

**International Institute of Municipal Clerks
Board of Directors
November 14, 2020
Amway Hotel – Grand Rapids, Michigan**

President Johnston called the board meeting to order at 9:04 a.m. ET.

The following were in attendance:

President Mary Johnston, MMC
President Elect Sheri Pierce, MMC
Vice President Pamela Smith, MMC
Immediate Past President Lana McPherson, 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; Phyllis McGraw, MMC
Region V Directors: Janice Bates, MMC;
Region VI Director: Marie Moe, MMC
Region VII Directors: Janet Gray, MMC; Helen Ingold, MMC
Region VIII Directors: Lisa Garcia, MMC; Sabrina Mercadante, MMC
Region IX Director: Dawn Abrahamson, MMC; Scott Passey, MMC
Region X Directors: Angila Bains, CMC
Region XI Director: Sarah Jeffries; Johannes "Hans" Rijs, MMC

Board Members Absent:

Region IV Director Leticia Vacek, MMC
Region V Director Leon Wright, MMC
Region VI Director P. Kay Cmelik, MMC
Region X Director Stephen Huycke

Others present:

IIMC Past President Sharon K. Cassler, MMC
IIMC Foundation Chair Mary Lynn Stratta
IIMC Foundation Member Kathryn Dornan
IIMC Vice President Candidate Mary Ann Hess
IIMC Vice President Candidate Petie Ruch
Grand Rapids City Clerk and 2021 Host Clerk Joel Hondrop
Walker City Clerk Sarah Byadek

Staff members present:

Chris Shalby, Executive Director
Janis Daudt, Director of Member Services
Ashley DiBlasi, Assistant Director Professional Development
Karen Lee, Communications Coordinator
Janet Pantaleon, Financial Specialist
Kellie Siggson, Education Associate

Tammie Storrie, Member Services Representative,

Consultants Present:

Event Management Consultant, Sharon Ozimek
Finance Manager, CPA, Connie Parker
Region XI Development Consultant, Tom van der Hoven
Parliamentarian, Connie Deford

Online Standing Rules

Director Pflugfelder moved to approve the Online Standing Rules as read by the Parliamentarian. Motion adopted.

Oath of Office

Region XI Director Johannes “Hans” Rijs, MMC, was sworn in by President Johnston

Agenda

With the understanding that the executive session was held on Friday afternoon, the meeting agenda was approved by unanimous consent.

Consent Agenda

Director Ingold moved to approve the consent agenda with the correction of the spelling of Director Angila Bains name and changing Helen Ingold’s status from CMC to MMC. Motion adopted.

Minutes of the following meetings were approved on the consent agenda:

- May 15, 2020 Board Meeting
- May 20, 2020 Board meeting
- September 28, 2020 Board meeting

Foundation Report

IIMC Foundation President Mary Lynne Stratta provided the following report. With the cancellation of the St. Louis conference, revenue was lost from the silent auction and various raffles. She noted that members donated \$19,330 with a match of \$15,000 from Municode. Also, members purchased \$11,450 in Hawaii raffle tickets with a match of \$10,000 plus the Hawaii trip itself from American Legal Publishing.

The Foundation received a clean, unqualified audit from outside auditors for the year ending December 31, 2019.

As of November 9, 2020, the unrestricted funds market value was \$2,304,227. On that same date, the restricted funds market value was \$766,101. The Foundation approved an allocation of 3.5% or \$32,415 for the annual distribution to IIMC.

There have been a great number of online scholarship applications. The Foundation Board will meet tomorrow and will have a lengthy discussion about delivery of clerk education.

A new donor level will be introduced, with the following levels: Friend \$25-\$99; Change Maker \$100-\$499; Leader \$500-\$2,499; Visionary \$2,500 -\$4,999; and Trailblazer for \$5,000+. They would like to include a free IIMC Conference registration with the highest level of giving.

Several fundraising efforts are underway in anticipation of the Grand Rapids 2021 Conference. President Stratta noted that the Foundation is still in need of Development Committee representatives from Regions I and X.

Director Ingold moved to approve providing one free IIMC Conference registration for any IIMC Foundation donation of \$5,000 or more. Motion adopted.

Position Restructure/Hiring of Director of Professional Development

ED Shalby reviewed how the distribution of responsibilities was being handled due to Denice Cox leaving employment as IIMC Office Manager. There will be a change of title for Ashley DiBlasi from Assistant Director Professional Development to Director of Certification and Conference Program to clarify what her position entails. Human Resources work will be hired out at a cost of approximately \$1,000 per month. ED Shalby will pick up some of the other duties, and Sharon Ozimek will work on details for board meetings and reservations. Karen Lee handles marketing and communication, and she will eventually take over the publication of the *News Digest*. It is anticipated that the Professional Development Director will begin in July of 2021 in accordance with the job summary, duties, and responsibilities as provided in the board packet.

