

**International Institute of Municipal Clerks
Board of Directors ~ Mid-Year Meeting
November 14, 2014
Mission Inn – Riverside, California**

The board meeting was called to order at 3:25 p.m.

The following were in attendance:

President Brenda Kay Young, MMC
President Elect Monica Martinez Simmons, MMC
Vice President Vincent Buttiglieri, MMC
Immediate Past President Marc Lemoine, MMC
Region I Directors: Paul R. Bergeron, MMC; Shawn Cullinane, MMC
Region II Director: Andrew J. Pavlica, MMC
Region III Directors: Kelly J. Lovette, MMC; Lynnette Ogden, MMC
Region IV Director; Mary Ann Hess, MMC
Region V Directors: Lanaii Y. Benne, MMC; Terri Kowal, MMC
Region VI Directors: Linda M. Rappe, MMC; Anne B. Uecker, MMC
Region VII Directors: Denise Chisum, MMC; Lana R. McPherson, MMC
Region VIII Director: Renne Cantin, CMC
Region IX Directors: Alice J. Attwood, MMC; Joann Lynn Tilton, MMC
Region X Director: Debi A. Wilcox
Region XI Director: Jaap Paans, MMC

Board Members Absent:

Region II Director Kimberly A. Rau, MMC
Region IV Director Pattie B. Dupuis, MMC
Region VIII Director Nancy A. Vincent, MMC
Region X Director Karla D. Graham, MMC

Executive Director Chris Shalby

Others present:

Former Director Mary Kaiser
Parliamentarian Connie M. Deford

Agenda

Without objection, the agenda was approved as distributed.

Consent Agenda

On a motion by Director Kowal, the consent agenda was adopted, which included the following minutes:

May 16 and 17, 2014 Board Meeting – Milwaukee, WI
May 22, 2014 Annual Board Meeting – Milwaukee, WI
August 16, 2014 Executive Committee Meeting
September 15, 2014 Teleconference Board Meeting

Board Members Excused

On a motion by Director Paans, the following board members were excused: Region II Director Kim Rau, Region VIII Director Nancy Vincent, and Region X Director Karla Graham.

Executive Session

Immediate Past President Lemoine moved to go into executive session. Motion adopted and the executive session was called to order at 3:30 p.m.

(District IV Director Pattie Dupuis joined the meeting at 3:31 p.m.)

The regular board meeting reconvened at 4:25 p.m.

Adjournment

The meeting adjourned at 4:26 p.m.

Connie M. Deford
IIMC Parliamentarian

**International Institute of Municipal Clerks
Board of Directors ~ Mid-Year Meeting Agenda
November 15, 2014
Mission Inn – Riverside, California**

Board Meeting began at 8:30 a.m.

The following were in attendance:

President Brenda Kay Young, MMC

President Elect Monica Martinez Simmons, MMC

Vice President Vincent Buttiglieri, MMC

Immediate Past President Marc Lemoine, MMC

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

Region II Director: Andrew J. Pavlica, MMC

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

Region IV Directors: Pattie B. Dupuis, MMC; Mary Ann Hess, MMC

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

Region VI Directors: Linda M. Rappe, MMC; Anne B. Uecker, MMC

Region VII Directors: Denise Chisum, MMC; Lana R. McPherson, MMC

Region VIII Director: Renee Cantin, CMC

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

Region X Director: Debi A. Wilcox

Region XI Director: Jaap Paans, MMC

Board Members Absent:

Region II Director Kimberly A. Rau, MMC

Region VIII Director Nancy A. Vincent, MMC

Region X Director Karla D. Graham, MMC

The following staff members were in attendance:

Executive Director Chris Shalby

Office Manager Denice Cox

Director of Member Services Janis Daudt

Member Services Representative Tammy Schultz

Director of Professional Development Jane Long

Certification Manager Ashley DiBlasi

Education Assistant Malinda Henry
Finance Specialist Janet Pantaleon
Financial Consultant Pilar Archer

