

INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS
Board of Directors Annual Meeting
May 16 – 17, 2014
Wisconsin Convention Center – Milwaukee, Wisconsin

Minutes

CALL TO ORDER

President Marc Lemoine called the IIMC Board of Directors annual meeting to order at 3:40 p.m. CDT on Friday, May 16, 2014.

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: Jaap Paans, MMC
Immediate Past President Brenda M. Cirtin, MMC

Board Members Absent:

Region XI Director: Samantha Shippen, CMC

The following staff members were present:

Executive Director Chris Shalby
Office Manager Denice Cox
Director of Member Services Janis Daudt

Guests present:

Region II Director-elect Andrew J. Pavlica, MMC
Region IV Director-elect Renee Cantin, MMC

Others present:

Parliamentarian Connie M. Deford

On a motion by Monica Martinez Simmons, Samantha Shippen was excused from the meeting. Also, on motion by Mary Kayser, the anticipated absence of Monica Martinez Simmons was excused.

AGENDA

By unanimous consent, the printed agenda was approved.

CONSENT AGENDA

By unanimous consent, the following consent agenda items were approved:
Minutes of November 22 and 23, 2013 Mid-Year Board of Directors Meeting
Minutes of February 21, 2014 Executive Committee Meeting
Minutes of March 10, 2014 Teleconference Board of Directors Meeting

EXECUTIVE SESSION

Minutes of the November 22, 2013 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 prior to adjournment.

MCEF REPORT

MCEF President Dale Barstow reported that Foundation funds total almost \$2 million. This enables the Foundation to give back \$50-70,000 each year to IIMC. There are 20 restricted endowments. He explained that an endowment can be started for \$1,000, and it is not touched until it reaches \$5,000. The 30/30 fund raiser in honor of the Foundation's 30th anniversary has raised between \$700 and \$800 so far. The run has raised about \$1,500 so far. The Hawaii raffle continues to be advertised. He asked that members contact him with any new ideas regarding fund raising.

Individual contributions are down \$60-70,000. MCEF is trying to work on ways to encourage our members to donate at least \$25. Overall, scholarship applications were down this year with one region not having any applicants. The applications will go out earlier next year.

EXECUTIVE DIRECTOR UPDATE

Staff: Executive Director Shalby reported Jennifer Ward and Emily Maggard have resigned their positions. Emily Maggard has been working as a freelancer for IIMC since March producing the *News Digest*, E-briefings, and overseeing social media, and will continue in this position through 2014.

ED Shalby's April 8, 2014 education report will be considered later in the meeting.

2014 Conference: As of April 16, 638 delegates had registered for the conference. In addition to the rebate/commission from the two conference hotels and the \$25,000 contribution from the Milwaukee Convention & Visitors Bureau, steps were taken to curtail losses including meeting the food and beverage minimum at the Wisconsin Center, printing of the conference program in an 8.5" x 11" format, eliminated the printing of conference handouts and delegate envelopes, and reduction of budget for the opening reception and all conference event.

Director Kowal asked if there was a way to negotiate a lower hotel rate for members---such as no more than \$10 above market rate. ED Shalby stated that the reason the rate is higher than the posted conference rate is that when IIMC sells its initial contracted room block, the hotel can charge a much higher rate than what was originally contracted.

Education: Ashley Carroll comprises the current Education Department, and the department continues to operate efficiently.

Education Group: Two of the members are retiring this year: Fleming Bell from the University of North Carolina and Ina Wintrich from Arizona State University.

Director Buttiglieri inquired about the process for filling the vacancies. ED Shalby advised that an RFP will go out to Institute Directors.

Finance: Restricted reserves now total \$401,000, with an estimated three additional years to reach \$500,000.

Improvement to Budget Process: The process for modifying the budget reporting process initiated in 2013 will continue to be followed.

Headquarters Building: Offices are fully leased through 2016 and 2018. The building does need new paint and patchwork, and proposals are being reviewed. Building maintenance is included in the budget.

Membership: The latest membership campaign aimed at municipalities with population of 2,100 or less has resulted in 77 new members. The previous campaign for populations above 2,100 resulted in more than \$40,000 and more than 370 new members.

Symposium: The Region XI Symposium in Brussels, Belgium, currently has 76 registered IIMC Region XI members.

Region XI Consultant: Nick Randle has advised that he will have to discontinue working with IIMC due to other personal commitments. In response to a question from Director Kayser, ED Shalby advised that he will talk with Region XI Directors Shippen and Paan before a search is initiated to replace the Region XI consultant.

Amendment to Policy 2.35, Committees – Creation and Appointment: ED Shalby proposed an amendment to section 2.35.210 by striking out A. Each committee shall convene a meeting at the annual conference. Time shall be scheduled in the conference program for committees to meet.

After extensive debate, Director Paans moved to instead insert “if determined necessary” at the end of the first sentence. Motion adopted.

Vice President Monica Martinez Simmons left the meeting at 4:38 p.m.

