

**International Institute of Municipal Clerks
Board of Directors ~ Mid-Year Meeting
October 26, 2018
Marriott Hotel – Little Rock, Arkansas**

President Kelly called the Board meeting to order at 3:00 p.m.

The following were in attendance:

President Stephanie Carouthers Kelly, MMC
President Elect Lana McPherson, MMC
Vice President Mary Johnston, MMC
Immediate Past President Mary Kayser, MMC
Region I Directors: Joseph F. Powers, MMC; Sandra Pinsonault, MMC
Region II Directors: Douglass A. Barber, CMC; Diane Pflugfelder, MMC
Region III Directors: Pamela Smith, MMC; Sonja Tolbert, CMC
Region IV Directors: Janice Almy, MMC; Leticia Vacek, MMC
Region V Directors: Robbie Hume, CMC; Leon Wright, MMC
Region VI Director: Audra Etzel, MMC
Region VII Directors: Bobby G. Busch, MMC; Helen Ingold, CMC
Region VIII Directors: Elizabeth Burke, MMC; RaNae M. Edwards, MMC
Region IX Director: Sheri Pierce, MMC
Region X Directors: Bonnie Hilford, CMC; Aleta Neufeld, CMC
Region XI Director: Kathryn Richmond, CMC

Board Members Absent:

Region VI Director: Marie Moe, MMC
Region IX Director: Dawn Abrahamson, MMC
Region X Director: Djimmer Petrusma, MMC

Others present:

Executive Director, Chris Shalby
Parliamentarian, Anne Guiberson
Administrative Coordinator/Secretary, Maria Miranda

President Kelly administered the Oath of Office to Region II Director Diane Pflugfelder and Region VI Director Audra Etzel.

AGENDA

The meeting agenda was approved as amended.

CONSENT AGENDA

Minutes of the following meetings were approved as corrected:

- a. DRAFT Minutes of May 19, 2018 Board Meeting – Norfolk
- b. DRAFT Minutes of May 23, 2018 Board Meeting – Norfolk
- c. DRAFT Minutes of May 23, 2018 Annual Business Meeting – Norfolk
- d. DRAFT Minutes of May 19, 2018 Executive Session – Handout

The following corrections were made to DRAFT minutes of May 23, 2018 Board Meeting, Norfolk:

CALL TO ORDER – should read as follows:

President Kelly called the IIMC Board of Directors meeting to order at 12 Noon, Saturday, May 23, 2018.

The following corrections were made to DRAFT minutes of May 23, 2018 Annual Business Meeting, Norfolk:

Under the President's Award of Merit – Insert the word "Merit."

Director Busch moved to commence the Executive Session. Meeting went into Executive Session at 3:15 p.m.

President Kelly excused anyone who is not a Board member from the meeting in order to begin the Executive Session.

Maria Miranda, Secretary

International Institute of Municipal Clerks
Board of Directors ~ Mid-Year Meeting
October 27, 2018
Marriott Hotel – Little Rock, Arkansas

President Kelly called the board meeting to order at 8:30 a.m.

The following were in attendance:

President Stephanie Carouthers Kelly, MMC
President Elect Lana McPherson, MMC
Vice President Mary Johnston, MMC
Immediate Past President Mary Kayser, MMC
Region I Directors: Sandra Pinsonault, MMC; Joseph F. Powers, MMC
Region II Directors: Douglass A. Barber, CMC; Diane Pflugfelder, MMC
Region III Directors: Pamela Smith, MMC; Sonja Tolbert, CMC
Region IV Directors: Janice Almy, MMC; Leticia Vacek, MMC
Region V Directors: Robbie Hume, CMC; Leon Wright, MMC
Region VI Director: Audra Etzel, MMC
Region VII Directors: Bobby G. Busch, MMC; Helen Ingold, CMC
Region VIII Directors: Elizabeth Burke, MMC; RaNae M. Edwards, MMC
Region IX Director: Dawn Abrahamson, MMC; Sheri L. Pierce, MMC
Region X Directors: Bonnie Hilford, CMC; Aleta Neufeld, CMC
Region XI Director: Kathryn Richmond, CMC

Board Members Absent:

Region VI Director: Marie Moe, MMC
Region X Director: Djimmer Petrusma, MMC

Others present:

Colleen Nicol, MMC – Foundation President
Diane Whitbey, MMC - North Little Rock, AR
Susan Langley, Little Rock, AR
Barbara Blackard, MMC – Clarksville, AR
Camilla Pitman, MMC – Greenville, SC
Janis Bates, MMC – Tipp City, OH
Casey Carl, Minneapolis, MN
Kim Jones – Arkansas Institute Director
Dyanne Reese, MMC – Savannah, GA
Dale Barstow, Municipal Code
Executive Director, Chris Shalby
Office Manager, Denice Cox
Director of Member Services, Janis Daudt
Member Services Representative, Tammy Storrie
Director of Professional Development, Dr. Jane Long

Assistant Director of Professional Development, Ashley DiBlasi
Education Associate, Kelly Siggson
CPA, Financial Consultant, Connie Parker
Finance Specialist, Janet Pantaleon
Parliamentarian, Ann Guiberson
Administrative Coordinator/Secretary, Maria Miranda

FOUNDATION REPORT UPDATE

The verbal report was presented by Foundation President Nicol.