Director Ingold moved to approve the position restructure and hiring of a Director of Professional Development in July 2021, as outlined by the Executive Director. Motion adopted.

Employee Service Recognition Program

ED Shalby explained that he wishes to create an Employee Service Recognition program for IIMC employees to thank long-tenured employees for their contributions to IIMC throughout the years.

He recommended that the board approve the following program, which has been agreed to by the Budget and Planning Committee:

1. That the board create an employee service recognition package for long-time IIMC employees (15 or more years) who are in good standing upon retirement or resignation.

2. That the board post-date the policy to reflect this payment for Denice and future employees.
3. That the base funding for this package is \$5,000 for employees between 15 and 20 years, and \$10,000 for employees with 20 or more years of service.

Director Bains moved to approve recommendations 1, 2, and 3.

Following discussion, Director Pinsonault suggested dividing the question by considering 1 separately and then referring 2 and 3 to the Policy Committee. Director Bates moved to refer all three recommendations to the Policy Committee. Motion lost.

Vice President Pierce moved to divide the question to consider 1, 2, and 3 separately. Motion adopted.

Question 1, that the board create an employee service recognition package for long-time IIMC employees (15 or more years) who are in good standing upon retirement or resignation, was adopted on a vote of 16 in favor and 6 opposed.

Question 2, that the board post-date the policy to reflect this payment for Denice and future employees, was adopted.

Question 3, that the base funding for this package is \$5,000 for employees between 15 and 20 years, and \$10,000 for employees with 20 or more years of service, was adopted by a roll call vote, with 15 in favor and 7 opposed.

Two additional recommendations from ED Shalby were considered separately.

Director Bains moved that the board accept management's and the Budget Committee's recommendation to pay former IIMC employee Denice Cox a lump sum of \$10,000 for 20 years of serving IIMC and departing on good terms. Motion adopted.

Director Tolbert moved that the board direct management and the Policy Committee to create an employee service recognition policy to provide IIMC employees who have worked a minimum of 15 or more years and who are now departing IIMC on good terms with a monetary compensation, and that the IIMC attorney vet the policy to ensure legal compliance.

After debate and without objection, the motion was amended to insert "either" after "create" and to insert "or a longevity policy" after "recognition policy."

The amended policy, that the board direct management and the Policy Committee to create either an employee service recognition policy or a longevity policy to provide IIMC employees who have worked a minimum of 15 or more years and who are now departing IIMC on good terms with a monetary compensation, and that the IIMC attorney vet the policy to ensure legal compliance, was adopted.

Recess

The meeting recessed at 11:53 a.m. and reconvened at 1:04 p.m.

Announcement

Past President McPherson asked that absent Region Directors be reminded that in accordance with Chapter 2.30, Region Director Responsibilities, board development and board meetings are mandatory.

Education Department Report

Assistant Director Professional Development DiBlasi reviewed department operations. Since May 2020, 72 CMC designations and 37 MMC designations have been awarded. She reviewed online education/distance learning, Virtual Institute Series Round 1 and Round 2, IIMC Institutes, educational plans for the 2021 5-day conference, and Athenian Dialogues that the board approved could be held virtually through January 2021. California clerks have indicated that because of meeting guidelines in their state, they would like the dialogues to be continued virtually through June.

Education Task Force Final Report

Twenty-three of the twenty-four task force members attended an in-person meeting November 1-2. Dr. Kathy Duncan of the University of La Verne facilitated the discussions. Their report focused on the relevancy of IIMC certification, review of current learning delivery methods and timing/length of programs, and exploring the proposed “Beyond the MMC” program (or similar program) for its viability, need, purpose, structure, and learning delivery methods and how to keep CMC and MMC certified clerks engaged in continuing professional development.

Beyond the MMC Program

Without objection, new business item “Beyond the MMC Program” proposed by President Elect Pierce and Director Abrahamson was considered at this time.

President Elect Pierce explained the proposed program for those who have their MMC. She noted that establishing an optional advanced education program will provide justification for members to receive funding to attend state and regional conferences, Academy sessions, the IIMC Annual Conference, and participate in online leadership courses.

Director Jeffries noted that this is similar to what is available in the United Kingdom. She will forward that information to headquarters so that it can be provided to the Education & Professional Development Committee. In response to a question, President Elect Pierce stated that she would like to see implementation of the “Beyond MMC” program by the end of 2021.

