

INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS
Board of Directors I Meeting
May 8, 2021
Amway Hotel – Grand Rapids, Michigan

CALL TO ORDER

President Mary Johnston called the meeting to order in person and via Zoom at 9:10 a.m. EDT.

Board Members Present:

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 VI Director: Marie Moe, MMC

Region VII Directors: Janet Gray, MMC; Helen Ingold, MMC

Region VIII Directors: Lisa Garcia, MMC; LuAnn Holmes, MMC

Region IX Director: Dawn Abrahamson, MMC; Scott Passey, MMC

Region X Directors: Angila Bains, CMC; Stephen Huycke

Region XI Director: Sarah Jeffries; Johannes "Hans" Rijs, MMC

Board Members Excused:

Region V Directors: Janice Bates, MMC

Region V Director Leon Wright, MMC

Board Members Absent:

Region IV Director Leticia Vacek, MMC

Region VI Director: P. Kay Cmelik, MMC

Incoming Board Members:

Vice President Mary Ann Hess, MMC

Region I Director Susan Haag, MMC

Region IV Director Angela E. Richburg, MMC

Region V Director Angie Marshall, MMC

Region IX Director Ruth Post

Other Attendees:

Tom Van Der Hoven, International Consultant

Connie Parker, Finance Consultant

Brenda Kay Young, Past IIMC President

Mary Lynne Stratta, Foundation President
Tracy Davis, Foundation Board Member
Kathy Dornan, Foundation Board Member
Diane Whitbey, N. Little Rock Clerk
Ashley DiBlasi, Director of Certification and Conference Program
Kellie Siggson, Education Associate
Iris Hill, Education and Membership Assistant
Janet Pantaleon, Finance Specialist
Chris Shalby, Executive Director
Connie Deford, CMC/Parliamentarian

Excuse Members

On a motion by Diane Pflugfelder, Directors Janice Bates and Leon Wright were excused.

Foundation Report

President Mary Lynne Stratta noted that 2020 was a challenging year for the Foundation. Of the \$144,857 in 2020 voluntary donations, \$44,190 was contributed to IIMC for educational programs and scholarships. The Foundation did achieve its goal to reach \$3 million. As of March 31st, the value of the corpus is over \$3,300,000.

Through the Legacy Program, the Foundation was the recipient of \$100,000 from the estate of Past IIMC President Helen Kawagoe. This is the largest one-time gift the Foundation has ever received.

Revenue was down overall for 2020 but corporate sponsors stepped up to match donations: Municipal Code matched donations made by April 2020 up to \$15,000; and American Legal Publishing matched Hawaii Raffle ticket revenue up to \$10,000.

Because of COVID-19, the silent auction will be virtual this year.

Both 2020 and 2021 recognition award recipients will be recognized this week. She urged the board to set an example for membership by donating to the Foundation.

Introductions

President Johnston introduced guests and staff members in attendance at the meeting.

Executive Director Update

ED Shalby reviewed his written report, noting that the position of Director of Professional Development will be advertised this month with the goal to have the individual begin work on July 1st. He and staff members have provided some of the necessary services, but it will be necessary to hire an Office Manager again.

The building was refinanced this year resulting in a decrease in the monthly mortgage payment from \$4,875 to \$2,700.

IIMC will not incur any penalties, including attrition, with the Amway Hotel.

ED Shalby noted that former Region Director Bonnie Hilford had suggested that the Elections Committee should write three questions to administer to any member running for the Office of Vice President. The candidates would answer the questions, make a video of themselves, and upload their answers to the IIMC website for members to view. She thought this would encourage more members to participate in the voting process.

Director Garcia moved to refer the suggestion to the Elections Committee and report back at the mid-year board meeting. An amendment to add “to include the development of a policy” was adopted by unanimous consent.

Following discussion, a roll call vote was taken:

Those in favor: Directors Pinsonault, Quirk, Hudson, Pflugfelder, Tolbert, McGraw, Ingold, Garcia, Holmes, Passey, Bains, Jeffries, Rijs – 13.

Those opposed: Directors Pitman, Moe, Gray, Abrahamson, Past President McPherson, Vice President Smith, President Elect Pierce – 8.

(Although President Johnston, voted no, her vote only counts in the case of a tie vote.)

The motion as amended was adopted.

ED Shalby noted that currently an IIMC election runs for nearly five weeks, and he questioned whether this voting time could be shortened.

Director Gray moved to refer the length of voting for elections to the Elections Committee. After debate, the motion was adopted.

Education Department Report

Director of Certification and Conference Program DiBlasi reported on the certification program and noted that a three-to-four-week review period is being maintained. It was noted that since the mid-year board meeting, 117 CMC designations and 41 MMC designations have been awarded.

She reported on the conference education program including academy and general sessions, Athenian Dialogues, and concurrent sessions. ED Shalby noted that with constant changes in the venues in Grand Rapids, the education program had to be revised and restructured twice.

Ms. DiBlasi also reviewed the IIMC Institutes, Athenian Leadership Society, and various committee work.

Presentation

Grand Rapids City Clerk and 2021 Host Clerk Joel Hondrop thanked the board for making the decision to hold the conference in Grand Rapids. Gift bags containing local treats were provided to board members.

Recess

The meeting recessed at 10:40 a.m. and reconvened at 10:55 a.m.

Education and Professional Development Committee Report

Without objection, the Education and Professional Development Committee Report was taken up.

It was noted that Athenian Dialogues were approved to be conducted virtually through June 30, 2021. The Committee is recommending that the virtual Athenian Dialogues be made a permanent option and that the proposed Guidelines for virtual dialogues be accepted.