EXECUTIVE DIRECTOR UPDATE

The report was presented by ED Shalby and the following recommendations were made:

- 1) The Budget and Planning Committee and Management recommended that the Board approve the additional 10% in 2018 sponsorship revenue for the IIMC Foundation.

Director Busch moved to accept the recommendations. **Motion carried.**

- 2) That the Board bestow Honorary Membership to Dyanne Reese and that the presentation be made at the Opening Ceremony at the 2019 Conference in Birmingham, Alabama.

Director McPherson moved to accept management's recommendation. **Motion carried.**

In regards to the Draft of Growing IIMC Region X – Canada, Management recommended that, along with the Region X Directors, the Board approve this Draft in concept and allow us to move forward solidifying the plan further in 2019 and bring back a more concrete direction for the May 2019 Board meeting. There was no objection to the recommendation.

EDUCATION DEPARTMENT REPORT

The report was presented by Assistant Director of Professional Development DiBlasi, Director of Professional Development Dr. Long and Education Associate Siggson adding the following:

IIMC Gives Back

For the IIMC Gives Back, we will be partnering with the Greater Birmingham Humane Society for the 2019 Conference.

Captus Press

Four online learning courses are now in production based on sessions presented at the 2018 Annual Conference.

Certification/Verification

Since the Annual Business Meeting on May 20, 2018 IIMC has awarded 144 CMC Designations and 61 MMC designation.

IIMC Foundation

The Jim Tinnin Online Learning Scholarship will be opened in 2019 and will be applicable to any of the 178 online webinars approved and listed on the IIMC website.

Annual Conference Scanning

Staff is requesting that the Board issue the department a two-year observation period and suspend the scanning process during this timeframe. The scanning system would be replaced with the self-tracking method that was successfully used in Montreal.

Director Smith moved to suspend the scanning process and replace it with the self-tracking sheet for the next two years. **Motion carried.**

Athenian Leadership Society Dialogue Policy

Within this report, the Education Department submitted a proposal, for the Board's consideration, to update the Athenian Leadership Society Dialogue Policy. Staff is proposing these changes because the program has been growing exponentially over the past several years and the timing is right to review and refresh these policies to ensure they are relevant and to continue to ensure quality Dialogue sessions in the future.

The following comments were made:

- Director Neufeld asked if it could be possible for IIMC to expand the book list to be more "International" as opposed to all "American."

Director Edwards moved that the Board accept the policy changes as well as the Mentor-Mentee Agreement as presented in the report. **Motion carried.**

RECESS

The meeting recessed at 9:45 a.m. and reconvened at 10:00 a.m.

Beyond the MMC Program

The report was presented by Dr. Long.

Director Powers moved to send this proposal to Institute Directors as well as the Education and Professional Development Committee for review. **Motion carried.**

COMMITTEE REPORTS

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

EDUCATION/PROFESSIONAL DEVELOPMENT

The report was presented by Director Pierce.

Since the motions to suspend scanning for the next two years and the proposed Athenian Leadership Society Dialogue policy changes were approved in the previous report, the committee recommends the following in this report:

The Education and Professional Development Committee recommended that the Board approve the acceptance of the Wyoming Association of Municipal Clerks and Treasurers Casper College Institute.

Director Abrahamson moved to accept this recommendation. **Motion carried.**

ELECTIONS

The report was presented by Directors Powers and Hume with the following recommendation:

- 1) **#1 Draft Policy on Elections and Board** – Follow the suggested recommendations from Management with the inclusion of the word “declared” in front of candidate in Section 2.20.060 (D).
- 2) **Review the use of the IIMC logo during IIMC campaigns** – Allow use of IIMC logo only for declared candidates in campaign materials subject to the approval of Executive Director and Election Committee.
- 3) **Guidelines on candidate recruitment** – Members interested in running for an elected position should be allowed to ask questions to Board Members about the position and its responsibilities. Executive Committee members nor Region Directors should not be allowed to recruit/draft candidates.

Management agrees with the Committees recommendations regarding items 1, 2 and 3 and also realize that their recommendation conflicts with the Policy Committee’s recommendations. The Election and Campaign topic remains a complex issue and may need special attention if the Board determines that both Committees are correct.

POLICY

Director Busch referred the presentation of the report to Committee Chair Carl.

Director Burke moved to invite Chair Carl to present the report. **Motion carried.**

Chair Carl presented the report and added that the Policy Review Committee recommended the following:

- 1) That the Board of Directors delete from its agenda further consideration of the management proposal related to Board governance and campaign regulations as reflected in IRS “Do’s and Don’ts Bylaws.”
- 2) That the Board of Directors approve the Policy Review Committee’s request for an extension to develop a proposed IIMC Leadership Code of Conduct, and associated operating framework, which would encourage diversity and inclusion in leadership positions.

ED Shalby reported the Election and Policy Committees’ recommendations were reviewed with IIMC’s attorney, who drafted a policy. The Board members reviewed the attorney’s draft Election policy.