Guests present:

MCEF President Dale Barstow
Past President Mary Lynne Stratta
Past President Colleen Nicol
Past President Dyanne Reese
Institute Director Maureen Kane
Past Board Member Mary Kayser
MCEF Business Council Member Cristina Loverde

Others present:

Parliamentarian Connie M. Deford
IIMC Staff, Minute Taker Maria E. Miranda

MCEF Report

MCEF President Dale Barstow introduced the current MCEF Board that was in attendance: Mary Lynne Stratta, Colleen Nicol, Cristina Loverde and Dyanne Reese. He discussed MCEF scholarship funds and the lack of applications for these scholarships. He encouraged IIMC Board members to reach out to state associations to spread the word in order to bring in more scholarship applicants. President Barstow also expressed concern that the membership donations have dropped considerably; stating that we need to build the basis in order to have these funds available for the members and for scholarships. He stated some great ideas to raise funds are:

- Explore Hartford fundraiser at the upcoming IIMC Conference
- Asking/encouraging members to bring silent auction items
- Getting the word out on Social Media

Director Paans asked if we have ever considered including the \$25 contribution in the membership dues. ED Shalby stated that IIMC has discussed this with attorneys and though the practice is not illegal, the reporting guidelines are complex and difficult to implement.

President Young indicated that Board members need to promote the MCEF donation issue and that all Directors need to become well versed in regards to the Foundation and how to promote it to the membership. She also said that although we've decided to do away with the live auction during the annual banquet, the Board will be discussing other ideas to replace those revenues from the live auction.

Executive Director Update

Staff: Executive Director Shalby reported that staff assessments salary increases were presented to the Budget committee. The salary increases are included in the 2015-projected budget.

Building Update: IIMC has two offices that it leases. In September, both tenants terminated their leases and vacated the premises. Tenant #1 (Springleaf Financial) has paid rent through the end of 2014 and for January and February 2015. Tenant #2 (Baron Services) vacated owing IIMC rent and an electrical bill totaling \$10,915. IIMC has contacted an attorney regarding payments and, although the attorney believes getting a judgment to recover the back rent is not a problem, the issue is the cost of the attorney going after the money compared to what is actually owed. ED Shalby stated that he has sent Baron several emails and left several voice mails asking if he would like to work out an arrangement but as of today, he has not responded. ED Shalby also stated that the vacant offices have been showing and, hopefully, we'll get renters soon. We are not anticipating using any money from restricted reserves to offset monthly mortgage payments.

Director Cullinane agreed with ED Shalby with regards to the Attorney costs in trying to collect back rent from Baron and asked who is responsible for collecting rent. ED Shalby responded that the first tenant paid automatically; as for the second tenant, we relied on them to submit payments. Director Cullinane stated that this issue needs to be addressed internally so that it doesn't happen again; ED Shalby assured everyone that the issue has been addressed internally and that there is now a process in place.

2014 Conference: It is anticipated that a net of \$60,000 will be realized from this conference by year-end 2014.

2015 Conference: The preliminary program and registration form are posted on the IIMC website. Hartford is a great city, with everything being in walking distance of the hotels and convention center. The host hotel, Marriott, has 275 rooms and 75% attrition; the Hilton is the second hotel with 200 rooms and no attrition. We are anticipating selling out both hotels. Hartford has the Dash, a city bus that offers complimentary door-to-door pick up and drop off at convention center, hotels and/or other places in Hartford.

