealed that City B is Norfolk, Virginia. City A is Greensboro, North Carolina; City C is Columbus, Ohio; and City D is Anchorage, Alaska.

**2013 STUDY ABROAD RECAP**

Vice President Elect Simmons reviewed the study abroad tour. Each participant received 11 educational points. She stated there were over 14 presenters, and she thought the educational events were outstanding. It was suggested that a policy be developed regarding the Study Abroad program.

Without objection, President Lemoine referred this matter to the Policy Committee and the International Relations Committee.

**REPORTS FROM DIRECTORS**

Each Region Director reported on activities in their region and announced upcoming meetings and events. Executive Committee members also provided verbal reports.

**NATIONAL LEAGUE OF CITIES CONFERENCE**

Executive Director Shalby gave an update on the recent conference held in Seattle. Twenty-five IIMC members attended a breakfast. He suggested that perhaps next year a session could be presented on how to work with your clerk.

## **INTERNATIONAL EXCHANGE PROGRAM**

Director Shippen stated that Region XI will provide a report on how best to use the allocated money for the international exchange program.

## **COURTESY ACKNOWLEDGEMENTS**

Thanks were expressed to Past President Dyanne Reese for the gifts from the City of Savannah and for hosting the board during the weekend meeting. Appreciation was also voiced to Past Region III Director Tiny Washington for taking the minutes of the meeting.

## **ADJOURNMENT**

**Motion to adjourn was adopted, and the meeting adjourned at 4:35 p.m.**

Tiny Washington, Recording Secretary  
by Connie M. Deford, Parliamentarian

Approved: May 16, 2014