Following debate, Director Pflugfelder moved to refer the recommendations to the Education and Professional Development Committee. Without objection, the motion was amended to add “to report back to the board at the May 2021 board meeting”. Motion as amended was adopted.

Recess

The meeting recessed at 2:40 p.m. and reconvened at 2:55 p.m.

2021 Virtual Conference Report/Budget

The report was provided to the board for information only. President Johnston will make this report to the IIMC Foundation at their meeting on Sunday.

Committee Reports

Reports from the following committees were received with no action required: Conference, Election, Membership/Mentoring, Records Management, and Research and Resource.

Education and Professional Development Committee

The committee recommended that the Virtual Athenian Dialogue format be extended through May 31, 2021. Director Bates moved to approve extending the Virtual Athenian Dialogue format through June 30, 2021 (in accordance with the request from California clerks). Motion adopted.

International Relations Committee

Consultant Tom van der Hoven stated that the Zoom meeting/panel discussions have been very successful.

Director McGraw moved to approve the committee recommendation that the board give their “blessing” to pursue future roundtable discussions via Zoom. Motion adopted.

Policy Committee

At the May board meeting, this committee was tasked with creating a new policy and/or recommending an amendment to the IIMC Constitution for IIMC board members to provide notice upon retiring or moving from one municipality to another.

Director Abrahamson moved to approve the proposed policy language as a new chapter in the IIMC Policy Manual in Title 2 – Board of Directors – Transition and Retirement. Motion adopted.

Director McGraw moved to authorize preparation of an IIMC Constitutional Amendment for a vote by membership in May 2021 to add clarifying language to the Retired Member definition in Article II – Section 2 (E). Motion adopted.

A constitutional amendment was proposed to be voted on at last year's annual meeting; however, because the conference was cancelled, that amendment was not considered by the membership at large. Following discussion, Director Pitman moved to have the Policy Committee prepare additional Constitutional Amendment language to allow for a vote by the membership at large if an annual meeting is not possible. Motion adopted.

Public Relations/Marketing Committee

The committee recommends spotlighting with photos and taglines humorous items used by City Clerks over the past 75 years in the *News Digest* leading up to the 75th Anniversary celebration in May. Director Pinsonault moved to approve the committee's recommendation. Motion adopted.

Budget and Planning

Financial Consultant Parker and Financial Specialist Pantaleon reviewed the 2020-2021 budget, the 2020 projected year-end budget notes, the 2020 3rd quarter financials, and the five-year capital expenses.

The following recommendations from the Budget and Planning Committee were considered:

1. Recommendation that the board accept the projected 2020 budget as presented, understanding that there may be slight modifications between now and year-end. Director Pinsonault moved to approve the committee recommendation. Motion adopted.
2. Recommendation that the board approve a \$5 increase for membership dues to include full, additional full, and associate members. It was noted that a vote was taken via email on this recommendation, and the board is required to ratify that email vote for approval. Director Abrahamson moved to ratify the board email action to approve the \$5 increase for membership dues to include full, additional full, and associate members. Motion adopted.
3. Recommendation that the board adopt the 2021 budget with budgeted income of \$2,098,319, expenses of \$2,158,378, and deficit of \$60,059. Director Gray moved to approve the committee recommendation. Motion adopted.

Staff Reports

Communications Coordinator Lee presented the Communications Department report providing information on the website, *News Digest*, online leaning, and social media.

Director of Member Services Daudt presented the Member Services Department report. She noted that the "Inactive to Active" member drive has brought in 304 new members since 2017. The MD19 drive has brought in 98 new members since 2019. As of 9/29/20, IIMC membership is 14,805.

In response to a question, she explained that a membership stays with a member if they move to a different municipality. A municipality can request the transfer to a new employee, but the membership department first contacts the original member.

Region XI Development

International Consultant Tom van der Hoven stated that the management board had begun making arrangements for the next Region XI Symposium and Study Tour in 2021 in the Netherlands. Due to the pandemic, arrangements have been put on hold as travel has been cancelled by many countries. Planning for a 2022 Region XI Symposium and Study Program instead will resume once there is a better understanding of how to proceed.

Annual Conference Updates

ED Shalby reviewed arrangements for the following conferences:

2021 – Grand Rapids, MI

2022 – Little Rock, AR

2023 – Minneapolis, MN

2024 – Calgary, Alberta, Canada

2025 – St. Louis, MO

Region Directors and Officer Reports

All directors provided verbal reports regarding their region. Additionally, the Immediate Past President, Vice President, President Elect, and President reported on activities since May.

Adjournment

With no further business, the meeting adjourned at 5:12 p.m.

Sharon K. Cassler, MMC, Recorder
By Connie M. Deford, Parliamentarian