The Board unanimously agreed to accept the attorney’s draft as presented as policy. (See attached).

Use of the IIMC Logo

Director Wright moved to approve the following amendments recommended by the Elections Committee:

1. Chapter 1.15 (Use of the IIMC Logo), Section 030 B, as follows; to-wit:
 - B. Except as stated herein, any and all requests to use the logo shall be submitted to the Executive Director or his/her designee, stating the purpose for which the logo will be used. A draft sample of how the logo will be used should accompany the request. For non-campaign use requests, the decision of the Executive Director, based on IIMC's best interest, shall be final as to whether or not permission is granted to use the logo. For requests to use the IIMC logo in campaign materials where there is any perceived impropriety with the information or use of the logo, the Executive Director will submit the request to the Election committee for their final recommendation.
2. Chapter 2.20 (Elections and Campaigning), Section 070 by addition a new paragraph E, as follows; to-wit:
 - E. All declared Candidates campaigning for any position have the right to use the IIMC logo in their campaign materials, subject to authorization under the existing policy, for each specific use of the logo.

Motion carried.

Proposed Diversity and Inclusivity Policy

The Policy and Review Committee recommended the following amendment be included in Section 1 of the IIMC Policy Manual as corrected:

Diversity and Inclusivity:

Diverse perspectives in IIMC's Membership and Leadership are critical to the Organization's ongoing success. IIMC views its members' diverse backgrounds and interests as assets and is committed to promoting inclusive environments where members from across the Municipal Clerk profession feel valued, respected and welcome. IIMC will not discriminate based on profession, race, gender, religion, age, sexual orientation, nationality, disability, appearance, geographic location or professional level. IIMC is committed to having Board members that are representative of the diverse make-up of its membership.

Director Tolbert moved to accept the Committee's recommendation as corrected. **Motion carried.**

RECESS

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

PUBLIC RELATIONS

The report by Director Wright recommended that the Board accept the multi-tiered plan regarding how to market PEGA under Goal #3.

Director Hume moved to accept the Committee's recommendation. **Motion carried.**

BUDGET AND PLANNING

The report by Vice President Johnston suggested minor wording changes for clarity purposes and to ensure the policy matches current operations.

Section 4.05.30 Paragraph F – Should read as follows:

The Executive Director shall provide to each Department Manager a delegation of authority for expenditure commensurate with the allocation of expenditure within that staff member's portfolio of activity. The authority for approval of budgeted expenditures is as follows:

Funds from \$0 to \$1,000	Staff member
Funds from \$1,001 to \$300,000	Executive Director
Unbudgeted funds over \$10,000	Budget and Planning

Section 4.05.30 Paragraph H – Should read as follows:

In the event of an emergency or unanticipated requirement, the executive director, with the approval of the budget and planning committee, may authorize the reallocation of budgeted expenditures from one account to another to meet the needs of the corporation.

Section 4.10.110, Delegation of Authority – Should read as follows:

The executive director, or his/her delegated representative, has the authority to invest unrestricted net assets in accordance and conformity with the above guidelines.
[November 8, 2008; October 27. 2006; December 5, 2002. Policy A-1]

Director Smith moved to approve the Committee's recommendations as amended. **Motion carried.**

FINANCIALS

The report was presented by Finance Manager Parker and Finance Specialist Pantaleon.

Director Wright moved to accept the following:

- 2018 year-end budget
- 2019 projected budget
- Provide to the IIMC Foundation an additional 10% of IIMC sponsorship income from the 2018 Annual Conference (\$6,200) (Accepted earlier.)

Motion carried.

STAFF REPORTS

Annual Audit (Recommended New Policy)

ED Shalby presented the new policy as amended.

Director Pinsonault moved to accept the new Annual Audit recommendation as presented in the report. **Motion carried.**

Communications

The report was presented by ED Shalby.

Membership:

The report was presented by Membership Director Daudt adding that as of the date of this report, the Region Director Challenge has brought in 7 new members.

Region XI:

The report was presented by ED Shalby.

ANNUAL CONFERENCE UPDATES – ED Shalby

2019 Birmingham, AL

- Host Clerk is Lee Frazier
- Birmingham is a vibrant city with lots to do
- One Host hotel, second one if needed
- A lot of Civil Rights history

2020 St. Louis, MO

- Karen Goodwin is the Host Clerk
- One Host hotel
- Vibrant city with lots to do

2021 Grand Rapids, MI

- Host hotel is the Amway Hotel
- Very nice city

2022 Little Rock, AR

- Diamonds theme
- Co-Host is Diane Whitbey

2023 ANNUAL CONFERENCE SITE SELECTION

Handouts were distributed and ED Shalby presented the overview of the three anonymous bidding cities.

On the ballot, City A received 4 votes, City B received 0 votes, and City C received 20 votes. The 2023 Annual Conference will be held in Minneapolis, Minnesota.

REPORT FROM DIRECTORS

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

ADJOURNMENT

With no further business, the meeting adjourned at 5:00 p.m.

Maria Miranda, Secretary