Education: ED Shalby stated that Dr. Jane Long will start officially as IIMC's Director of Professional Development in January 2015. Also, Gordon McIntosh submitted the strategic plan; however, the plan needs to be modified. ED Shalby will ask McIntosh to review the plan and flesh it out since it is a bit convoluted. He asked if the board can approve the presented plan in theory and revisit it in May 2015. **Director Kowal moved to submit the plan as presented in theory. Motion adopted.**

ERG: ED Shalby reported that IIMC advertised the vacancies with Institute Directors and received three resumes which were reviewed by the Task Force comprised of Directors Shawn Cullinane, Alice Attwood, and Terri Kowal. The applicants were: Gayle Martin, Kansas; Kathie Novak, Colorado; and Robert-Jan Ritsema, the Netherlands. The Task Force selected Kathie Novak. **Novak was approved as the additional ERG member.**

ED Shalby reported that after two years as IIMC's International Consultant, Nick Randle retired. An RFP was distributed to all members in Region XI, bringing in five resumes which were reviewed by the task force comprised of Past President Lemoine, Vice President Buttiglieri and Director McPherson. The Task Force selected Tom Van der Hoven, UK, as the new Region XI Consultant. **Tom Van der Hoven was approved as the new Region XI Consultant.**

EDUCATION DEPARTMENT REPORT

Certification Manager DiBlasi presented the report and encouraged everyone to download the conference smart phone application which will contain the introduction to Hartford, a local map with points of interest, a Hartford Convention Center map with meeting room locations, photos and bios of each speaker as well as a daily schedule and contact information for Sponsors and Exhibitors. DiBlasi stated she and Director Long will be looking into online courses to provide additional learning opportunities. She also stated that two IIMC Online Courses were launched in September 2014 through Captus Press. So far the courses have been well received and we

expect approximately \$3,334.00 in revenue. ED Shalby stated that Captus Press has a three-year contract but Ed2go has no contract.

DiBlasi also reported that the CMC applications are being reviewed by Education Assistant Malinda Henry and that review time is currently 2-3 weeks for both CMCs and MMCs.

COMMITTEE REPORTS

Without objection, reports from the following committees that did not require action were received: Conference, Education and Professional Development, Elections, International Relations, Legislative, Membership, Mentoring, Records Management, and Research and Resource.

Director Paans asked President Young if this would be the time to discuss a letter from the VvG regarding International Corporate Learning Strategies. He asked for the Board's perspective regarding this issue. He stated that everyone was excited to have the IIMC President attend the symposium in Brussels in Belgium this past June.

ED Shalby confirmed there will be a symposium in Brussels in 2016.

President Young reported on her attendance at the symposium and stated we should take the opportunity to participate in international conferences, symposiums, and meetings to take advantage of building international relationships. Without objection, discussion regarding the Strategies was postponed until after lunch so that the report could be distributed to the entire Board for review.

RECESS

The Meeting recessed at 10:04 a.m. and reconvened at 10:25 a.m.

BUDGET AND PLANNING COMMITTEE

Vice President Buttiglieri reported that the committee met at headquarters in August and accepted the balanced budgets for 2014 year-end and the 2015 projected budget.

POLICY REVIEW COMMITTEE

Past President Lemoine reported on the work of the committee regarding IIMC Policy.

Chapter 5 – Education

Past President Lemoine moved approval of the amendments to Chapter 5 – Education.

Director Paans moved to insert the word “certified” in Chapter 5.30.030 B before “member.”

Motion adopted

Chapter 5 – Education amendments were approved as amended.

Chapter 7 – Annual Conference

Director Cullinane moved to approve the amendments to Chapter 7 – Annual Conference

Motion adopted

Chapter 2.100 – President Participation in Board Meetings

Past President Lemoine moved to approve the new policy Chapter 2.100 President Participation in Board Meetings. **Motion adopted.**

Chapter 2.45 – Expenses and Chapter 2.50 Board Travel

Director Cullinane moved to approve the amendment to Chapter 2.45 – Expenses and amendment to Chapter 2.50 Board Travel. **Motion adopted.**

New Policy – International Relations Consultant

On behalf of the Policy Review Committee, a new Policy – International Relations Consultant, was recommended for approval.