EDUCATION DEPARTMENT REPORT

The Education Department report was postponed until the continuation of the meeting on Saturday.

COMMITTEE REPORTS

Without objection, reports from the following committees that did not require action were received: Conference, Legislative, Membership, Mentoring, Program Review/Certification, Public Relations, and Research and Resources.

ADJOURNMENT

The meeting adjourned at 4:47 p.m. to reconvene at 8 a.m. on Friday, May 17, 2014.

Connie M. Deford, Parliamentarian

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Board of Directors Annual Meeting
May 16 – 17, 2014
Wisconsin Convention Center -- Milwaukee, Wisconsin

Minutes

CALL TO ORDER

President Marc Lemoine called the IIMC Board of Directors annual meeting to order at 8:00 a.m. CDT on Saturday, May 17, 2014.

ROLL CALL

Board Members Present:

President Marc Lemoine, MMC
President Elect Brenda Kay Young, 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
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Region XI Director: Jaap Paans, MMC
Immediate Past President Brenda M. Cirtin, MMC

Board Members Absent:

Vice President Monica Martinez Simmons, MMC
Region XI Director Samantha Shippen, CMC

The following staff members were present:

Executive Director, Chris Shalby
Office Manager, Denice Cox
Director of Member Services, Janis Daudt
Verification Specialist, Ashley Carroll
Administrative Assistant, Maria Miranda
Financial Consultant, Pilar Archer

Guests present:

IIMC Past President Colleen Nicol
IIMC Past President Dyanne Reese
Region II Director-elect Andrew J. Pavlica, MMC
Region IV Director-elect Mary Ann Hess, MMC

Region VI Director-elect Ann B. Uecker, MMC
Region VIII Director-elect Renee Cantin, CMC
Institute Director Kassie Van Remortel
Institute Director Jeff Hendry

Others present:

Parliamentarian Connie M. Deford

EDUCATION DEPARTMENT REPORT

Verification Specialist Ashley Carroll reviewed the education report adding the following:

- Since the New Jersey Conference in 2013, IIMC has 55 Athenian Fellows
- Virginia Commonwealth University proposal has been approved for an Institute
- New Jersey Clerks Association continues to search for new Institute
- West Virginia has put together a task force to begin the process of creating an Institute
- To date, IIMC has not received a proposal from South Dakota regarding an Institute
- We currently offer 2 online courses and expect to have 3 additional in the next year

BUDGET AND PLANNING COMMITTEE

Education Director Shalby reviewed the report and stated that mid-year Board meeting went over budget by \$15,445. President Lemoine went over the recommendations in the report and asked that the Board consider recommendations listed in order to keep the cost of mid-year meetings at a minimum. Director Cullinane moved to accept report as submitted. **Motion adopted.**

EDUCATION AND PROFESSIONAL DEVELOPMENT COMMITTEE

Education Director Shalby gave an overview of the report and the following comments were made:

Director Geho would like Board to revisit and address the issue of 18 capped points for the Athenian Dialogues. ED Shalby agreed.

Director Kayser recommends re-doing the MMC survey in order to gain demographic data.

ED Shalby stated the committee did a great job and that the survey worked well; he too recommends re-doing the survey to take a look at demographics more closely.

Director Kowal moved to accept the report and recommendations. **Motion adopted.**

ELECTIONS COMMITTEE REPORT

Director Kowal discussed the report and the following questions were raised:

Director Butiglieri asked if it's a good idea for vote totals to be given out loud at the Annual Business Meeting. Director Kowal stated she had brought up that question to the committee but had received no response and suggested no vote totals be given at the ABM.

Parliamentarian Deford advised President Lemoine that IIMC's parliamentary authority states that numbers are to be given.

The question was raised regarding limiting the number of emails the Vice President candidates are allowed to discuss their candidacy. Executive Director Shalby stated that perhaps IIMC and the Elections Committee could vet the information candidates disseminate to the membership, controlling content in that regard.

INTERNATIONAL RELATIONS COMMITTEE

Director Paans moved to thank International Consultant Nick Randle for his hard work and efforts in Regions X and XI. **Motion adopted.**

Director Paans stated that perhaps it would be possible to combine the Study Abroad Programs with the IIMC Annual Conference in Hartford, CT as well as the future conference in Canada.

Executive Director Shalby commented on the following:

- **Goal 2 – Marketing.** IIMC already created a poster and provided a booth in the exhibit hall.
- **Goal 3 – Welcoming Region XI Members.** He suggests creating a “template” letter to be sent to each new member to create one-on-one communication.
- **Goal 4 – Funding.** In 2013 MCEF provided \$15,000 toward the education component for this program; however, there is no guarantee what future funding will be.
- Without objection, the recommendations regarding funding international programs were referred to the Budget and Planning Committee.

POLICY REVIEW COMMITTEE

Director Cullinane provided an overview of the report and thanked Committee Chair Cassler for her work with the policies.

