

INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS
Board of Directors Meeting
May 17, 2019
Sheraton Birmingham Hotel – Birmingham, Alabama
Minutes

CALL TO ORDER

President Stephanie Kelly called the IIMC Board of Directors meeting to order at 3:37 p.m. Friday, May 17, 2019.

Board Members Present:

President Stephanie C. Kelly, MMC
President Elect Lana McPherson, MMC
Vice President Mary Johnston, MMC
Immediate Past President Mary Kayser, MMC
Region I Director: Sandra Pinsonault, MMC
Region II Directors: Douglass A. Barber, CMC; Diane Pfulgfelder, 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 Directors: Audra Etzel, MMC; Marie Moe, MMC
Region VII Director: Helen Ingold, CMC
Region VIII Director: Elizabeth Burke, MMC; RaNae M. Edwards, MMC
Region IX Directors: Dawn Abrahamson, MMC; Sheri L. Pierce, MMC
Region X Directors: Bonnie Hilford, CMC; Aleta Neufeld, CMC
Region XI Director: Djimmer Petrusma, MMC; Kathryn Richmond, CMC

Board members excused:

Region VII Director: Bobby Busch, MMC (Excused)

The following IIMC staff members were present:

Executive Director: Chris Shalby
Parliamentarian: Connie Deford

Incoming Board:

Incoming Region I Director: Ann Quirk, MMC
Incoming Region II Director: Teresa Hudson, MMC
Incoming Region III Director: Camilla Pitman, MMC
Incoming Region V Director: Janice Bates, MMC
Incoming Region VIII Director: Lisa Garcia, MMC
Incoming Region IX Director: Scott Passey, MMC

Approval of Agenda

The agenda was approved as amended to insert "Region X Report re. holding the IIMC Conference in Canada in 2024 between Item #8 Education Committee Report and Item #9 Region XI Report.

CONSENT AGENDA

Minutes of the following meetings were approved as corrected:

- a. DRAFT Minutes of October 26, 2018 Board Meeting – Little Rock
- b. DRAFT Minutes of October 27, 2018 Board Meeting – Little Rock
- c. DRAFT Minutes of March 20, 2018 Board Meeting Teleconference

The following correction was made to the minutes of October 27, 2018 were corrected to change the policy section from 2.20.060 (D) to 2.20.070.

The Board went into Executive Session at 3:45 p.m. and reconvened at 4:21 p.m.

Following announcements, the meeting adjourned at 4:22 p.m.

Connie M. Deford
Parliamentarian and Recorder

INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS
Board of Directors Meeting
May 18, 2019
Sheraton Birmingham Hotel – Birmingham, Alabama
Minutes

CALL TO ORDER

President Stephanie Carouthers Kelly called the IIMC Board of Directors meeting to order at 8:05 a.m. Saturday, May 18, 2019.

Board Members Present:

President Stephanie C. Kelly, MMC
President Elect Lana McPherson, MMC
Vice President Mary Johnston, MMC
Immediate Past President Mary Kayser, MMC
Region I Director: Sandra Pinsonault, MMC
Region II Directors: Douglass A. Barber, CMC; Diane Pfulgfelder, 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
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Region VIII Director: Elizabeth Burke, MMC; RaNae M. Edwards, MMC
Region IX Directors: Dawn Abrahamson, MMC; Sheri L. Pierce, MMC
Region X Directors: Bonnie Hilford, CMC; Aleta Neufeld, CMC
Region XI Director: Djimmer Petrusma, MMC; Kathryn Richmond, CMC

Board members absent:

Region VII Director: Bobby Busch, MMC (Excused)
Region I Director: Joseph Powers, MMC (Resigned)

The following IIMC staff members were present:

Executive Director: Chris Shalby
Office Manager: Denice Cox
Professional Development Director: Dr. Jane Long
Assistant Director of Professional Development: Ashley DiBlasi
Education Associate: Kellie Siggson
Education Assistant: Iris Hill
Director of Member Services: Janis Daudt
Finance Specialist: Janet Pantaleon
Finance Consultant: Connie Parker
Parliamentarian: Connie Deford
Administrative Coordinator/Recorder: Maria Miranda

