

**International Institute of Municipal Clerks
Board of Directors ~ Mid-Year Meeting
November 15, 2019
Hyatt Place – Greenville, South Carolina**

President McPherson called the board meeting to order at 3:08 p.m.

The following were in attendance:

President Lana McPherson, MMC
President Elect Mary Johnston, MMC
Vice President Sheri Pierce, MMC
Immediate Past President Stephanie Carouthers Kelly, MMC
Region I Directors: Sandra Pinsonault, MMC; Ann Quirk, MMC
Region II Directors: Teresa Hudson, MMC; Diane Pflugfelder, MMC
Region III Directors: Camilla Pitman, MMC; Sonja Tolbert, CMC
Region IV Directors: Janice Almy, MMC; Leticia Vacek, MMC
Region V Directors: Janice Bates, MMC; Leon Wright, MMC
Region VI Director: Audra Etzel, MMC; Marie Moe, MMC
Region VII Directors: Helen Ingold, CMC; Kerry Rozman, MMC
Region VIII Directors: RaNae M. Edwards, MMC; Lisa Garcia, MMC
Region IX Director: Dawn Abrahamson, MMC; Scott Passey, MMC
Region X Directors: Bonnie Hilford, CMC;
Region XI Director: Djimmer Petrusma, MMC; Kathryn Richmond, CMC

Board Members Excused:
Region X Director: Angila Bains, CMC

Others present:
Executive Director, Chris Shalby
Office Manager, Denice Cox
Assistant Director of Professional Development, Ashley DiBlasi
Education Associate, Kelly Siggson
Parliamentarian, Connie Deford, CMC

Region VII Director Kerry Rozman, MMC, was sworn in by President McPherson

On a motion by Director Almy, the agenda was adopted as presented.

On a motion by Director Abrahamson, The following consent agenda items were adopted:
Minutes of May 17, 2019 Board Meeting
Minutes of May 17, 2019 Executive Session
Minutes of May 18, 2019 Board Meeting
Minutes of May 22, 2019 Annual Meeting
Minutes of May 22, 2019 Board Meeting (Corrected on Page 3 to insert "Week" after title "Municipal Clerk.")

In accordance with the adopted agenda, the board met in Executive Session at 3:15 p.m. and reconvened at 3:54 p.m.

Director Pflugfelder moved to reconsider the consent agenda. Motion adopted. Director Pflugfelder moved to approve the consent agenda with the exception of the May 17, 2019 Executive Session Minutes, which had not been reviewed by board members. Motion adopted.

At 4:09 p.m. Immediate Past President Kelly moved to reconvene the executive session to review the Executive Director evaluation. Motion adopted. The regular meeting reconvened at 4:49 p.m.

Director Pitman reviewed details for the evening reception from 6 to 7 p.m. on the first floor of City Hall.

The meeting adjourned at 5:52 p.m.

Connie M. Deford
Professional Registered Parliamentarian

**International Institute of Municipal Clerks
Board of Directors ~ Mid-Year Meeting
November 16, 2019
Hyatt Place – Greenville, South Carolina**

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

The following were in attendance:

President Lana McPherson, MMC
President Elect Mary Johnston, MMC
Vice President Sheri Pierce, MMC
Immediate Past President Stephanie Carouthers Kelly, MMC
Region I Directors: Sandra Pinsonault, MMC; Ann Quirk, MMC
Region II Directors: Teresa Hudson, MMC; Diane Pflugfelder, MMC
Region III Directors: Camilla Pitman, MMC; Sonja Tolbert, CMC
Region IV Directors: Janice Almy, MMC; Leticia Vacek, MMC
Region V Directors: Janice Bates, MMC; Leon Wright, MMC
Region VI Director: Audra Etzel, MMC; Marie Moe, MMC
Region VII Directors: Helen Ingold, CMC; Kerry Rozman, MMC
Region VIII Directors: RaNae M. Edwards, MMC; Lisa Garcia, MMC
Region IX Director: Dawn Abrahamson, MMC; Scott Passey, MMC
Region X Directors: Bonnie Hilford, CMC;
Region XI Director: Djimmer Petrusma, MMC; Kathryn Richmond, CMC

Board Members Absent:

Region X Director: Angila Bains, CMC

Others present:

Mary Lynne Stratta – Foundation President
Colleen Nicol, MMC – Foundation Past President
Roxanne Schneider – Foundation Treasurer
Sharon Cassler, MMC
Shari Moore, MMC
Dale Barstow, Municipal Code
Pamela Smith, MMC, Sanibel, FL
Executive Director, Chris Shalby
Office Manager, Denice Cox
Assistant Director of Professional Development, Ashley DiBlasi
Education Associate, Kelly Siggson
Education/Membership Assistant, Iris Hill
Member Services Representative, Tammy Storrie
CPA, Financial Consultant, Connie Parker

Finance Specialist, Janet Pantaleon
Parliamentarian, Connie Deford, CMC
Administrative Coordinator/Secretary, Maria Miranda

FOUNDATION REPORT UPDATE

The verbal report was presented by Foundation President Stratta adding the following:

- Will be advertising Foundation Board Vacancies next year
- Will be getting together a Development Task Force
- CMC/MMC scholarship applications are due March 1, 2020
- 18 Jim Tinnin scholarship were awarded this year

The meeting went into executive session at 8:45 a.m. and reconvened at 9:30 a.m.