After debate, Director Cullinane moved to amend the second sentence in the Recruitment and Appointment paragraph to read: “The President selects three current Board members to review all applicants’ resumes with the Executive Director’s recommendation.” **Motion adopted.**

Without objection, Director Paans amendment to insert “and retain” between “grow” and “membership” in the first bullet point of Scope of Work, was approved.

The New Policy – International Relations Consultant was approved as amended.

New Policy Chapter 5.65 – Education Resource Group

On behalf of the Policy Review Committee, a new Chapter 5.65 – Education Resource Group was recommended for approval.

Director Cullinane moved to amend the second sentence to read: “The President selects three current Board members to review all applicants’ resumes with the Executive Director’s recommendation.” **Motion adopted.**

The new Policy Chapter 5.65 – Education Resource Group was approved as amended.

Referrals to Policy Committee

Director Cullinane moved to refer the policy for the Parliamentarian to the Policy Review Committee to make changes in conformance with adopted policies for other consultants. Motion adopted.

Without objection, the following were also referred to the Policy Review Committee:

- Surveys using IIMC members
- Dissemination of information to members
- Study Abroad
- Fund Raising
- Conference Discounts

PROGRAM REVIEW & CERTIFICATION

Director Tilton presented the report and submitted the following recommendations to the Board on behalf of the committee:

1. South Carolina Institute Application – The committee recommends approval of this application, as submitted. There were no requests for additional information on the comment that the Committee encourages and looks forward to the addition of an MMC program.

2. MMC Professional and Social Contributions, #8 & #9, and possible new Volunteer Category –

#8 – The committee recommends that #8 be amended to read:

Unique on the job performances or achievements outside daily duties that benefit the profession or ~~community at large~~ municipality.

#9 – the committee recommends No Change.

New Volunteer Category – The committee recommends No Additional Category.

The committee also recommends that the title for this category be amended to read:

Professional and Social Contributions

3. Point Structure for MMC Professional and Social Contributions, #8 & #9 –

#8 – The committee recommends this be amended to read:

~~2 points per year~~ 1 point per 8 hours, with a TOTAL allowed in the category of 12 points.

#9 – The committee recommends that the language stay the same with the educational benefit requirement and the point structure be amended to read:

~~2 points per year~~ 1 point per accomplishment.

ED Shalby agreed with the committee's recommendations. **Without objection, the committee's recommendations were approved as presented.**

PUBLIC RELATIONS & MARKETING

Director McPherson reported that committee goals are being met. She commented on the following committee goals:

- Would IIMC consider adding a prize to the Excellence in Governance Award, Quill Award, or any others? ED Shalby stated that the 2015 budget is set but perhaps the Board would like to discuss adding a free conference registration to add to the award. **Vice President Buttiglieri moved to allow the ED in 2016 to provide some recommendations to come forward. Motion adopted.**
- Director McPherson also asked if the Board would consider placing the “Partners in Democracy” video on the IIMC website so that it is available to all members free of charge. **Director McPherson moved to have the video placed on the website. Motion adopted.**

RECESS

The meeting recessed at 11:55 a.m. and reconvened at 1:00 p.m.

CONSTITUTION TASK FORCE

ED Shalby discussed the report stating the task force recommends that the Board approve the Constitution with the attorney’s suggested recommendations.

ARTICLE V – OFFICERS

Section 7 – Vacancy in Office, Item B

Director Bergeron moved to reword as follows:

Immediate Past President: A vacancy in the office of the Immediate Past President remains vacant until ~~the next Annual Conference at which time~~ the outgoing President assumes the office.

Motion adopted.

ARTICLE IX – BOARD OF DIRECTOR MEETINGS

Section 4 – Attendance at Board Meetings

Director Kowal moved to insert the following before the last sentence: The Board of Directors will excuse the absence of the President.

Motion adopted.