Director Bains moved that virtual Athenian Dialogues be a permanent option for IIMC and the Guidelines for virtual dialogues be approved. Motion adopted.

The committee recommended that IIMC members seeking CMC/MMC certification credit may receive a maximum of 12 points of the 18 points allowed toward certification from attendance at virtual dialogues. Director Bains moved to receive the recommendation and take no further action. Motion adopted.

The committee further recommended that IIMC members seeking Fellowship in the Athenian Leadership Society may attend a maximum of six dialogues virtually toward the required ten. Director Huycke moved to receive the recommendation and take no further action. Motion adopted.

It was reported that the committee is working on a recommendation for the “Beyond the MMC” program and plans to report back to the board at the mid-year meeting.

Region XI Report

Consultant Tom Van Der Hoven provided a written year-end report to the board. The Region XI Management Board agreed that the Symposium and Study Tour will be rescheduled to September 2023.

Policy Review Committee Report

The committee recommended that the 2021-2022 IIMC Policy Review Committee begin review of the IIMC Policy Manual for amendments to current policies and the creation of new policies pertaining to emergency situations. Director Pflugfelder moved to approve the committee recommendation. Motion adopted.

The committee presented a proposed Employee Service Recognition Policy to be added to the IIMC Policy Manual, Title 3, Personnel, Chapter 3.25. Director Pflugfelder moved to approve the Employee Service Recognition Policy as presented. Motion adopted.

The committee presented an IIMC Constitutional Amendment to be considered for a vote by the membership at the annual meeting in May 2022 to redefine the eligibility for Honorary Membership status. Director Pflugfelder moved to approve the proposed amendment. Motion adopted. By unanimous consent, the board approved the language of the proposed amendment.

Recess

The meeting recessed at 11:40 a.m. to reconvene at 1:00 p.m. Due to technical difficulties, the meeting reconvened at 1:45 p.m.

Clarification

ED Shalby requested clarification on action taken on the Education and Professional Development Committee's two recommendations regarding the Athenian Dialogue points. Since no action was taken on the recommendations, the existing policy has not been changed.

Budget and Planning Committee Report

The committee's year-end report was presented, and the seven recommendations have been implemented previously.

Year-End Budget Report

Finance Consultant Connie Parker reviewed her report for the year ended December 31, 2020, including a summary of IIMC's financial position, a summary of revenue and expenses, and the 2020 budget vs. actual figures and any variances.

2020 Audit Report

The compilation prepared by GYL, LLP of Ontario, California, consisted of a basic summary of IIMC's financial statements written by a CPA using data provided by IIMC. Unlike a review or an audit, this method provides no assurance, no tests were performed, and the auditor did not examine any internal controls.

Vice President Smith moved to approve the 2020 Compilation Report provided by GYL, LLC. Motion adopted.

2021 First Quarter Financials

Finance Specialist Janet Pantaleon reviewed the financial data for the first quarter of 2021, including assets, liabilities, and equity, as well as budget comparisons.

Staff Reports

The reports of the Communications Coordinator and Member Services were received for information.

Annual Conference Updates

ED Shalby provided information on upcoming conferences:

2022: Little Rock, AR. It is hoped that more members will be able to attend. Promotion for this conference will begin in August.

2023: Minneapolis, MN. A meeting is scheduled with former board members from that Region and members who will be working with the Minneapolis City Clerk.

2024: Calgary, Canada. Bonnie Hilford was formerly with the City of Calgary, and she has been asked if she will be the contact person.

2025: St. Louis, Mo. This is scheduled to be a four-day conference.

2026: The request for proposals is online, and we are starting to get inquiries. The deadline is July 1st. After that date, site visits will be scheduled for no more than five cities to gather information for the board's decision at the mid-year board meeting.

This conference is a five-day conference, and the board will determine if we want to go back to a five-day conference each year, or perhaps every five years.

Region VIII Restructure Task Force

Director Garcia reported that every member of Region VIII has been provided a copy of the Region Bylaws. Members had an opportunity to review various realignment proposals, and the final proposed map outlining dividing into two districts was selected. It has been determined that the additional annual cost for two additional Region Directors would be \$5,000

On behalf of the Task Force, Director Garcia moved to split Region VIII into two districts (as depicted in Map 1) and that the election occur with the 2022 election and the members be sat in May of 2022.

Note: Map 1 shows that the following states would be included in the two areas:

Idaho, Nevada, Utah, Arizona, and New Mexico (639 members)

Montana, Wyoming, Colorado, North Dakota, South Dakota, and Nebraska (698 members).

It was noted that the addition of a new Region as well as two new Region Directors will require a constitutional amendment. The language for the amendment would be prepared and advertised in the *News Digest* for consideration at the 2022 Annual Meeting. If a majority of members at that meeting approve the proposal, it would be sent out to all IIMC members for a vote. If two-thirds of voting members vote in the affirmative, it would take effect 61 days after the annual meeting. Elections would then be held for the new Director positions.

Without objection, the motion was amended to strike out "May of" and adding "and that the terms be staggered."

After further discussion, the motion as amended was adopted.

Reports from Directors and Officers

Region Directors and officers provided an update on recent activities. Incoming board members, including Mary Ann Hess, Angie Marshall, and Ruth Post were also provided an opportunity to address the board.

Announcements

In response to a question, ED Shalby noted that Thursday's board of directors meeting will not be a hybrid meeting. It will be only in-person, and it is scheduled for an approximately one-hour informational meeting.

Adjournment

With no further business, the meeting adjourned at 3:33 p.m. EDT.

Connie M. Deford
Recorder and Parliamentarian