Also Present:

Region XI Consultant: Tom Van der Hoven

IIMC Foundation: Dale Barstow

Incoming Board:

Incoming Region I Director: Ann Quirk, MMC

Incoming Region II Director: Teresa Hudson, MMC

Incoming Region III Director: Camilla Pitman, MMC

Incoming Region V Director: Janice Bates, MMC

Incoming Region VIII Director: Lisa Garcia, MMC

Incoming Region IX Director: Scott Passey, MMC

Foundation Report Update

Foundation report was presented by Dale Barstow adding the following:

- The Foundation will be adding two additional endowments this year.
- 38 scholarships were awarded this year: 32 from restricted and 6 from unrestricted funds.
- Would like to see all Directors reach out to members and encourage them to apply for the CMC and MMC Scholarships.
- Update the Foundation website.
- Will be refocusing efforts to better promote the Foundation in order to raise more dollars.
- Will be continuing to offer two scholarships per Region.

Executive Director Update

ED Shalby gave an overview of the report adding the following:

- We projected 700 paying delegates for the Birmingham conference, and we have a total of 644, 33 guests, with Regions 3 and 4 bringing in 194 registrants.
- This year we are projecting a rebate to the Foundation of \$1,800 from the exhibit booth sales.

Shalby also presented Management's recommendation to approve the following Independent Contractors for additional three-year terms each:

1. Tom van der Hoven, International Consultant
2. Dr. Jane Long, IIMC's Professional Development Director
3. Sharon Ozimek, YES, IIMC's Event Management Company

Director Pinsonault moved to approve additional three-year terms for each of the contractors. **Motion adopted.**

Education Department Report

Director of Professional Development Dr. Long gave an overview of the report adding the following:

- Since the New York Institute was disbanded in February 2019, IIMC is currently working to find another Institute.
- An Athenian Dialogue in Oregon has been added to her schedule for April 2020.
- An additional online course will be offered through Captus Press in July 2019. To date, Captus Press has generated revenue of \$6,600.
- Currently researching another accrediting body and will have an update for the Board at the mid-year meeting in November.

Education Associate Siggson added the following:

- As of this report, we have awarded 309 CMC designations and 110 MMC designations since the Annual Business Meeting in May 2018.

Item 8a – Education Task Force Selection Process (Handout)

Dr. Long presented the report which detailed the process used to select the recommended members of the Education Task Force along with the volunteer list.

The volunteer list has 25 names and the meeting minutes for the Board Teleconference held in March 2019 states that 20 volunteers will be selected. Past President Kayser moved to amend the minutes from the Board Teleconference held on March 20, 2019 to add 25 after 20- and before person. **Motion adopted.**

The sentence will now read as follows:

Therefore, management and staff recommend that IIMC President Kelly with the Board's approval authorize the Education Department to form a 20-25 person Education Task Force to further explore the potential benefits of "Beyond the MMC" and have conversations regarding continuing professional development and keeping members involved in certification.

After discussion, it was also recommended that staff revise list to assign additional volunteers to Region IX as well as possible changes in Regions IV and XI. Director Hume moved to approve the Education Task Force Volunteer List with recommended changes and the staff will provide a new, updated list when the members agree to serve. **Motion adopted.**

RECESS

Without objection, the meeting recessed at 9:42 a.m. and reconvened at 10:10 a.m.

Verbal Report by Region X Director Neufeld

Director Neufeld verbally reported that in order to grow membership in Region X, IIMC should consider holding a conference in Canada in 2024. She is aware that IIMC is currently accepting RFPs but would like to present a motion that the Board consider suspending the conference selection process for 2024 and hold the conference in Canada for that year.

Director Neufeld moved to suspend the conference selection process for 2024. With 23 Board members voting in favor the motion was adopted.