MINUTES

On a motion by Director Pflugfelder, minutes of the May 17, 2019 executive session were approved.

EXECUTIVE DIRECTOR UPDATE

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

- 1) Executive Director Succession Plan
We recommend that the Board approve the Succession Plan in concept as Policy (place holder). The Plan was sent to the Policy Committee for their Review and comments and will be part of the Committee's year-end report in May 2020.

Director Pinsonault moved to review Succession Plan after it has been reviewed by the Policy Committee. **Motion adopted.**

- 2) Current Conference Process regarding Volunteers
Currently, IIMC staff follows the Conference Volunteers process (attached). Since this is an internal process, we are recommending that the Board accept this process as policy and allow staff to include it in the Annual Conference section of the IIMC Policy Manual.

Director Ingold moved to refer back to ED Shalby and to bring back at a later time. **Motion adopted.**

- 3) IMASA Association – South Africa
At the Region XI meeting in Birmingham, AL, Winnie Baloyi, IMASA's president, asked if IIMC would consider making the Association part of IIMC's bulk membership scheme. IMASA is not on par financially with our other Region XI affiliates, therefore, they asked if the IIMC Board would consider including them

in the scheme for \$250 US annually to benefit their members through the News Digest, E-Briefings, and exposure to professional development programs. Currently, the Region XI membership scheme costs \$2,000 US for SLCC, the VVG, and ADSO.

Immediate Past President Kelly moved to accept the recommendation to include South Africa in the bulk membership scheme. **Motion adopted.**

4) 2021 Study Abroad Program and Symposium – The Netherlands

At our Region XI meeting at the SLCC Conference in October, we discussed the possibility of holding the 2021 Study Abroad/Symposium program in September 2021 in Amsterdam, the Netherlands, depending on suitable venues and costs. The Region XI Management Board has agreed that holding the 2021 program in the Netherlands would be a wonderful, engaging and educational experience for all participants. Management recommends that the Board accept the 2021 Study Abroad/Symposium program to be held in the Netherlands.

Director Edwards moved to hold the 2021 Study Abroad/Symposium program in the Netherlands. **Motion adopted.**

5) IIMC Annual Conference Grants – Region XI

As part of promoting the annual conference, IIMC provides two conference grants per region. Although we average at least 60 to 70 percent participation through these grants, Region XI members, year in, year out, are inadvertently excluded from qualifying due to the Grant's Criteria, specifically the three bullet points below:

- Preference will be given to IIMC Members who are working toward the CMC designation.
- Second preference will be given to IIMC Members who are working on their MMC designation.
- Applicants must have an Admission for CMC or MMC Application on file with IIMC.

Management recommends that the Board approve the removal of these three restrictions regarding Conference Grants and Region XI members.

Director Almy moved to remove the three restrictions as recommended in the report. **Motion adopted.**

EDUCATION DEPARTMENT REPORT

The report was accepted as presented by Assistant Director of Professional Development DiBlasi, Education Associate Siggson and Education Assistant Hill.

Education Associate Siggson stated that since the Annual Board Meeting on May 18, 2019, we have awarded 221 CMC and 49 MMC designations. Overall totals are as follows:

- CMC Grand total = 4,778
- MMC Grand total = 1,373

COMMITTEE REPORTS

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

POLICY

ED Shalby presented the report and stated the Policy Review Committee is making the following recommendation:

IIMC Policy 2.35.210 Meeting

ADD PARAGRAPH E:

E. Any committee member wishing to address the Board at the mid-year or annual meeting shall advise the Executive Director and Executive Committee of their intent to attend at least 10 business days prior to the meeting date. Any and all travel expenses are to be borne by the member.

Past President Kelly moved to accept the recommendation as stated in the report.

Motion adopted.

IIMC Policy 2.45.030

AMEND SUB PARAGRAPH C:

C. All other Board members are responsible for their own expenses except when requested to arrive earlier or stay later than the normal conference period. Board members will be reimbursed for up to two (2) extra night(s) accommodation, parking and meals only regarding Board Development and/or Board Meetings. If a meal is provided by IIMC no reimbursement is allowed.

Director Hilford moved to amend the paragraph to delete the word “extra”. **Motion adopted.**

Director Pinsonault moved to approve the main recommendation omitting the word “extra”. **Motion adopted.**

Per ED Shalby’s request and Board approval, the Budget and Planning report was postponed until after lunch.

STAFF REPORTS

Communications

The report was presented by ED Shalby.

Membership:

The report was presented by Member Services Representative Storrie.

Region XI:

The report was presented by ED Shalby.

ANNUAL CONFERENCE UPDATES – ED Shalby

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

ED Shalby stated that we wish to reintroduce the 5-day conference at the 2021 conference in Grand Rapids, MI.