ARTICLE XII – ETHICAL STANDARDS

Section 1 – Code of Ethics Statement of Intent and Principles of Conduct for Members (Code of Ethics)

Director Cullinane moved to approve as presented. **Motion was defeated.**

Director Paans moved to strike out “as government administrators”; **Motion adopted.**

ARTICLE XIV – AMENDMENT

Section 2 – Membership Notice and Consideration, Item B

Director Kowal moved to reword as follows:

The proposed amendments will be presented at the Annual Business Meeting.

Motion adopted.

Director Dupuis to present to the membership as amended. Motion adopted.

RECESS

The meeting recessed at 1:40 p.m. and reconvened at 1:50 p.m.

Director Kowal was excused at this time.

2014 and 2015 Financials and Notes

Finance Manager Archer discussed budget reports for 2014 and budget notes for 2015.

Director Cantin moved to adopt 2014-2015 budget; **Motion Adopted.**

Letter from Robert-Jan Ritsema

President Young readdressed the letter from Robert-Jan Ritsema regarding what IIMC can do to support its members worldwide and asked Director Paans to summarize the points in the letter and the recommendations.

Director Long discussed the letter and agreed with the recommendations stating that this is the way to stay connected internationally and to improve the communication level with the entire organization.

ED Shalby agreed with Director Long’s comments and suggested drafting something before Hartford that can be incorporated into the Strategic Plan.

Director Cullinane stated the Board needs to think of what will make the membership buy into the program; we need to have an incentive for Region XI members to join IIMC.

Director Lovette agreed that we should incorporate into the Strategic Plan the report that Dr. Long will present to the Board in May, pending the Board's approval.

ED Shalby will draft a letter to Ritsema to let him know we've discussed his letter and what action will be taken.

STAFF REPORTS:

Director Shalby stated he will be turning his attention to recruiting additional sponsors.

MEMBERSHIP:

Janis Daudt gave an overview of report and stated the following:

- Small Municipality Member drive has brought in over \$20,000
- Tammy and Janet are overseeing new members applications
- Janet continues to work on conference registrations
- ADSO has contacted IIMC regarding the Region XI bulk membership scheme
- Janet is currently working on a website form to allow members to pay dues online
- Janet is also working on a website form that will allow members to make changes/updates to their membership status online

CONFERENCE UPDATES – ED Shalby

2015 Hartford, CT

The biggest concern in Hartford is there is a cost for everything in the Convention Center; he's working on getting the cost of A/V and labor reduced.

2016 Omaha, NE

- Omaha is a clean city and should work well for the conference
- Airport is less than 10 minutes away

2017 Montreal, Canada

- The host hotel is the Hilton with a room block of 350
- There will be no host committee

2018 Norfolk, VA

- Host hotel is the Marriott where IIMC has negotiated 50% attrition
- The overflow hotel is the Sheraton which will also have 50% attrition

2019 ANNUAL CONFERENCE SITE SELECTION

Handouts were distributed and ED Shalby presented the overview of the five bidding cities. After the presentation, the Board voted; the vote results were as follows:

- A – 1 (Wichita, KS)
- B – 0 (Anchorage, AK)
- C – 19 (Birmingham, AL) – Sheraton is Host Hotel/Connected to Convention Center
- D – 1 (St. Louis, MO)
- E – 0 (Cincinnati, OH)

Birmingham, AL, won the majority of votes and was awarded the 2019 IIMC Conference.

2015 STUDY ABROAD UPDATE

ED Shalby stated the 2015 Study Abroad Program will be held from May 12-17th and will end in Hartford, CT and added the following:

- Program is set for 30 people with a minimum of 15
- Participants will receive 11 Education points
- Marketing Tools are on the website
- \$9,500-subsidy from MCEF will be used toward reducing the cost of the program. The total amount that each attendee receives depends on the total number of participants. The member will pay the full cost of the program and get the rebate after the trip.

REPORT FROM DIRECTORS

Each Region Director reported on activities in their region and announced upcoming meetings and events.

ADJOURNMENT

Meeting adjourned at 4:40 p.m.

Minutes Submitted by:

Maria E. Miranda, Minute Taker