Director Neufeld moved to hold the IIMC 2024 Conference in Calgary, Canada. **Motion adopted.**

Director Shalby stated that IIMC will continue to accept RFPs until the deadline of June 2, 2019. He will notify the competing cities that the conference will be held in Canada in 2024 and encourage them to resubmit the RFP for a future conference.

Region XI Report

Consultant van der Hoven presented the report and added that the key focus for the immediate future is to ensure a successful Symposium in June.

With no comments or questions from the board, President Kelly thanked Consultant van der Hoven for his dedication and hard work.

COMMITTEE REPORTS

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

Public Relations and Marketing Committee

Director Almy inadvertently gave an overview of the report.

ED Shalby presented the proposed Emergency Disaster/Communication Recovery Plan. The proposed plan was submitted to the Committee for comments. The Public Relations and Marketing Committee recommends adoption of the proposed Plan with the understanding that the Plan is “fluid” and there are some additional actions which need to be completed, and the plan should be reviewed on a semi-annual bases to stay current with the needs of the organization.

Director Almy moved to accept the Emergency Disaster/Communication Recovery Plan as proposed in the report. **Motion adopted.**

ED Shalby presented the Windfall Membership Affinity Program, a company that offers discounts and benefits to members and associations. He stated that the Public Relations and Marketing Committee found the Windfall program to be beneficial to IIMC members and recommends consideration and approval of the same by the IIMC Board of Directors.

Director Almy moved to accept the Windfall program as presented in the report. **Motion Adopted.**

Without objection, the Budget and Planning Committee Report and the IIMC Financials were postponed until after lunch.

STAFF REPORTS

Communications

The report was received as presented by ED Shalby.

Member Services

The report was received as presented by Member Services Director Daudt.

Annual Conference Updates (Verbal by ED Shalby)

2019 – Birmingham, AL

- All Conference Event will take place at Regions field and first pitch will be thrown by President Kelly.

2020 – St. Louis, MO

- Site visit will be in July – (Shalby, DiBlasi, McPherson and Ozimek to attend)
- Karen Goodwin, MMC, is the Host Clerk
- One Host Hotel - Hyatt
- Theme: Meet Me in St. Louis – Your Gateway to Education

2021 – Grand Rapids, MI

- Will meet with Host Committee
- It will be IIMC's 75th Annual Conference
- Host Committee working on theme

2022 – Little Rock, AR

- Will work on Theme and Logo

2023 – Minneapolis, MN

- Shalby meeting with Host Clerk to begin planning

Directors Reports

All Directors verbally presented reports from their regions.

Executive Committee Member Reports

All members of the executive committee provided verbal reports.

Recess

Without objection, the meeting recessed at 12:00 and reconvened at 1:00 p.m.

Budget and Planning Committee

Committee Chair Johnston provided the report stating that as part of this year-end report, the budget and planning committee is asking the Board to approve the four draft policies composed by our

Financial Consultant Connie Parker, CPA. The drafts are meant to enhance our existing IIMC policies and to stay current with new IRS laws concerning nonprofits. These policies are:

1. Conflict of Interest
2. Conflict of Interest Form – Incoming Board Members
3. Liquidity
4. Reserves

Director Barber moved to accept the four new policies. **Motion adopted.**

Financials

CPA Parker and Finance Specialist Pantaleon provided an overview of the following:

- 2018 Fourth Quarter Notes
- 2018 Fourth Quarter Financials
- 2018 Audit Report
- 2019 First Quarter Notes and Financials

Past President Kayser moved to accept the 2018 audit report. **Motion adopted.**

Other Business

Director Hilford asked if IIMC would consider reimbursement for two nights during conference instead of one as most of the Board pay for the extra night out of pocket.

ED Shalby stated that such decision would be up to the Board.

After discussion, Director Hilford moved that the Policy Manual, Section 2.45.03, Subsection C, be amended by striking out “the extra night(s)” and inserting “two nights” before accommodation. **Motion adopted.**

Adjournment

The Board meeting adjourned at 2:21 p.m.

Maria Miranda, Recorder