After discussion, Assistant Director of Education DiBlasi stated that there would be an additional 1.5 points awarded for the extra conference day.

Director Edwards moved to reintroduce the 5-day conference in 2021. **Motion adopted by a roll call vote with 13 in favor and 9 opposed.**

2022 Little Rock, AR

- Co-Host is Diane Whitbey
- Working on diamond shape logo

2023 Minneapolis, MN

- Host Clerk is Casey Carl
- Working on logo

2024 ANNUAL CONFERENCE SITE SELECTION

Handouts were distributed and ED Shalby presented the overview of the conference proposal for 2024.

RECOMMENDATION FROM CONFERENCE COMMITTEE

ED Shalby read a recommendation from the Conference Committee as follows:

On Thursday morning, November 7, the Conference Committee held a conference call to consider the proposal from Calgary. Fourteen committee members participated on the call. After discussing each item in the proposal individually, committee members voted unanimously that IIMC hold the 2024 Annual Conference in Calgary.

Director Edwards moved adoption of recommendation. **Motion adopted.**

RECESS

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

ACKNOWLEDGEMENT

President McPherson, on behalf of the board, thanked Director Pitman for the bags and gifts distributed earlier in the meeting and also for the many arrangements made including tonight's reception at the Greenville City Hall.

BUDGET AND PLANNING

Vice President Pierce presented the report with the following recommendations:

- 1) The Committee recommends the minor changes to IIMC Policy 2.45.030 with the slight amendments to match the Policy Committee's recommendation:

C. All other Board members are responsible for their own expenses except when requested to arrive earlier or stay later than the normal conference period. Board members will be reimbursed for up to two (2) extra night(s) accommodation, parking and meals only regarding Board Development and/or Board Meetings. If a meal is provided by IIMC no reimbursement is allowed.
- 2) The Committee recommends that the Board accept the projected 2019 budget as presented, understanding that there may be slight modifications between now and year-end.
- 3) It was proposed by the Committee that the IIMC President and the Budget Chair be the two-persons authorized to negotiate the Executive Director's employment contract in the future. It is recommended that the Policy Review Committee be given the charge to address this matter and formulate a written policy concerning the establishment of a Committee with the authority to negotiate future employment contracts with the Executive Director.

Past President Kelly moved to take the recommendation to the Policy Review Committee for review and to draft a policy regarding the establishment of a committee with the authority to negotiate future contracts with the Executive Director. **Motion adopted.**

FINANCIALS

The following were accepted as presented in the report by Finance Manager Parker and Finance Specialist Pantaleon:

- 2019 Year-End Budget with notes
- 2020 Projected Budget Notes

- 2019 3rd Quarter Financials
- Five-Year Capital Expenses

RECESS

The meeting recessed at 1:55 p.m. and reconvened at 2:10 p.m.

REPORTS FROM DIRECTORS

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

OTHER BUSINESS

- 1) Director Hilford moved adoption of the following resolution to decrease Region X membership annual fees.

Whereas, The annual IIMC membership fees are in US currency and the Canadian dollar is worth much less than the US dollar, for example the \$270 member rate I paid in US dollars cost me almost \$360 CAN; and

Whereas, Canada is still in the infancy phase of growing its membership and has seen a reduction of members over the years from 600 to 219 currently; and

Whereas, The International Relations Committee has not met in two years and therefore no plan for Canada has been established; and

Whereas, Canada does not receive all the benefits that the US does with regards to membership; and

Whereas, Region XI and now South Africa both have annual bulk membership fee structures of \$2000US and \$250US, respectively, that covers all their members; and

Whereas, The annual membership for 'Outside North America' is only \$60 annually; therefore be it

Resolved, that the Region X annual Canadian membership be reduced, commencing in 2020, to match the 'Outside North America' rate of \$60/year and instead be stated 'Outside United States'.

ED Shalby suggested this recommendation be referred to the Budget and Planning Committee since this would cause a reduction in the 2020 budget.

Past President Kelly moved to refer the recommendation as presented to the Budget and Planning Committee for review. **Motion adopted.**

Director Hilford left the meeting at 3:55 p.m.

- 2) Region VIII currently includes 11 states. Region Director Garcia would like the Board to consider reapportionment of states within this Region.

Director Garcia moved that the Board approve requesting reapportionment to the IIMC President. **Motion adopted.**

President McPherson stated she will work with ED Director Shalby to appoint a committee.

- 3) Keeping in line with IIMC's Board policy regarding inclusivity, ED Shalby suggested a proposal to remove the requirement in the Constitution candidates for Regional Director "Provide written support of candidacy from their state, provincial, or national association within the Region in which they are running."

Director Vacek moved to recommend removal of the requirement noted by ED Shalby as written in the Constitution and to bring this item (Constitutional amendment) before the entire membership at the 2020 Conference. Motion adopted by a counted vote of 14 in favor and 6 opposed.

The meeting went into Executive Session at 4:10 p.m. and reconvened at 4:26 p.m. Following announcement of the evening's activities, the meeting adjourned at 4:30 p.m.

Maria Miranda, Secretary