Director Cullinane moved to approve the recommended changes to Policies in Chapter 6. **Motion adopted.**

Proposed new policies regarding committee goals, international relations consultant, and education resource group were discussed.

Without objection, the board suspended the rules to allow President Lemoine to speak in debate.

The motion to approve the policy regarding the international relations consultant was defeated by the following vote: Yes, 10; No, 11.

Without objection, Director Paans' motion to refer the policy back to the Policy Committee was approved.

Past President Cirtin moved to refer the proposed policies regarding committee goals and the education resource group back to the Policy Committee. **Motion adopted.**

President Lemoine vacated the chair at 9:25 a.m., and President-elect Young assumed the chair.

RECORDS MANAGEMENT COMMITTEE

Director Bergeron gave an overview of the report.

Without objection, a referral was made to the Budget and Planning Committee for \$1,000 funding.

Director Kayser moved to accept the report as presented. **Motion adopted.**

The meeting recessed at 9:30 a.m. and reconvened at 9:55 a.m. with President Lemoine in the chair.

Director Cullinane's request to reopen the discussion on Policy was approved.

Director Cullinane moved to have the board policy manual available in the *Members Only* section of the website. **Motion adopted.**

REVISIONS TO THE CONSTITUTION

Chair Dyanne Reese gave an overview of the report and the following comments were made:

Executive Director Shalby stated that other than checking for consistency, the Constitution had no major changes from those submitted at the mid-year meeting last year. The next step will be to have the document reviewed by a non-profit attorney. The attorney's recommendation will be brought back to the board at this year's mid-year meeting.

Past President Nicol stated that the most controversial change was the elimination of the two-thirds votes requirement at the Annual Business Meeting.

Past President Cirtin moved to go forward with the legal review. **Motion adopted.**

2013 YEAR-END NOTES

Year-end financials, budgets and expenses were presented by Financial Consultant Archer.

In response to Director questions, Executive Director Shalby stated that there is no recommendation at this time to reduce the conference registration fee.

Director Ogden moved to approve the annual audit. **Motion adopted.**

COMMUNICATIONS DEPARTMENT REPORT

Executive Director Shalby gave an overview adding that, as stated in the report, as of February 2014, Emily Maggard, Communications Coordinator, resigned. Since that time, IIMC has employed Emily on a freelance basis to produce the monthly News Digest, weekly E-Briefings and to keep up with social media.

The comment was made that E-Briefings are repetitive and ED Shalby agreed to have them go out every other week rather than weekly.

MEMBER SERVICES REPORT

Director of Member Services Daudt gave an overview of the report including information on membership drives.

EDUCATION RESOURCE GROUP

Executive Director Shalby thanked the ERG group for a great job and announced that there will be two vacancies.

ANNUAL CONFERENCE UPDATES

Executive Director Shalby provided the Board with the following information regarding upcoming annual conferences:

2015 Hartford, CT

- Annual Conference will have longer days since it will be a four-day conference
- Marriott Hotel will offer room rates at \$155/night
- There are other hotels available in the area
- All sessions will be held at the Convention Center

2016 Omaha, NE

- Have not yet met with the Omaha host committee
- Room rates at the Hilton will be \$150/night; there are 500 rooms

2017 Montreal, Canada

- All sessions will be at the Hilton; room rates will be provided via email

2018 Norfolk, VA

- Room rates are: Sheraton - \$139/Marriott - \$150-\$155
- Convention Center is attached to the Marriott Hotel

NEW BUSINESS

Director Cullinane asked that the member application information in the *News Digest* be reviewed.

Director Cullinane moved that the ability for the IIMC President to participate in debate during board meetings be referred to the Policy Committee. **Motion adopted.**

EXECUTIVE SESSION MINUTES

Director Kowal moved approval of the November 22, 2013 executive session minutes. **Motion adopted.**

The meeting recessed for lunch at 11:15 a.m. and reconvened at 1:45 p.m.

President Lemoine thanked the Host Committee for the Board gifts and opened the meeting with the discussion of the hiring of a Director of Education.

Executive Director Shalby asked if we are looking to hire a new Director of Education simple to follow the old education model or because we really need one? He asked the Board to have an open discussion in order to get input on what everyone thinks.

After extensive discussion, Institute Directors Jeff Hendry and Kassie Van Remortel were asked their opinions on the subject and they were both in agreement that it is not necessary to hire a new Director of Education and that a Director of Professional Development would suffice. This person would act as a facilitator between IIMC, Institutes and members regarding the consistency and growth of the education programs and the development of new programs.

The question was raised whether the Director of Professional Development would take the place of the ERG. Executive Director Shalby stated it would be ideal to hire someone for that position but also keep the ERG. He advised would assess the position and salary and give more specific information at the Mid-Year meeting in November 2014.

EXCUSED ABSENCE

Director Rau moved to excuse Director Cullinane from the remainder of the board meeting. **Motion adopted.**

REPORT FROM DIRECTORS

Oral reports were provided.

The meeting adjourned at 3:50 p.m.

Maria Miranda
Recorder